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

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of October 2013 Commission File Number: 1-31349

THOMSON REUTERS CORPORATION

(Translation of registrant's name into English)

3 Times Square
New York, New York 10036, United States
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F o Form 40-F x

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): o

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): o

The information contained in Exhibits 99.1 and 99.2 of this Form 6-K is incorporated by reference into, or as additional exhibits to, as applicable, the registrant’s outstanding registration statements.

Thomson Reuters Corporation is voluntarily furnishing certifications by its Chief Executive Officer and Chief Financial Officer pursuant to Sections 302 and 906 of the Sarbanes-Oxley Act of 2002 as Exhibits 99.3-99.6 of this Form 6-K.

SIGNATURES

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

THOMSON REUTERS CORPORATION
(Registrant)

By: /s/ Marc E. Gold
Name: Marc E. Gold
Title: Assistant Secretary

Date: October 31, 2013

EXHIBIT INDEX

Exhibit Number	Description
99.1	Management's Discussion and Analysis
99.2	Unaudited Consolidated Financial Statements
99.3	Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
99.4	Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
99.5	Certification of the Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
99.6	Certification of the Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

EXHIBIT 99.1

THOMSON REUTERS CORPORATION
MANAGEMENT'S DISCUSSION AND ANALYSIS

This management's discussion and analysis is designed to provide you with a narrative explanation through the eyes of our management of our financial condition and results of operations. We recommend that you read this in conjunction with our interim financial statements for the three and nine months ended September 30, 2013, our 2012 annual financial statements and our 2012 annual management's discussion and analysis. This management's discussion and analysis is dated as of October 29, 2013.

About Thomson Reuters - We are the leading source of intelligent information for businesses and professionals. We combine industry expertise with innovative technology to deliver critical information to leading decision-makers. Through approximately 60,000 employees in over 100 countries, we deliver this must-have insight to the financial and risk, legal, tax and accounting, intellectual property and science and media markets, powered by the world's most trusted news organization.

We derive the majority of our revenues from selling electronic content and services to professionals, primarily on a subscription basis. Over the years, this has proven to be capital efficient and cash flow generative, and it has enabled us to maintain leading and scalable positions in our chosen markets. Within each of the market segments that we serve, we bring in-depth understanding of our customers' needs, flexible technology platforms, proprietary content and scale. We believe our ability to embed our solutions into customers' workflows is a significant competitive advantage as it leads to strong customer retention.

Contents - We have organized our management's discussion and analysis in the following key sections:

- **Overview** – a brief discussion of our business;

- **Results of Operations** – a comparison of our current and prior period results;

- **Liquidity and Capital Resources** – a discussion of our cash flow and debt;

- **Outlook** – our current financial outlook for 2013;

- **Related Party Transactions** – a discussion of transactions with our principal and controlling shareholder, The Woodbridge Company Limited (Woodbridge), and others;

- **Subsequent Events** – a discussion of material events occurring after September 30, 2013 and through the date of this management's discussion and analysis;

- **Changes in Accounting Policies** – a discussion of changes in our accounting policies and recent accounting pronouncements;

- **Critical Accounting Estimates and Judgments** – a discussion of critical estimates and judgments made by our management in applying accounting policies;

- **Additional Information** – other required disclosures; and

- **Appendices** – supplemental information and discussion.

We prepare our financial statements in accordance with International Financial Reporting Standards (IFRS), as issued by the International Accounting Standards Board (IASB). This management's discussion and analysis also includes certain non-IFRS financial measures which we use as supplemental indicators of our operating performance and financial position and for internal planning purposes.

References in this discussion to "$" and "US$" are to U.S. dollars and references to "C$" are to Canadian dollars. In addition, "bp" means "basis points" and "na" and "n/m" refer to "not applicable" and "not meaningful", respectively. Unless otherwise indicated or the context otherwise requires, references in this discussion to "we," "our," "us" and "Thomson Reuters" are to Thomson Reuters Corporation and our subsidiaries.

Forward-looking statements - This management's discussion and analysis also contains forward-looking statements, which are subject to risks and uncertainties that could cause our actual results to differ materially from the forward-looking statements. Forward-looking statements include, but are not limited to, our expectations regarding:

- General economic conditions and market trends and their anticipated effects on our business segments;

- Our 2013 financial outlook;

- Shareholder returns (including buyback plans and dividend policy);

- Plans to reduce acquisition spending relative to the last few years; and

- Our liquidity and capital resources available to us to fund our ongoing operations, investments and returns to shareholders.

For additional information related to forward-looking statements and material risks associated with them, refer to the section of this management's discussion and analysis entitled "Cautionary Note Concerning Factors That May Affect Future Results".

OVERVIEW

KEY HIGHLIGHTS

Third quarter performance:

Our third quarter performance was consistent with full-year expectations. We are pleased with the progress that we continue to make despite challenging market conditions, particularly in the financial services and legal sectors.

In the third quarter of 2013, revenues from ongoing businesses increased 2% before currency[1]. This performance reflected 6% combined growth from our Legal, Tax & Accounting and Intellectual Property & Science businesses, which was partially offset by a 1% decline in Financial & Risk's revenues. The 2% increase in revenues from ongoing businesses before currency reflected a 3% contribution from acquisitions, which was offset by a 1% decline in existing businesses.

- Financial & Risk's revenues decreased 1%. As we have previously stated, we do not believe that Financial & Risk will achieve revenue improvement in 2013 compared to 2012, due to the subscription nature of its business and the lag effect of cumulative negative net sales over the prior 12 months. The revenue decrease reflected a 2% contribution from acquisitions which was offset by a 3% decline in existing businesses. Net sales continued to improve and were positive in the third quarter for the first time in over two years. However, we expect Financial & Risk's net sales for the fourth quarter will be negative, as we typically see various customers reset their cost base at the end of the year. The business also continued to reduce its cost structure.

- Legal's revenues rose 3% driven by a 4% contribution from acquisitions, notably Practical Law Company (PLC). Revenues from existing businesses declined 1%, as 2% subscription revenue growth was more than offset by declines in U.S. print and Latin America business revenues.

- Tax & Accounting revenues increased 10%, of which 6% was from existing businesses. The increase from existing businesses was driven by 9% growth in subscription revenues reflecting the continued strength of our offerings and healthy conditions prevailing in the global tax and accounting market.

- Intellectual Property & Science revenues increased 10% due to a 7% contribution from acquisitions as well as 3% growth from existing businesses that was driven by subscription revenue.

- Our Global Growth & Operations (GGO) unit, which works across our businesses to combine our global capabilities, increased revenues 9%, of which 4% was from existing businesses. On an annualized basis, GGO comprises about $1 billion of our company's total revenues.

Despite the decline in revenues from existing businesses, adjusted EBITDA[1] increased 4% and the related margin increased 100bp to 27.5%, reflecting our ongoing cost reduction efforts as well as foreign exchange. Underlying operating profit[1] increased 3%, and the related margin increased 30bp reflecting the same factors that impacted adjusted EBITDA as well as higher depreciation and amortization expense. Adjusted EPS[1] was unchanged at $0.48 per share, as higher underlying operating profit was offset by higher tax expense.

Recent developments:

In connection with our simplification initiatives, we expect to record a charge of approximately $350 million, which would be incurred primarily in the fourth quarter of 2013 with a portion to be recorded in 2014. These charges would be incurred across the company (but primarily in Financial & Risk), and are expected to help accelerate cost savings opportunities.

As our business strategy shifts to become more of an enterprise company with a greater focus on growing our existing businesses, sharing core capabilities and leveraging scale, we are evolving our capital strategy. Specifically, we expect that our strong free cash flow performance, together with plans to reduce our acquisition spending and a modest increase in our leverage target will allow us to return more cash to shareholders. These returns will include up to $1.0 billion in share buybacks that we are targeting by the end of 2014. We also plan to contribute $500 million to our pension plans in the fourth quarter of 2013 to pre-fund certain obligations. While we are modestly increasing our leverage target, we remain committed to maintaining a strong capital structure and solid investment grade debt credit ratings.

2013 Outlook:

We recently reaffirmed our 2013 full-year business outlook that we originally communicated in February, excluding the impact of the charge and pension contribution noted above. For 2013, we continue to expect low single digit revenue growth[1], underlying operating profit margin[1] between 16.5% and 17.5%, adjusted EBITDA margin[1] between 26% and 27% and free cash flow[1] between $1.7 billion and $1.8 billion. Additional information is provided in the "Outlook" section of this management's discussion and analysis.

[1] Refer to Appendix A for additional information on non-IFRS financial measures.

OUR ORGANIZATIONAL STRUCTURE

Our company is organized as a group of strategic business units: Financial & Risk, Legal, Tax & Accounting and Intellectual Property & Science, supported by a corporate center. We believe this structure allows us to best meet the complex demands of our customers, capture growth opportunities and achieve efficiencies. We also operate a Global Growth & Operations (GGO) organization which works across our business units to identify opportunities in faster growing geographic areas. We do not report GGO as a separate business unit, but rather include its results within our strategic business units. Our Reuters News business is managed and reported within our corporate center.

SEASONALITY

Our revenues and operating profits on a consolidated basis do not tend to be significantly impacted by seasonality as we record a large portion of our revenues ratably over a contract term and our costs are generally incurred evenly throughout the year. However, our non-recurring revenues can cause changes in our performance from quarter to consecutive quarter. Additionally, the release of certain print-based offerings can be seasonal as can certain product releases for the regulatory markets, which tend to be concentrated at the end of the year. As a consequence, the results of certain of our segments can be impacted by seasonality to a greater extent than our consolidated revenues and operating profits.

USE OF NON-IFRS FINANCIAL MEASURES

In addition to our results reported in accordance with IFRS, we use certain non-IFRS financial measures as supplemental indicators of our operating performance and financial position and for internal planning purposes. These non-IFRS financial measures include:

- Revenues from ongoing businesses;
- Revenues at constant currency (before currency or revenues excluding the effects of foreign currency);
- Underlying operating profit and the related margin;
- Adjusted EBITDA and the related margin;
- Adjusted EBITDA less capital expenditures and the related margin;
- Adjusted earnings and adjusted earnings per share;
- Net debt;
- Free cash flow; and
- Free cash flow from ongoing businesses.

We report non-IFRS financial measures as we believe their use provides more insight into and understanding of our performance. Refer to Appendix A of this management's discussion and analysis for a description of our non-IFRS financial measures, including an explanation of why we believe they are useful measures of our performance, including our ability to generate cash flow. Refer to the sections of this management's discussion and analysis entitled "Results of Operations", "Liquidity and Capital Resources" and Appendix B for reconciliations of these non-IFRS financial measures to the most directly comparable IFRS financial measures.

RESULTS OF OPERATIONS

BASIS OF PRESENTATION

Within this management's discussion and analysis, we discuss our results of operations on both an IFRS and non-IFRS basis. Both bases exclude discontinued operations and include the performance of acquired businesses from the date of purchase. Prior period amounts have been restated to reflect the retrospective application of amendments to IAS 19, *Employee Benefits,* and the adoption of IFRS 11, *Joint Arrangements*. See note 2 of our interim financial statements for the three and nine months ended September 30, 2013 for information regarding changes in accounting policies.

Consolidated results

We discuss our consolidated results from continuing operations on an IFRS basis, as reported in our income statement. Additionally, we discuss our consolidated results on a non-IFRS basis using the measures described within the "Use of Non-IFRS Financial Measures" section. Among other adjustments, our non-IFRS revenue and profitability measures as well as free cash flow from ongoing businesses exclude Other Businesses, which is an aggregation of businesses that have been or are expected to be exited through sale or closure that did not qualify for discontinued operations classification.

Segment results

We discuss the results of our four reportable segments as presented in our interim financial statements for the three and nine months ended September 30, 2013: Financial & Risk, Legal, Tax & Accounting and Intellectual Property & Science.

We also provide information on “Corporate & Other” and “Other Businesses”. The items in these categories neither qualify as a component of another reportable segment nor as a separate reportable segment.

- Corporate & Other includes expenses for corporate functions, certain share-based compensation costs and the Reuters News business, which is comprised of the Reuters News Agency and consumer publishing.

- Other Businesses is an aggregation of businesses that have been or are expected to be exited through sale or closure that did not qualify for discontinued operations classification. The results of Other Businesses are not comparable from period to period as the composition of businesses changes due to the timing of completed divestitures.

Prior-period amounts have been reclassified to reflect the current presentation. Note 3 of our interim financial statements for the three and nine months ended September 30, 2013 includes a reconciliation of results from our reportable segments to consolidated results as reported in our income statement.

In analyzing our revenues from ongoing businesses at both the consolidated and segment levels, we separately measure the effect of foreign currency changes. We separately measure both the revenue growth of existing businesses and the impact of acquired businesses on our revenue growth, on a constant currency basis.

CONSOLIDATED RESULTS

	Three months ended September 30,			**Nine months ended September 30,**		
(millions of U.S. dollars, except per share amounts)	**2013**	2012	Change	**2013**	2012	Change
IFRS Financial Measures						
Revenues	**3,086**	3,181	(3%)	**9,424**	9,768	(4%)
Operating profit	**316**	372	(15%)	**1,303**	2,033	(36%)
Diluted earnings per share	**$ 0.33**	$ 0.53	(38%)	**$ 0.58**	$ 1.97	(71%)
Non-IFRS Financial Measures						
Revenues from ongoing businesses	**3,073**	3,052	1%	**9,278**	9,198	1%
Adjusted EBITDA	**845**	809	4%	**2,460**	2,417	2%
Adjusted EBITDA margin	**27.5%**	26.5%	100bp	**26.5%**	26.3%	20bp
Adjusted EBITDA less capital expenditures	**633**	582	9%	**1,710**	1,717	-
Adjusted EBITDA less capital expenditures margin	**20.6%**	19.1%	150bp	**18.4%**	18.7%	(30)bp
Underlying operating profit	**548**	534	3%	**1,579**	1,598	(1%)
Underlying operating profit margin	**17.8%**	17.5%	30bp	**17.0%**	17.4%	(40)bp
Adjusted earnings per share	**$ 0.48**	$ 0.48	-	**$ 1.34**	$ 1.35	(1%)

Foreign currency effects. With respect to the average foreign exchange rates that we use to report our results, the U.S. dollar strengthened against the British pound sterling and the Japanese yen, but weakened against the Euro in the third quarter of 2013 compared to the same period in 2012. Given our currency mix of revenues and expenses around the world, these fluctuations had a negative impact on our consolidated revenues in U.S. dollars, but positively impacted our adjusted EBITDA and underlying operating profit margins.

Revenues.

	Three months ended September 30,		**Percentage change:**				
(millions of U.S. dollars)	**2013**	2012	Existing businesses	Acquired businesses	Constant currency	Foreign currency	Total
Revenues from ongoing businesses	**3,073**	3,052	(1%)	3%	2%	(1%)	1%
Other Businesses	**13**	129	n/m	n/m	n/m	n/m	n/m
Revenues	**3,086**	3,181	n/m	n/m	n/m	n/m	(3%)

	Nine months ended September 30,		**Percentage change:**				
(millions of U.S. dollars)	**2013**	2012	Existing businesses	Acquired businesses	Constant currency	Foreign currency	Total
Revenues from ongoing businesses	**9,278**	9,198	(1%)	3%	2%	(1%)	1%
Other Businesses	**146**	570	n/m	n/m	n/m	n/m	n/m
Revenues	**9,424**	9,768	n/m	n/m	n/m	n/m	(4%)

Revenues from ongoing businesses increased on a constant currency basis in both the three and nine-month periods. Revenues for Legal, Tax & Accounting and Intellectual Property & Science segments increased 6% on a combined basis in each period, partially offset by a 1% decline in our Financial & Risk segment. Acquisitions contributed to revenue growth across all segments in both periods. Revenues from existing businesses decreased primarily due to the lag effect of cumulative negative net sales over the prior 12 months in our Financial & Risk segment as well as lower revenues in our Legal segment.

Our GGO organization is focused on supporting our businesses in the following geographic areas: Latin America, China, India, the Middle East, Africa, the Association of Southeast Asian Nations/North Asia, Russia and countries comprising the Commonwealth of Independent States and Turkey. Revenues from these geographic areas represented approximately 9% of our revenues in each of the three and nine-month periods and grew 9% and 12% on a constant currency basis (4% and 6% from existing businesses) in the three and nine-month periods, respectively.

Operating profit, underlying operating profit, adjusted EBITDA and adjusted EBITDA less capital expenditures.

	Three months ended September 30,			Nine months ended September 30,		
(millions of U.S. dollars)	**2013**	2012	Change	**2013**	2012	Change
Operating profit	**316**	372	(15%)	**1,303**	2,033	(36%)
Adjustments to remove:						
Amortization of other identifiable intangible assets	**165**	158		**482**	459	
Fair value adjustments	**70**	34		**(21)**	21	
Other operating losses (gains), net	**6**	18		**(124)**	(802)	
Operating profit from Other Businesses	**(9)**	(48)		**(61)**	(113)	
Underlying operating profit	**548**	534	3%	**1,579**	1,598	(1%)
Remove: depreciation and amortization of computer software (excluding Other Businesses)	**297**	275		**881**	819	
Adjusted EBITDA[1]	**845**	809	4%	**2,460**	2,417	2%
Remove: capital expenditures, less proceeds from disposals (excluding Other Businesses)	**212**	227		**750**	700	
Adjusted EBITDA less capital expenditures[1]	**633**	582	9%	**1,710**	1,717	-
Underlying operating profit margin	**17.8%**	17.5%	30bp	**17.0%**	17.4%	(40)bp
Adjusted EBITDA margin	**27.5%**	26.5%	100bp	**26.5%**	26.3%	20bp
Adjusted EBITDA less capital expenditures margin	**20.6%**	19.1%	150bp	**18.4%**	18.7%	(30)bp

[1] See Appendix B for a reconciliation of earnings from continuing operations to adjusted EBITDA and adjusted EBITDA less capital expenditures.

Operating profit decreased in the third quarter of 2013 primarily due to the sale of Other Businesses and higher unfavorable fair value adjustments. Operating profit decreased in the nine-month period primarily because the second quarter of 2012 reflected a significant gain from the sale of our Healthcare business.

Adjusted EBITDA and the related margin for both periods increased due to lower expenses resulting from a reduced cost structure. Additionally, adjusted EBITDA in the nine-month period reflected the impact of higher severance charges, which were primarily incurred in Financial & Risk in the first quarter of 2013. Despite higher depreciation and amortization from recent product launches and newly acquired businesses, underlying operating profit and the related margin increased in the third quarter. In the nine-month period, however, underlying operating profit and the related margin decreased due to higher depreciation and amortization, as well as the higher severance charges. Foreign currency increased adjusted EBITDA and underlying operating margins by 50bp in the third quarter, but had no impact on margins in the nine-month period.

Adjusted EBITDA less capital expenditures increased during the third quarter due to the same factors as adjusted EBITDA, as well as lower capital expenditures. However, adjusted EBITDA less capital expenditures for the nine-month period was essentially unchanged and reflected timing of capital expenditures related to a large multi-year software contract and higher severance charges, both of which were largely incurred in the first quarter of 2013.

In connection with our simplification initiatives, we expect to record a charge of approximately $350 million, which would be incurred primarily in the fourth quarter of 2013 with a portion to be recorded in 2014. These charges would be incurred across the company (but primarily in Financial & Risk). The accelerated cost reduction actions are expected to drive approximately $300 million of annual cost savings opportunities. The charge will impact adjusted EBITDA and underlying operating profit margins.

Operating expenses.

	Three months ended September 30,			Nine months ended September 30,		
(millions of U.S. dollars)	**2013**	2012	Change	**2013**	2012	Change
Operating expenses	**2,302**	2,358	(2%)	**6,882**	7,249	(5%)
Adjustments to remove:						
Fair value adjustments[1]	**(70)**	(34)		**21**	(21)	
Other Businesses	**(4)**	(81)		**(85)**	(447)	
Operating expenses, excluding fair value adjustments and Other Businesses	**2,228**	2,243	(1%)	**6,818**	6,781	1%

[1] Fair value adjustments primarily represent non-cash accounting adjustments from the revaluation of embedded foreign exchange derivatives within certain customer contracts due to fluctuations in foreign exchange rates and mark-to-market adjustments from certain share-based awards.

Operating expenses, excluding fair value adjustments and Other Businesses, decreased in the third quarter as lower expenses from the reduction of our cost structure and currency mitigated increases associated with newly acquired businesses. In the nine-month period, operating expenses, excluding fair value adjustments and Other Businesses, increased as a result of higher severance charges related to reducing Financial & Risk's workforce, of which the majority were incurred in the first quarter of 2013.

Depreciation and amortization.

	Three months ended September 30,			Nine months ended September 30,		
(millions of U.S. dollars)	**2013**	2012	Change	**2013**	2012	Change
Depreciation	**102**	103	(1%)	**310**	320	(3%)
Amortization of computer software	**195**	172	13%	**571**	509	12%
Subtotal	**297**	275	8%	**881**	829	6%
Amortization of other identifiable intangible assets	**165**	158	4%	**482**	459	5%

- Depreciation and amortization of computer software on a combined basis increased in both periods reflecting investments in products such as Thomson Reuters Eikon and Thomson Reuters Elektron, the amortization of assets from recently acquired businesses, and the write-down of a software asset.

- Amortization of other identifiable intangible assets increased in both periods due to amortization from newly-acquired assets, which more than offset decreases from the completion of amortization for certain identifiable assets acquired in previous years.

Other operating (losses) gains, net.

	Three months ended September 30,		Nine months ended September 30,	
(millions of U.S. dollars)	**2013**	2012	**2013**	2012
Other operating (losses) gains, net	**(6)**	(18)	**124**	802

In the nine-month periods, other operating gains, net, were primarily comprised of the 2013 gain from the sale of our Corporate Services business and from the 2012 gains from the sale of our Healthcare, Portia and the Trade and Risk Management businesses.

Net interest expense.

	Three months ended September 30,			Nine months ended September 30,		
(millions of U.S. dollars)	**2013**	2012	Change	**2013**	2012	Change
Net interest expense	**109**	106	3%	**348**	342	2%

Interest expense for the three and nine-month periods increased as the 2012 periods included a benefit attributable to a reduction of interest on certain tax liabilities which were reversed. This impact was partially offset by a decrease in interest expense as a result of our 2013 new debt issuance and repayment of outstanding debt at maturity (see "Liquidity and Capital Resources – Cash Flow"). As of September 30, 2013, over 90% of our long-term debt obligations paid interest at fixed rates (after swaps), so the balance of interest expense was relatively unchanged.

Other finance income (costs).

	Three months ended September 30,		Nine months ended September 30,	
(millions of U.S. dollars)	**2013**	2012	**2013**	2012
Other finance income (costs)	**38**	30	**(34)**	44

Other finance income (costs) primarily included gains or losses realized from changes in foreign currency exchange rates on certain intercompany funding arrangements and gains or losses related to freestanding derivative instruments.

Share of post-tax earnings in equity method investments.

	Three months ended September 30,		Nine months ended September 30,	
(millions of U.S. dollars)	**2013**	2012	**2013**	2012
Share of post-tax earnings in equity method investments	**5**	8	**24**	23

Our share of post-tax earnings in equity method investments included our former joint venture in Omgeo, a provider of trade management services and other equity method investments. Omgeo was classified as held for sale in the third quarter of 2013. See “Subsequent Events”. The nine months ended September 30, 2012 included losses from other equity method investments.

Tax benefit (expense).

	Three months ended September 30,		Nine months ended September 30,	
(millions of U.S. dollars)	**2013**	2012	**2013**	2012
Tax benefit (expense)	**33**	147	**(423)**	(83)

The comparability of our tax expense was impacted by various transactions and accounting adjustments during each period. Additionally, the tax expense in each period reflected the mix of taxing jurisdictions in which pre-tax profits and losses were recognized. Because the geographical mix of pre-tax profits and losses in interim periods distorts the reported effective tax rate, tax expense or benefit in interim periods is not necessarily indicative of tax expense for the full year.

In the nine months ended September 30, 2013, we recorded tax charges of $396 million in conjunction with intercompany sales of certain technology and content assets between our wholly owned subsidiaries. These transactions are part of our continuing efforts to further consolidate the ownership and management of these assets. The intercompany gains that arose from these transactions were eliminated in consolidation. We recorded the tax charges with an offsetting deferred tax liability, as the majority of the tax is expected to be paid over the next seven years, in varying annual amounts, in conjunction with the repayment of interest-bearing notes that were issued as consideration in the transactions. We were not able to recognize deferred tax assets in the acquiring subsidiaries, principally because the tax basis is not deductible in those subsidiaries.

The following table sets forth significant components within income tax expense that impact comparability from period to period, including tax expense associated with items that are removed from adjusted earnings.

(Expense) benefit	**Three months ended September 30,**		**Nine months ended September 30,**	
(millions of U.S. dollars)	**2013**	2012	**2013**	2012
Discrete tax items:				
Consolidation of technology and content assets[1]	**-**	-	**(396)**	-
Uncertain tax positions[2]	**10**	69	**12**	153
Adjustments related to the prior year[3]	**-**	42	**-**	42
Corporate tax rates[4]	**4**	2	**5**	16
Other[5]	**6**	2	**27**	13
Subtotal	**20**	115	**(352)**	224
Tax related to:				
Sale of businesses[6]	**(3)**	5	**(26)**	(179)
Operating profit of Other Businesses	**(2)**	(13)	**(15)**	(29)
Fair value adjustments	**24**	11	**1**	5
Other items	**(1)**	(10)	**-**	(12)
Subtotal	**18**	(7)	**(40)**	(215)
Total	**38**	108	**(392)**	9

(1) Relates to the consolidation of the ownership and management of our technology and content assets.

(2) Relates to the reversal of tax reserves in connection with favorable developments regarding tax disputes.

(3) Relates to changes in estimates identified during the preparation of our income tax returns.

(4) Relates to the net reduction of deferred tax liabilities due to changes in corporate tax rates that were substantively enacted in certain jurisdictions.

(5) Primarily relates to the recognition of deferred tax benefits in connection with acquisitions and disposals.

(6) In the nine-month period of 2013, primarily relates to the sale of the Corporate Services business which was comprised of the Investor Relations, Public Relations and Multimedia Solutions businesses; in the nine-month period of 2012, primarily relates to the sale of the Healthcare business and the Trade and Risk Management business.

Because the items described above impact the comparability of our tax expense for each period, we remove them from our calculation of adjusted earnings, along with the pre-tax items to which they relate. Accordingly, in our calculation of adjusted earnings for the three and nine-month periods, we have removed the impact of the tax charges associated with the consolidation of technology and content assets. However, within our tax provision on adjusted earnings, we amortize $384 million of the charge on a straight-line basis over seven years, the period in which the tax liabilities are expected to be paid. Additionally, in the nine-month period, we have fully expensed the portion of the tax charge that is payable in 2013 ($12 million). We believe this treatment more appropriately reflects our tax position because these tax charges are an actual tax expense that we will have to pay, but the majority of the charges are expected to be paid over seven years, in varying annual amounts. While we anticipate these transactions will be relatively neutral on a net cash tax basis over the near term, we expect that these transactions will produce ongoing tax benefits to more than offset the tax cost.

The computation of our adjusted tax expense is set forth below:

(Expense) benefit	**Three months ended September 30,**		**Nine months ended September 30,**	
(millions of U.S. dollars)	**2013**	2012	**2013**	2012
Tax (expense) benefit	**33**	147	**(423)**	(83)
Remove: Items from above impacting comparability	**(38)**	(108)	**392**	(9)
Other adjustments:				
Interim period effective tax rate normalization	**(9)**	(60)	**3**	(8)
Tax charge amortization[1]	**(16)**	-	**(48)**	-
Total tax expense on adjusted earnings	**(30)**	(21)	**(76)**	(100)

(1) Relates to tax charges associated with the consolidation of the ownership and management of our technology and content assets. Both periods reflect the amortization of a tax charge of $384 million on a straight line basis over seven years. Additionally, the nine-month period includes a $12 million charge related to amounts payable in 2013.

During the remainder of 2013, we expect to record additional tax charges in conjunction with the further consolidation of technology and content assets. The amount of the future tax charges is uncertain, pending the final valuation of the assets. However, based on current estimates, we expect the remaining 2013 tax charges to be in the range of $400 million to $600 million. We do not expect to incur significant charges for similar transactions after 2013.

Net earnings and earnings per share.

	Three months ended September 30,			Nine months ended September 30,		
(millions of U.S. dollars, except per share amounts)	**2013**	2012	Change	**2013**	2012	Change
Net earnings	**283**	453	(38%)	**528**	1,674	(68%)
Diluted earnings per share	**$ 0.33**	$ 0.53	(38%)	**$ 0.58**	$ 1.97	(71%)

Net earnings and the related per share amount decreased in the third quarter of 2013 due to lower operating profit as well as higher tax benefits recorded in 2012. Net earnings and the related per share amount decreased in the nine-month period primarily from lower gains on disposals of businesses and higher tax expense.

Adjusted earnings and adjusted earnings per share.

	Three months ended September 30,			Nine months ended September 30,		
(millions of U.S. dollars, except per share amounts and share data)	**2013**	2012	Change	**2013**	2012	Change
Earnings attributable to common shareholders	**271**	441	(39%)	**488**	1,637	(70%)
Adjustments to remove:						
Operating profit from Other Businesses	**(9)**	(48)		**(61)**	(113)	
Fair value adjustments	**70**	34		**(21)**	21	
Other operating losses (gains), net	**6**	18		**(124)**	(802)	
Other finance (income) costs	**(38)**	(30)		**34**	(44)	
Share of post-tax earnings in equity method investments	**(5)**	(8)		**(24)**	(23)	
Tax on above items	**(18)**	7		**40**	215	
Discrete tax items[1]	**(20)**	(115)		**352**	(224)	
Amortization of other identifiable intangible assets	**165**	158		**482**	459	
Discontinued operations	**-**	(2)		**(6)**	1	
Interim period effective tax rate normalization	**(9)**	(60)		**3**	(8)	
Tax charge amortization[2]	**(16)**	-		**(48)**	-	
Dividends declared on preference shares	**-**	-		**(2)**	(2)	
Adjusted earnings	**397**	395	1%	**1,113**	1,117	-
Adjusted earnings per share (adjusted EPS)	**$ 0.48**	$ 0.48	-	**$ 1.34**	$ 1.35	(1%)
Diluted weighted-average common shares (millions)	**832.1**	828.4		**831.7**	829.7	

[1] See the “Tax expense” section above.

[2] Reflects amortization of tax charges associated with the consolidation of technology and content assets. See the “Tax expense” section above.

In the third quarter of 2013, adjusted earnings and the related per share amount were essentially unchanged as an increase in underlying operating profit was offset by higher tax expense. Foreign currency positively impacted adjusted earnings per share by $0.01 compared to the prior-year period. In the nine-month period, adjusted earnings was essentially unchanged and the related per share amount decreased slightly as lower underlying operating profit and higher interest expense were offset by lower income taxes. Foreign currency negatively impacted adjusted earnings per share by $0.01 compared to the prior year.

SEGMENT RESULTS

A discussion of the operating results of each of our reportable segments follows.

- Results from the Reuters News business and Other Businesses are excluded from our reportable segments as they do not qualify as a component of our four reportable segments, nor as a separate reportable segment.
- We use segment operating profit to measure the operating performance of our reportable segments.
  - The costs of centralized support services such as technology, news, real estate, accounting, procurement, legal, human resources and strategy are allocated to each segment based on usage or other applicable measures.
  - We define segment operating profit as operating profit before (i) amortization of other identifiable intangible assets; (ii) other operating gains and losses; (iii) certain asset impairment charges; and (iv) corporate-related items (including corporate expense and fair value adjustments). We use this measure because we do not consider these excluded items to be controllable operating activities for purposes of assessing the current performance of our reportable segments.
  - We also use segment operating profit margin, which we define as segment operating profit as a percentage of revenues.
  - Our definition of segment operating profit may not be comparable to that of other companies.
- As a supplemental measure of segment operating performance, we add back depreciation and amortization of computer software to segment operating profit to arrive at each segment's EBITDA and the related margin as a percentage of revenues. Refer to Appendix B for additional information.

Financial & Risk

	Three months ended September 30,		**Percentage change:**				
(millions of U.S. dollars)	**2013**	2012	Existing businesses	Acquired businesses	Constant currency	Foreign currency	Total
Trading	**612**	645	(5%)	-	(5%)	-	(5%)
Investors	**534**	543	(1%)	-	(1%)	(1%)	(2%)
Marketplaces	**430**	439	(3%)	3%	-	(2%)	(2%)
Governance, Risk & Compliance (GRC)	**64**	55	16%	5%	21%	(5%)	16%
Revenues	**1,640**	1,682	(3%)	2%	(1%)	(1%)	(2%)
EBITDA	**433**	403					7%
EBITDA margin	**26.4%**	24.0%					240bp
Segment operating profit	**275**	250					10%
Segment operating profit margin	**16.8%**	14.9%					190bp

	Nine months ended September 30,		**Percentage change:**				
(millions of U.S. dollars)	**2013**	2012	Existing businesses	Acquired businesses	Constant currency	Foreign currency	Total
Trading	**1,858**	1,985	(6%)	-	(6%)	-	(6%)
Investors	**1,602**	1,630	(1%)	-	(1%)	(1%)	(2%)
Marketplaces	**1,337**	1,315	(2%)	6%	4%	(2%)	2%
Governance, Risk & Compliance (GRC)	**178**	158	11%	3%	14%	(1%)	13%
Revenues	**4,975**	5,088	(3%)	2%	(1%)	(1%)	(2%)
EBITDA	**1,213**	1,247					(3%)
EBITDA margin	**24.4%**	24.5%					(10)bp
Segment operating profit	**735**	793					(7%)
Segment operating profit margin	**14.8%**	15.6%					(80)bp

Revenues declined on a constant currency basis in both the three and nine-month periods as growth from acquired businesses was more than offset by a decline in revenues from existing businesses, which reflected the lag effect of cumulative negative net sales over the prior 12 months. The decline in Trading and Investors was partially offset by growth in GRC and, in the nine-month period, growth in Marketplaces.

In the third quarter of 2013, Financial & Risk's net sales were positive for the first time in over two years. The third quarter of 2013 represented the fourth consecutive quarter of year over year improvement in quarterly net sales. The continued trend of improving net sales reflected increased demand for Thomson Reuters Eikon and Thomson Reuters Elektron, as well as higher customer retention rates. All global regions reflected improvement in net sales. However, the headwinds facing the largest global banks, particularly in Europe, continue to cause uncertainty for our Financial & Risk business. As such, we expect Financial & Risk's net sales to be negative in the fourth quarter, as banks typically reset their cost base at the end of the year.

We continued to make progress transforming our Financial & Risk business in the third quarter through the following activities:

- We shut down our Bridge network, migrating users to Thomson Reuters Eikon and Thomson Reuters Elektron.
  - This represented Financial & Risk's third major platform closure this year, in line with strategic priorities.

- We increased the number of Thomson Reuters Eikon customers by 25% from June 30, 2013.
  - By the end of 2013, we expect to have upgraded approximately 55% of Financial & Risk's desktop revenue base to Thomson Reuters Eikon. The remaining 25% of desktop revenue scheduled to be upgraded to Thomson Reuters Eikon is expected to take place gradually over the next few years. We expect to release Thomson Reuters Eikon 4.0 later this year.

- We recently announced plans to accelerate simplification initiatives, largely within the Financial & Risk business.
  - Financial & Risk expects to record significant charges, primarily relating to severance, in the fourth quarter of 2013, but with a portion to be recorded in 2014. We expect these charges will reduce Financial & Risk's ongoing costs.

Results by revenue type were as follows:

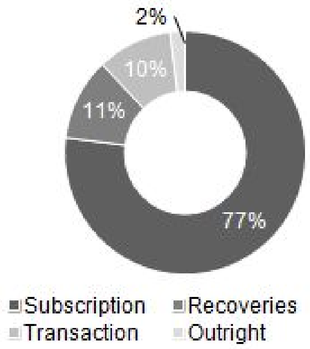
- **Subscription** revenues declined 2%, (3% from existing businesses), in the third quarter reflecting negative, but improving net sales. In the nine-month period, revenues declined 3%, all from existing businesses. Thomson Reuters Eikon billed desktops grew to approximately 76,000 by September 30, 2013, a 25% increase from June 30, 2013. The number of installed Thomson Reuters Eikon desktops increased to approximately 96,000 as of September 30, 2013, which included 20,000 customers who are using the product, but who have not yet cycled on to the billing system. These customers are expected to cycle on to the billing system in the October billing cycle.

- **Recoveries** revenues (low-margin revenues that Financial & Risk collects and largely passes-through to a third party provider, such as stock exchange fees) decreased 4% in the three and nine-month periods due to declines in desktops as well as third party providers continuing to move to direct billing of customers.

- **Transaction** revenues increased 5% and 15% for the three and nine-month periods, respectively, driven by the 2012 acquisition of FXall. Revenues from existing businesses declined 3% in the third quarter of 2013 due to lower fixed income and foreign exchange volumes which were driven by market related dynamics. In the nine-month period, revenues from existing businesses grew 1%.

- **Outright** revenues, which are primarily discrete sales of software and services, represented a small portion of Financial & Risk's revenues and increased 12% and 6% in the three and nine-month periods, respectively.

Third Quarter 2013 Revenues



By geographic area, third quarter revenues from Europe, Middle East and Africa (EMEA) decreased 3%, Americas increased 1% due to the acquisition of FXall, partly offset by a 2% decline in existing businesses, and Asia decreased 1%. For the nine-month period, revenues decreased in EMEA and Asia, but increased in the Americas reflecting growth from acquired businesses.

The following provides additional information regarding Financial & Risk businesses on a constant currency basis:

- **Trading** revenues decreased 5% in the third quarter and 6% in the nine-month period, all from existing businesses, due to cumulative negative net sales over the past 12 months from desktop cancellations in Equities and Fixed Income.

- **Investors** revenues declined 1% in both periods, all from existing businesses. In the third quarter, 6% growth in Enterprise Content, driven by demand for pricing and reference data, was more than offset by a 5% decline in Investment Management. Revenues in the Banking & Research and Wealth Management businesses were essentially unchanged.

- **Marketplaces** revenues were unchanged in the third quarter, as 3% growth from acquired businesses, driven by the acquisition of FXall, offset a 3% decline from existing businesses. The decline in revenues from existing businesses reflected lower transaction volumes resulting from reduced overall market activity, and desktop cancellations. Revenues from existing businesses decreased 2% in the nine-month period and reflected the same dynamics as the third quarter.

- **GRC** revenues increased 21% and 14% in the three month and nine-month periods, respectively, due to strong sales growth and continued strong demand.

Despite the reduction in revenue, EBITDA and segment operating profit grew 7% and 10%, respectively, and the related margin increased 240bp and 190bp, respectively, during the third quarter. These increases reflected cost savings from shutting down legacy platforms, including benefits from headcount reductions in the first quarter. Foreign exchange favorably impacted EBITDA and segment operating profit margins by 60bp. Although Financial & Risk does not expect the same growth in margins in the fourth quarter of 2013, our plans to accelerate the simplification initiatives are expected to improve Financial & Risk's operating performance over the next few years. As a result, we are targeting Financial & Risk to achieve an EBITDA margin approaching 30% in 2015.

EBITDA, segment operating profit and the related margins declined during the nine-month period reflecting severance charges, largely incurred in the first quarter, to streamline Financial & Risk's cost structure and an unfavorable impact from foreign currency.

Legal

	Three months ended September 30,		**Percentage change:**				
(millions of U.S. dollars)	**2013**	2012	Existing businesses	Acquired businesses	Constant currency	Foreign currency	Total
Revenues	**843**	825	(1%)	4%	3%	(1%)	2%
EBITDA	**320**	328					(2%)
EBITDA margin	**38.0%**	39.8%					(180)bp
Segment operating profit	**248**	256					(3%)
Segment operating profit margin	**29.4%**	31.0%					(160)bp

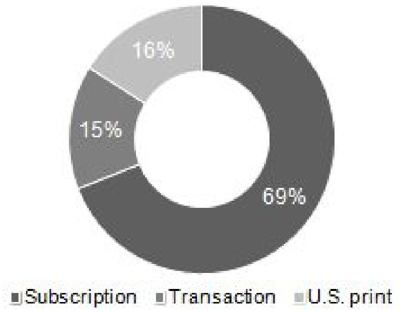
	Nine months ended September 30,		**Percentage change:**				
(millions of U.S. dollars)	**2013**	2012	Existing businesses	Acquired businesses	Constant currency	Foreign currency	Total
Revenues	**2,483**	2,408	-	4%	4%	(1%)	3%
EBITDA	**922**	917					1%
EBITDA margin	**37.1%**	38.1%					(100)bp
Segment operating profit	**704**	708					(1%)
Segment operating profit margin	**28.4%**	29.4%					(100)bp

In the third quarter, revenues increased on a constant currency basis as contributions from acquired businesses more than offset a decline in existing businesses. The decline in existing businesses was primarily due to a 9% decrease in U.S. print, as well as a decrease in our business in Latin America. In the nine-month period, revenues increased on a constant currency basis due to acquisitions. Excluding U.S. print, revenues grew 6% (1% from existing businesses) for the three and nine-month periods. The U.S. legal market remains challenging reflecting little growth in demand from law firms.

Results by revenue type were:

- **Subscription** revenues increased 8% in the three and nine-month periods, led by growth from the acquisition of Practical Law Company (PLC). Growth from existing businesses was 2% for the three and nine-month periods reflecting the mix of expanding sales in our newer lines of business offset by a challenging core legal research market;
- **Transaction** revenues in the three-month period decreased 3% (4% from existing businesses), primarily due to lower book sales in Latin America resulting from tighter commercial polices. Revenues declined 2% (4% from existing businesses) for the nine-month period; and
- **U.S. print** revenues declined 9% and 6% for the three and nine-month periods, respectively, as Legal customers continued to cut discretionary spending. Print revenues are often impacted by seasonal factors and publication schedules relating to content availability. We expect print revenues in the fourth quarter and in the full year to decrease mid-to-upper single digits.

Third Quarter 2013 Revenues



The following chart illustrates the growth dynamics and business mix in the Legal segment:

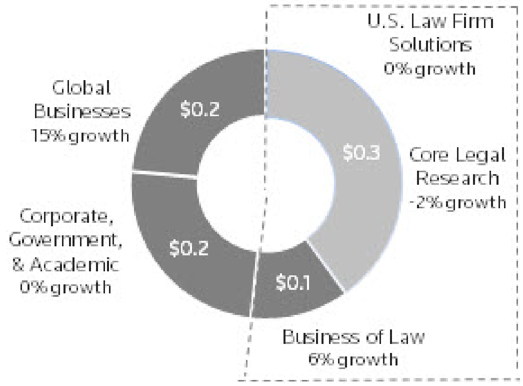
Results by line of business were:

- **U.S. Law Firm Solutions** revenues (52% of segment revenues) were essentially unchanged (1% decrease from existing businesses) in the three-month period. Revenues from the Business of Law sub-segment increased 6% led by FindLaw, while research-related revenues decreased 2%. Revenues for the nine-month period were essentially unchanged (1% decrease from existing businesses);

- **Corporate, Government & Academic** revenues (24% of segment revenues) were essentially unchanged in the three-month period, reflecting an 11% increase in Corporate revenues and a 5% decline in Government revenues primarily related to print cancellations as governments contend with cost pressures. Revenues increased 1% for the nine-month period; and

- **Global** revenues (24% of segment revenues) increased 15% (1% decrease from existing businesses) primarily from the acquisition of PLC, which more than offset a 5% decline in Latin America revenues (10% decline from existing businesses). The decline in Latin America was due to a modest slowdown in the macro-economic environment, as well as the implementation of new order to cash systems at the same time that we are strengthening our commercial policies. Revenues grew 18% for the nine-month period (2% from existing businesses).

Third Quarter 2013 Legal Revenues
3% constant currency revenue growth
(billions of U.S. dollars)



For the three-month period, EBITDA, segment operating profit and the related margins decreased. For the nine-month period, EBITDA increased slightly while segment operating profit and the related margins decreased. The decreases were due to lower revenues from Legal's highly profitable print and research-related businesses and the dilutive impact of the PLC acquisition. For the full year, we expect the PLC acquisition to negatively impact its EBITDA and segment operating profit margins by slightly over 100bp.

Tax & Accounting

	Three months ended September 30,		**Percentage change:**				
(millions of U.S. dollars)	**2013**	2012	Existing businesses	Acquired businesses	Constant currency	Foreign currency	Total
Revenues	**270**	250	6%	4%	10%	(2%)	8%
EBITDA	**66**	58					14%
EBITDA margin	**24.4%**	23.2%					120bp
Segment operating profit	**34**	28					21%
Segment operating profit margin	**12.6%**	11.2%					140bp

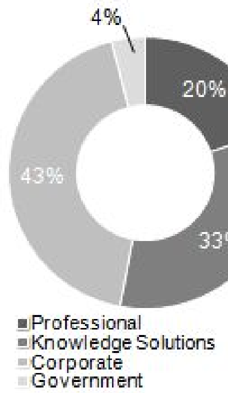
	Nine months ended September 30,		**Percentage change:**				
(millions of U.S. dollars)	**2013**	2012	Existing businesses	Acquired businesses	Constant currency	Foreign currency	Total
Revenues	**875**	822	4%	4%	8%	(2%)	6%
EBITDA	**251**	228					10%
EBITDA margin	**28.7%**	27.7%					100bp
Segment operating profit	**160**	142					13%
Segment operating profit margin	**18.3%**	17.3%					100bp

Revenues increased on a constant currency basis reflecting contributions from both existing and acquired businesses in the three and nine-month periods. Tax & Accounting achieved strong growth across each line of business, except for Government, as revenues increased 10% (6% from existing businesses) in the third quarter. This revenue growth reflected the strength of Tax & Accounting's product offerings and demand in the global tax and accounting market. Subscription revenues, which comprise approximately 80% of our Tax & Accounting business in the third quarter of 2013, increased 11% (9% from existing businesses) and 10% (8% from existing businesses) during the three and nine-month periods, respectively.

Results by line of business were:

- **Professional** revenues from small, medium and large accounting firms increased 12% (all from existing businesses) and 10% (9% from existing businesses), during the three and nine-month periods, respectively;
- **Knowledge Solutions** revenues increased 7% (5% from existing businesses) for the three-month period and 6% (4% from existing businesses) for the nine-month period primarily from growth in the U.S. Checkpoint business;
- **Corporate** revenues increased 17% (8% from existing businesses) for the three-month period and 17% (9% from existing businesses) for the nine-month period primarily from ONESOURCE software and services and strong growth in solutions revenues in Latin America; and
- **Government**, which only represents about 4% of Tax & Accounting revenues, declined 19% during the third quarter.

Third Quarter 2013 Revenues



EBITDA, segment operating profit and the related margins increased due to higher revenues in the three and nine-month periods.

Tax & Accounting is a seasonal business with a significant percentage of its operating profit historically generated in the fourth quarter. Small movements in the timing of revenues and expenses can impact quarterly margins. Full-year margins are more reflective of the segment's performance.

Intellectual Property & Science

	Three months ended September 30,		Percentage change:				
(millions of U.S. dollars)	**2013**	2012	Existing businesses	Acquired businesses	Constant currency	Foreign currency	Total
Revenues	**240**	219	3%	7%	10%	-	10%
EBITDA	**80**	72					11%
EBITDA margin	**33.3%**	32.9%					40bp
Segment operating profit	**61**	55					11%
Segment operating profit margin	**25.4%**	25.1%					30bp

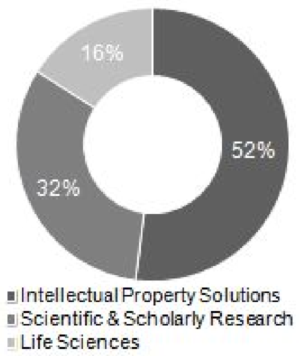
	Nine months ended September 30,		Percentage change:				
(millions of U.S. dollars)	**2013**	2012	Existing businesses	Acquired businesses	Constant currency	Foreign currency	Total
Revenues	**707**	644	2%	9%	11%	(1%)	10%
EBITDA	**229**	219					5%
EBITDA margin	**32.4%**	34.0%					(160)bp
Segment operating profit	**171**	169					1%
Segment operating profit margin	**24.2%**	26.2%					(200)bp

In both periods, revenues increased on a constant currency basis due to the 2012 acquisition of MarkMonitor. In the third quarter, subscription revenues, which represented approximately 77% of Intellectual Property & Science's business, increased 13% (5% from existing businesses), driven by 8% growth from existing businesses in the Scientific & Scholarly Research and Life Sciences businesses. Transaction revenues increased 4% (2% from existing businesses) in the third quarter due to the timing of discrete sales for the Web of Science products in the Scientific & Scholarly Research business, and professional services in the Life Sciences business. For the nine-month period, subscription revenues increased 14% (3% from existing businesses) and transaction revenues increased 2% (1% decline from existing businesses).

Results by line of business were:

- **IP Solutions** revenues increased 13% and 17% for the three and nine-month periods, respectively, due to the acquisition of MarkMonitor. Revenues from existing businesses increased 1% for the three-month period and were essentially unchanged for the nine-month period;
- **Scientific & Scholarly Research** revenues increased 8% and 5% for the three and nine-month periods, respectively, all from existing businesses driven by higher Web of Science subscription revenues; and
- **Life Sciences** revenues increased 8% and 3% for the three and nine-month periods, respectively, reflecting the impact of acquisitions.

Third Quarter 2013 Revenues



For the three-month period, EBITDA, segment operating profit and the related margins increased due to higher revenues and cost controls despite a dilutive effect from the MarkMonitor acquisition. For the nine-month period, EBITDA and segment operating profit increased, but the related margins declined due to the expected dilutive effect of the MarkMonitor acquisition.

Quarterly revenue growth for Intellectual Property & Science can be uneven due to the impact of large sales in the Scientific & Scholarly Research business. Small movements in the timing of revenues and expenses can impact quarterly margins. Full-year revenues and margins are more reflective of the segment's performance.

Corporate & Other

	Three months ended September 30,		Nine months ended September 30,	
(millions of U.S. dollars)	**2013**	2012	**2013**	2012
Revenues - Reuters News	**82**	79	**245**	244
Reuters News	**(5)**	(11)	**(8)**	(21)
Core corporate expenses	**(65)**	(44)	**(183)**	(193)
Total	**(70)**	(55)	**(191)**	(214)

In both the three and nine-month periods, revenues from our Reuters News business increased due to higher Agency revenues. In the nine-month period, this increase was offset by unfavorable foreign currency. Before currency, revenues from our Reuters News business increased 4% and 2% in the three and nine-month periods, respectively.

Core corporate expenses were higher in the three-month period reflecting timing of technology spending compared to the prior year, as well as higher software amortization from the launch of certain company-wide infrastructure platforms. For the nine-month period, core corporate expenses were lower primarily reflecting a reduction in severance costs from the prior-year period.

Other Businesses

"Other Businesses" is an aggregation of businesses that have been or are expected to be exited through sale or closure that did not qualify for discontinued operations classification. The results of Other Businesses are not comparable from period to period, as the composition of businesses changes as businesses are identified for sale or closure. Further fluctuations are caused by the timing of the sales or closures.

	Three months ended September 30,		Nine months ended September 30,	
(millions of U.S. dollars)	**2013**	2012	**2013**	2012
Revenues	**13**	129	**146**	570
Operating profit	**9**	48	**61**	113

The most significant businesses in Other Businesses for the periods presented were:

Business	Status	Former segment	Description
Corporate Services	Sold – Q2 2013	Financial & Risk	A provider of tools and solutions that help companies communicate with investors and media
Healthcare	Sold – Q2 2012	Healthcare & Science	A provider of data analytics and performance benchmarking solutions and services to companies, government agencies and healthcare professionals
Trade and Risk Management	Sold – Q1 2012	Financial & Risk	A provider of risk management solutions to financial institutions, including banks, broker-dealers and hedge funds
Portia	Sold – Q2 2012	Financial & Risk	A provider of portfolio accounting and reporting applications
Property Tax Consulting	Sold – Q4 2012	Tax & Accounting	A provider of property tax outsourcing and compliance services in the U.S.

LIQUIDITY AND CAPITAL RESOURCES

We are evolving our capital strategy to align with recent changes to our business strategy. These business strategy changes include operational efforts to simplify our business, better serve customers, drive revenue and margin growth and improve free cash flow. We plan to better leverage the scale of our assets, decrease our acquisition activity and focus on improving revenue growth from our existing businesses.

Our capital strategy still revolves around maintaining a strong and stable capital structure. Our key principles continue to be:

- Focus on free cash flow and ensure that cash generated is balanced between reinvestment in the business and returns to shareholders; and
- Maintain a strong balance sheet, solid credit ratings and ample financial flexibility to support the execution of our business strategy.

In October 2013, we announced the following capital strategy developments as part of our third quarter 2013 results:

- We believe that our free cash flow performance over the past few years demonstrates the resiliency and stability of our business model. Additionally, we believe that our operational efforts to drive revenue and margin growth will continue to result in strong free cash flow generation. As such, we are modestly increasing our leverage ratio target of net debt to EBITDA[1], which is currently 2:1, to a maximum of 2.5:1. We believe that we can still maintain a strong capital structure and a solid investment grade debt credit rating with slightly higher leverage, and that we can do so without compromising our strategy to grow our business.

- We intend to continue our modest annual dividend increases in combination with higher repurchases of shares. We expect that this will gradually reduce the percentage of our free cash flow that we pay as dividends from the current level of 60%, while increasing overall return to shareholders. Our target is to repurchase up to $1.0 billion of our shares by the end of 2014. The stock repurchases will be funded through lower acquisition spending as well as through a modest increase in our debt.

- Although we intend to reduce our overall acquisition spending compared to the last few years, we plan to continue to make tactical acquisitions to strengthen our positions in key growth segments.

In connection with our simplification initiatives, we also announced in October 2013 that we expect to record a charge of approximately $350 million, most of which is severance related. We expect to incur the expense primarily in the fourth quarter of 2013 with a portion recorded in 2014. The cash outflow from these initiatives is expected to be incurred largely in 2014.

We also plan to contribute $500 million to our U.S. and U.K. pension plans in the fourth quarter of 2013 to pre-fund our pension obligations. The contribution is expected to bring our overall funded status from 84% at December 31, 2012 to over 90%, based on current market conditions. The planned contribution to the U.S. plan represents the first large contribution into the plan in 10 years and is expected to eliminate any additional material contribution requirements in the near term. Contributing to our pension plans in the current favorable interest rate environment allows us to fund these obligations in an economically attractive manner.

At September 30, 2013, we had a strong liquidity position with:

- approximately $0.6 billion of cash on hand;

- an undrawn $2.5 billion credit facility;

- a $2.0 billion commercial paper program under which we issue short-term notes; and

- average long-term debt maturity of approximately eight years with no significant concentration in any one year.

We expect to generate between $1.7 billion and $1.8 billion of free cash flow in 2013, excluding the $500 million pension contribution as well as cash outflows from our recently announced simplification initiatives. See “Outlook” for additional information.

[1] For purposes of this calculation, EBITDA is defined as adjusted EBITDA including the results of Other Businesses.

We believe that cash on hand, cash provided by our operations, borrowings available under our credit facility, issuances of long term debt, and issuances of short term notes under our commercial paper program will be sufficient to fund our expected cash dividends, debt service, capital expenditures and acquisitions in the normal course of business. These sources of financing are also expected to fund our planned repurchases of up to $1.0 billion of shares and $500 million pension plan contribution. In 2013, net proceeds from the closing of our Corporate Services business and several smaller divestitures have also been a source of liquidity.

FINANCIAL POSITION

Our total assets were $31.8 billion at September 30, 2013 compared to $32.5 billion at December 31, 2012. Total assets decreased by $0.7 billion due to the disposal of businesses, depreciation and amortization, and changes in foreign currency, partially offset by capital expenditures and newly-acquired businesses. See "Cash Flow" for additional information.

Additional information. As of September 30, 2013, the carrying amounts of our total current liabilities exceeded the carrying amounts of our total current assets principally because current liabilities include deferred revenue from the sale of information and services delivered electronically on a subscription basis, for which many customers pay in advance. The cash received from these advance payments is used to currently fund the operating, investing and financing activities of our business. However, for accounting purposes, these advance payments must be deferred and recognized over the term of the subscription. As such, we typically reflect a working capital deficiency in our balance sheet. In the ordinary course of business, deferred revenue does not represent a cash obligation, but rather an obligation to perform services or deliver products. Therefore, we believe that our negative working capital position as of September 30, 2013 was not indicative of a liquidity issue, but rather an outcome of the required accounting for our business model.

Net Debt[1]

	As at	
(millions of U.S. dollars)	**September 30, 2013**	December 31, 2012
Current indebtedness	**24**	1,008
Long-term indebtedness	**6,976**	6,223
Total debt	**7,000**	7,231
Swaps	**(175)**	(242)
Total debt after swaps	**6,825**	6,989
Remove fair value adjustments for hedges	**(32)**	(54)
Total debt after hedging arrangements	**6,793**	6,935
Remove transaction costs and discounts included in the carrying value of debt	**59**	50
Less: cash and cash equivalents[2]	**(607)**	(1,283)
Net debt	**6,245**	5,702

[1] Net debt is a non-IFRS financial measure, which we define in Appendix A.

[2] Includes cash and cash equivalents of $155 million and $148 million at September 30, 2013 and December 31, 2012, respectively, which was held in subsidiaries which have regulatory restrictions, contractual restrictions or operate in countries where exchange controls and other legal restrictions apply and are therefore not available for general use by our company.

The increase in our net debt was primarily due to the decrease in cash and cash equivalents compared to December 31, 2012. See "Cash Flow" for additional information.

The maturity dates for our long-term debt are well balanced with no significant concentration in any one year. Our next scheduled maturities of long-term debt occur in the fourth quarter of 2014. At September 30, 2013, the average maturity of our long-term debt was approximately eight years at an average interest rate (after swaps) of less than 6%. Our commercial paper program also provides efficient and flexible short-term funding. At September 30, 2013, no amounts were outstanding under our commercial paper program.

Additional information.

- We monitor the financial strength of financial institutions with which we have banking and other commercial relationships, including those that hold our cash and cash equivalents as well as those which are counterparties to derivative financial instruments and other arrangements;
- We expect to continue to have access to funds held by our subsidiaries outside the U.S. in a tax efficient manner to meet our liquidity requirements;
- During the second quarter of 2013, we issued $850 million of long-term debt; and
- In the second quarter of 2013, we filed a new debt shelf prospectus in connection with the expiration of our existing prospectus (see "Cash Flow").

Total Equity

(millions of U.S. dollars)	
Balance at December 31, 2012	**17,498**
Net earnings	**528**
Share issuances	**108**
Share repurchases	**(100)**
Effect of share-based compensation plans on contributed surplus	**(16)**
Dividends declared on common shares	**(807)**
Dividends declared on preference shares	**(2)**
Change in unrecognized net gain on cash flow hedges	**30**
Change in foreign currency translation adjustment	**(106)**
Net remeasurement gains on defined benefit pension plans, net of tax	**173**
Distributions to non-controlling interests	**(29)**
Balance at September 30, 2013	**17,277**

We returned approximately $0.9 billion to our shareholders through dividends and share repurchases in the nine months ended September 30, 2013.

CASH FLOW

Our principal sources of liquidity are cash on hand, cash provided by our operations, our commercial paper program and our credit facility. In 2013, proceeds from the disposals of businesses are also a source of liquidity. From time to time, we also issue debt securities. Our principal uses of cash in 2013 are for debt servicing costs, debt repayments, dividend payments, capital expenditures, acquisitions and share repurchases.

Summary of Statement of Cash Flow

	Three months ended September 30,			**Nine months ended September 30,**		
(millions of U.S. dollars)	**2013**	2012	Change	**2013**	2012	Change
Net cash provided by operating activities	**676**	591	85	**1,696**	1,713	(17)
Net cash used in investing activities	**(327)**	(1,405)	1,078	**(1,340)**	(59)	(1,281)
Net cash used in financing activities	**(1,360)**	(222)	(1,138)	**(1,020)**	(1,309)	289
Translation adjustments on cash and cash equivalents	**5**	5	-	**(12)**	2	(14)
(Decrease) increase in cash and cash equivalents	**(1,006)**	(1,031)	25	**(676)**	347	(1,023)
Cash and cash equivalents at beginning of period	**1,613**	1,782	(169)	**1,283**	404	879
Cash and cash equivalents at end of period	**607**	751	(144)	**607**	751	(144)

Operating activities. The increase in net cash provided by operating activities in the third quarter of 2013 reflected favorable working capital movements. Net cash provided by operating activities was slightly lower in the nine-month period as declines in operating cash flows from Other Businesses were largely offset by lower income tax payments and prior-year spending from our earlier Reuters integration program.

Investing activities. The decrease in net cash used in investing activities for the third quarter 2013 primarily reflected a decrease in acquisition spending. In the third quarter of 2012, we acquired FXall (within our Financial & Risk segment) and MarkMonitor (within our Intellectual Property & Science segment). The third quarter of 2012 also included tax payments related to disposals of businesses.

In the nine-month period, the increase in net cash used in investing activities was principally attributable to significantly higher proceeds from disposals of businesses in 2012. We sold our Healthcare, Portia and Trade and Risk Management business in 2012. In 2013, we sold our Corporate Services business. Acquisition spending, which decreased in the nine-month period in 2013, included our 2013 acquisition of PLC, a provider of practical legal know-how, current awareness and workflow solutions within the Legal segment and included the 2012 acquisitions of FXall and MarkMonitor. Capital expenditures were slightly higher in 2013 primarily due to payments related to a large multi-year software contract during the first quarter.

Financing activities. The increase in cash used by financing activities for the third quarter of 2013 was primarily attributable to the repayment of notes that matured in July 2013 and August 2013 and share repurchases in 2013. During the nine-month period of 2013, the decrease in cash flows used in financing activities was primarily attributable to higher repayments of debt and higher repurchases of common shares in 2012. In both years, we continued to return cash to our shareholders through dividends and share repurchases. Additional information about our debt, dividends and share repurchases is as follows:

- **Commercial paper program.** Our $2.0 billion commercial paper program provides efficient and flexible short-term funding. We had no short-term notes outstanding at September 30, 2013. Issuances of commercial paper reached a peak of $0.5 billion during the nine-month period of 2013. Additionally, we are establishing a commercial paper program in the U.S.

- **Credit facility.** In May 2013, we increased the size of our syndicated credit facility from $2.0 billion to $2.5 billion and extended the maturity date of the facility from August 2016 to May 2018. The facility may be used to provide liquidity for general corporate purposes (including to support our commercial paper program). In the first quarter of 2013, we borrowed and repaid $440 million under the credit facility. There were no outstanding borrowings at September 30, 2013.

  We may request an extension of the maturity date under certain circumstances for up to two additional one-year periods, which the applicable lenders may accept or decline in their sole discretion. We may also request an increase, subject to approval by applicable lenders, in the lenders' commitments up to a maximum amount of $3.0 billion.

  Based on our September 30, 2013 credit ratings, the cost of borrowing under the agreement is priced at LIBOR/EURIBOR plus 90bp. In October 2013, our long-term debt rating was downgraded by Moody's and Standard & Poor's, which is expected to increase our facility fee by 2.5bp and borrowing costs by 10bp, although availability would be unaffected. We monitor the lenders that are party to our facility and believe they continue to be able to lend to us.

  We guarantee borrowings by our subsidiaries under the credit facility. We must also maintain a ratio of net debt as of the last day of each fiscal quarter to EBITDA as defined in the credit agreement (earnings before interest, income taxes, depreciation and amortization and other modifications described in the credit agreement) for the last four quarters ended of not more than 4.5:1. We were in compliance with this covenant at September 30, 2013.

- **Long-term debt.** In May 2013, we filed a new debt shelf prospectus allowing us to issue up to $3.0 billion principal amount of debt securities through June 2015. In the second quarter of 2013, we issued $850 million principal amount of debt securities under the new prospectus. At this time, we may issue up to $2.15 billion principal amount of debt securities under the prospectus.

  The following table provides information regarding notes that we issued and repaid in 2013:

Month/Year	Transaction	Principal Amount (in millions)
	Notes issued	
May 2013	0.875% notes due 2016	US$500
May 2013	4.50% notes due 2043	US$350
	Notes repaid	
July 2013	5.95% notes due 2013	US$750
August 2013	5.25% notes due 2013	US$250

  The net proceeds of the May 2013 debt issuance were for general corporate purposes, including pension contributions and debt repayments. The notes that matured in July 2013 and August 2013 were repaid with cash on hand, which included the net proceeds of the May 2013 debt issuance.

  In the second quarter of 2013, in anticipation of future debt issuances, we entered into a forward starting interest rate swap to manage variability in future interest payments on our debt due to changes in benchmark interest rates. Under the swap, we will receive a floating rate of U.S. dollar interest and will pay a fixed rate of U.S. dollar interest on a 10-year term with a notional principal amount of $150 million.

- **Credit ratings.** Our access to financing depends on, among other things, suitable market conditions and the maintenance of suitable long-term credit ratings. Our credit ratings may be adversely affected by various factors, including increased debt levels, decreased earnings, declines in customer demand, increased competition, a further deterioration in general economic and business conditions and adverse publicity. In October 2013, our long-term debt and commercial paper credit ratings were downgraded, however, the downgrades are not expected to impede our access to the debt markets or result in significantly higher borrowing rates.

  The following table sets forth the current credit ratings that we have received from rating agencies in respect of our outstanding securities as of the date of this management's discussion and analysis:

	Moody's	Standard & Poor's	DBRS Limited	Fitch
Long-term debt	Baa2	BBB+	BBB (high)	BBB+
Commercial paper	P-2	A-2	R-2 (high)	F2
Trend/Outlook	Stable	Stable	Stable	Stable

  These credit ratings are not recommendations to purchase, hold, or sell securities and do not address the market price or suitability of a specific security for a particular investor. Credit ratings may not reflect the potential impact of all risks on the value of securities. We cannot assure you that our credit ratings will not be lowered in the future or that rating agencies will not issue adverse commentaries regarding our securities.

- **Dividends.** In February 2013, our board of directors approved a $0.02 per share increase in the annualized dividend rate to $1.30 per common share.

  We paid the following dividends on our shares in the periods presented:

	Three months ended September 30,		Nine months ended September 30,	
(millions of U.S. dollars)	**2013**	2012	**2013**	2012
Dividends declared	**268**	264	**807**	795
Dividends reinvested	**(9)**	(10)	**(29)**	(29)
Dividends paid	**259**	254	**778**	766

- **Share repurchases.** We may buy back shares (and subsequently cancel them) from time to time as part of our capital strategy. During the three and nine months ended September 30, 2013, we repurchased 2,938,900 of our common shares for approximately $100 million at an average price per share of $34.09. During the nine months ended September 30, 2012, we repurchased 5,948,600 of its common shares for approximately $168 million at an average price per share of $28.26.

  In May 2013, we renewed our normal course issuer bid (NCIB) for an additional 12 months. Under the NCIB, we may repurchase up to 15 million common shares (representing less than 2% of our total outstanding shares) between May 22, 2013 and May 21, 2014 in open market transactions on the Toronto Stock Exchange (TSX), the New York Stock Exchange (NYSE) and/or other exchanges or alternative trading systems, if eligible, or by such other means as may be permitted by the TSX.

  Decisions regarding any future repurchases will be based on market conditions, share price and other factors including opportunities to invest capital for growth. In October 2013, we announced that we plan to repurchase up to $1.0 billion of our common shares by the end of 2014.

Free cash flow and free cash flow from ongoing businesses.

	Three months ended September 30,		Nine months ended September 30,	
(millions of U.S. dollars)	**2013**	2012	**2013**	2012
Net cash provided by operating activities	**676**	591	**1,696**	1,713
Capital expenditures, less proceeds from disposals	**(213)**	(228)	**(751)**	(715)
Other investing activities	**12**	14	**33**	34
Dividends paid on preference shares	**-**	-	**(2)**	(2)
Free cash flow	**475**	377	**976**	1,030
Remove: Other Businesses	**(14)**	(36)	**(56)**	(149)
Free cash flow from ongoing businesses	**461**	341	**920**	881

Free cash flow and free cash flow from ongoing businesses increased during the third quarter of 2013 primarily due to higher cash from operating activities. In the nine-month period of 2013, free cash flow decreased due to the elimination of operating cash flows from Other Businesses, which reflected the timing of divestitures, and higher capital spending. Free cash flow from ongoing businesses in the nine-month period increased driven by higher cash from ongoing operating activities which was partly offset by higher capital spending.

OFF-BALANCE SHEET ARRANGEMENTS, COMMITMENTS AND CONTRACTUAL OBLIGATIONS

For a summary of our other off-balance sheet arrangements, commitments and contractual obligations please see our 2012 annual management's discussion and analysis. There were no material changes to these arrangements, commitments and contractual obligations outside the ordinary course of business during the nine months ended September 30, 2013.

CONTINGENCIES

Lawsuits and Legal Claims

We are engaged in various legal proceedings, claims, audits and investigations that have arisen in the ordinary course of business. These matters include, but are not limited to, intellectual property infringement claims, employment matters and commercial matters. The outcome of all of the matters against us is subject to future resolution, including the uncertainties of litigation. Based on information currently known to us and after consultation with outside legal counsel, management believes that the probable ultimate resolution of any such matters, individually or in the aggregate, will not have a material adverse impact on our financial condition taken as a whole.

Uncertain Tax Positions

We are subject to taxation in numerous jurisdictions. There are many transactions and calculations during the course of business for which the ultimate tax determination is uncertain. We maintain provisions for uncertain tax positions that we believe appropriately reflect our risk. These provisions are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. We review the adequacy of these provisions at the end of the reporting period. It is possible that at some future date, liabilities in excess of our provisions could result from audits by, or litigation with, relevant taxing authorities. Management believes that such additional liabilities would not have a material adverse impact on our financial condition taken as a whole.

OUTLOOK

The information in this section is forward-looking and should be read in conjunction with the section below entitled "Cautionary Note Concerning Factors That May Affect Future Results".

In October 2013, we reaffirmed our business outlook for 2013 that was first communicated in February, excluding the impacts of the expected charge and the pension contribution discussed earlier in this management's discussion and analysis. We expect to record the charge primarily in the fourth quarter of 2013 with a portion recorded in 2014. The precise amounts to be recorded during each year are not yet known. Therefore, we are unable to quantify the impact of the charge on our 2013 outlook below at this time.

The following table sets forth our current 2013 financial outlook, the material assumptions related to our financial outlook and the material risks that may cause actual performance to differ materially from our current expectations.

Our 2013 outlook for revenues, adjusted EBITDA and underlying operating profit excludes the impact of foreign currency and previously announced businesses that have been or are expected to be exited through sale or closure, as well as the expected charge and the pension plan contribution discussed above. In addition, our 2013 outlook should be reviewed in connection with Appendix C ("Supplemental Financial Information"), which contains our restated 2012 full year results, and reflects the retrospective application of the amendments to IAS 19, *Employee Benefits,* and the adoption of IFRS 11, *Joint Arrangements*.

2013 Outlook	Material assumptions	Material risks
Revenues expected to grow low single digits	— Improvement in net sales — Positive gross domestic product (GDP) growth in the countries where we operate, led by rapidly developing economies — Continued increase in the number of professionals around the world and their demand for high quality information and services — Continued operational improvement in the Financial & Risk business and the successful execution of ongoing product release programs, our globalization strategy and other growth initiatives	— Uneven economic growth or recession across the markets we serve may result in reduced spending levels by our customers — Demand for our products and services could be reduced by changes in customer buying patterns, competitive pressures or our inability to execute on key product or customer support initiatives — Implementation of regulatory reform, including Dodd-Frank legislation and similar financial services laws around the world, may limit business opportunities for our customers, lowering their demand for our products and services — Uncertainty regarding the European sovereign debt crisis and the Euro currency could impact demand from our customers as well as their ability to pay us — Pressure on our customers, in developed markets in particular, to constrain the number of professionals employed due to regulatory and economic uncertainty

2013 Outlook	Material assumptions	Material risks
Adjusted EBITDA margin expected to be between 26% and 27%	— Revenues expected to grow low single digits — Business mix continues to shift to higher-growth lower margin offerings — Realization of expected benefits from cost control and efficiency initiatives, specifically in our Financial & Risk business relative to reductions in workforce, platform consolidation and operational simplification	— Refer to the risks above related to the revenue outlook — Revenues from higher margin businesses may be lower than expected — The costs of required investments exceed expectations or actual returns are below expectations — Acquisition and disposal activity may dilute margins — Cost control initiatives may cost more than expected, be delayed or may not produce the expected level of savings
Underlying operating profit margin expected to be between 16.5% and 17.5%	— Adjusted EBITDA margin expected to be between 26% and 27% — Depreciation and amortization expense expected to represent approximately 9.5% of revenues — Capital expenditures expected to be approximately 8% of revenues	— Refer to the risks above related to adjusted EBITDA margin outlook — Capital expenditures may be higher than currently expected, resulting in higher in-period depreciation and amortization
Free cash flow is expected to be between $1.7 billion and $1.8 billion	— Revenues expected to grow low single digits — Adjusted EBITDA margin expected to be between 26% and 27% — Capital expenditures expected to be approximately 8% of revenues	— Refer to the risks above related to the revenue outlook and adjusted EBITDA margin outlook — A weaker macroeconomic environment and unanticipated disruptions from new order-to-cash applications could negatively impact working capital performance — Capital expenditures may be higher than currently expected resulting in higher cash outflows — The timing of completing disposals of businesses may vary from our expectations resulting in actual free cash flow performance below our expectations — The timing and amount of tax payments to governments may differ from our expectations

Additionally, in 2013, we expect interest expense to be $470 million to $490 million, assuming no significant change in our level of indebtedness and inclusive of non-cash pension related interest charges of $60 million to $70 million, relating to a new accounting pronouncement. We expect our 2013 effective tax rate (as a percentage of post-amortization adjusted earnings) will be between 11% to 13%, assuming no material changes in current tax laws or treaties to which we are subject.

RELATED PARTY TRANSACTIONS

As of October 28, 2013, Woodbridge beneficially owned approximately 55% of our shares.

TRANSACTIONS WITH WOODBRIDGE

From time to time, in the normal course of business, we enter into transactions with Woodbridge and certain of its affiliates. These transactions involve providing and receiving product and service offerings, are negotiated at arm's length on standard terms, including price, and are not significant to our results of operations or financial condition either individually or in the aggregate.

In May 2012, as part of our efforts to expand our mutual fund data and strategic research capabilities, we acquired a Canadian mutual fund database, fund fact sheet business and mutual fund and equity data feed business for approximately C$9 million from The Globe and Mail (The Globe), which is majority owned by Woodbridge. We paid approximately C$8 million in cash and issued a C$1 million promissory note to The Globe that will be due in May 2016. In connection with the acquisition, we licensed the acquired database to The Globe over a four year term, valued at approximately C$250,000 per year. The Globe issued four promissory notes to us, each for the value of the annual license. Amounts due each year under the notes issued by The Globe will be offset against the note issued by us. Our board of directors' Corporate Governance Committee approved the transaction.

In the normal course of business, certain of our subsidiaries charge a Woodbridge owned company fees for various administrative services. The total amount charged to Woodbridge for these services was approximately $112,000 for the year ended December 31, 2012.

We purchase property and casualty insurance from third party insurers and retain the first $500,000 of each and every claim under the programs via our captive insurance subsidiaries. Woodbridge is included in these programs and pays us a premium commensurate with its exposures. Premiums relating to 2012 were $40,000, which would approximate the premium charged by a third party insurer for such coverage.

We maintained an agreement with Woodbridge until April 17, 2008 (the closing date of the Reuters acquisition) under which Woodbridge agreed to indemnify up to $100 million of liabilities incurred either by our current and former directors and officers or by our company in providing indemnification to these individuals on substantially the same terms and conditions as would apply under an arm's length, commercial arrangement. We were required to pay Woodbridge an annual fee of $750,000, which was less than the premium that would have been paid for commercial insurance. In 2008, we replaced this agreement with a conventional insurance agreement. We are entitled to seek indemnification from Woodbridge for any claims arising from events prior to April 17, 2008, so long as the claims are made before April 17, 2014.

TRANSACTIONS WITH ASSOCIATES AND JOINT VENTURES

From time to time, we enter into transactions with our investments in associates and joint ventures. These transactions typically involve providing or receiving services and are entered into in the normal course of business and on an arm's length basis.

We and The Depository Trust & Clearing Corporation (DTCC) each have a 50% interest in Omgeo, a provider of trade management services. Omgeo pays us for use of a facility and technology and other services which were valued at approximately $7 million for the nine months ended September 30, 2013. See "Subsequent Events".

We and Shin Nippon Hoki Shuppan K.K. each own 50% of Westlaw Japan K.K., a provider of legal information and solutions to the Japanese legal market. We provide the joint venture with technology and other services, which were valued at approximately $600,000 for the nine months ended September 30, 2013.

In connection with the 2008 acquisition of Reuters, we assumed a lease agreement with 3XSQ Associates, an entity owned by Thomson Reuters and Rudin Times Square Associates LLC that was formed to build and operate the 3 Times Square property and building in New York, New York that serves as our corporate headquarters. We follow the equity method of accounting for our investment in 3XSQ Associates. The lease provides us with over 690,000 square feet of office space until 2021 and includes provisions to terminate portions early and various renewal options. Our costs under this lease arrangement for rent, taxes and other expenses were approximately $29 million for the nine months ended September 30, 2013.

SUBSEQUENT EVENTS

Sale of 50% interest in Omgeo

In October 2013, we completed the sale of our 50% interest in Omgeo to DTCC. We expect to record a pre-tax gain on this transaction in the fourth quarter of 2013.

Charge

In October 2013, we announced that we expect to record a charge of approximately $350 million, which would be incurred primarily in the fourth quarter of 2013 with a portion to be recorded in 2014.

Share repurchases

In October 2013, we announced that we plan to repurchase up to $1.0 billion of our shares by the end of 2014.

Pension contribution

In October 2013, we announced that we plan to contribute $500 million to our pension plans in the fourth quarter of 2013 to pre-fund certain obligations.

CHANGES IN ACCOUNTING POLICIES

Please refer to the "Changes in Accounting Policies" section of our 2012 annual management's discussion and analysis, which is contained in our 2012 annual report, as well as note 2 of our interim financial statements for the nine months ended September 30, 2013, for information regarding changes in accounting policies.

CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of financial statements requires management to make estimates and judgments about the future. Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Please refer to the "Critical Accounting Estimates and Judgments" section of our 2012 annual management's discussion and analysis, which is contained in our 2012 annual report, for additional information. In the third quarter of 2013, we performed an interim goodwill impairment test of our Financial & Risk cash generating unit (CGU). Refer to the following section for changes made to our critical accounting estimates related to this impairment test.

Interim goodwill impairment test

We performed an interim goodwill impairment test of our Financial & Risk CGU in the third quarter of 2013 in accordance with the policy described in note 1 of our consolidated financial statements for the year ended December 31, 2012. The estimated fair value less costs of disposal of the Financial & Risk CGU exceeded its carrying value. As a result, no goodwill impairment was recorded.

In the fourth quarter of 2012, we performed our annual test for goodwill impairment, which indicated that the fair value of the Financial & Risk CGU exceeded its carrying value by $980 million or 6%. In the third quarter of 2013, we determined that an interim goodwill impairment test was required due to the following combination of events and changes in circumstances that impacted the Financial & Risk CGU:

- In the third quarter, we began formulating a plan to restructure our Financial & Risk business (see "Subsequent Events"); and
- There was a significant rise in the long-term risk-free interest rate, which is a component of the discount rate used to determine the fair value of the Financial & Risk CGU.

We did not identify events or circumstances that indicated an interim goodwill impairment test of our other CGUs was required. The annual impairment test performed in the fourth quarter of 2012 indicated that all of the CGUs, except for Financial & Risk, had fair values that exceeded their carrying values by over 100%.

The valuation techniques, significant assumptions and sensitivities applied in the goodwill impairment test of the Financial & Risk CGU are described below. The selection and application of valuation techniques and the determination of significant assumptions requires judgment.

Valuation Techniques

As with previous impairment tests, the recoverable value of the Financial & Risk CGU was based on fair value less costs of disposal, using a weighted average of the income approach and market approach. IFRS 13, *Fair Value Measurement*, defines fair value as a market-based measurement rather than an entity-specific measurement. Therefore, the fair value of the CGU must be measured using the assumptions that market participants would use rather than those related specifically to us. In particular, the discount and tax rates used in the income approach reflect market participant assumptions. To calculate these market participant assumptions, publicly available data was gathered from companies operating in businesses similar to the Financial & Risk CGU, which includes some of its key competitors. As certain inputs to the valuation are not based on observable market data, the recoverable value of the Financial & Risk CGU is categorized in Level 3 of the fair value measurement hierarchy.

Income approach

The income approach is predicated upon the value of the future cash flows that a business will generate. We used the discounted cash flow (DCF) method, which involves projecting cash flows and converting them into a present value equivalent through discounting. The discounting process uses a rate of return that is commensurate with the risk associated with the business and the time value of money. This approach requires assumptions about revenue growth rates, operating margins, capital expenditures, tax rates and discount rates.

Market approach

The market approach assumes that companies operating in the same industry will share similar characteristics and that company values will correlate to those characteristics. Therefore, a comparison of a CGU to similar companies whose financial information is publicly available may provide a reasonable basis to estimate fair value. Under the market approach, fair value is calculated based on EBITDA multiples of benchmark companies comparable to the businesses in the Financial & Risk CGU. Data for the benchmark companies was obtained from publicly available information.

Significant Assumptions

Weighting of Valuation Techniques

We weighted the results of the two valuation techniques noted above as follows: 60% income approach/40% market approach. We believe that given volatility in capital markets, it is appropriate to apply a heavier weighting to the income approach.

Cash Flow Projections

Cash flow projections were based on our internal budget. We projected cash flows for a period of five years and applied a perpetual growth rate thereafter, as prescribed by IAS 36, *Impairment of Assets*. In order to project cash flows for the five year period, we considered growth in revenues and costs as well as capital expenditures. In preparing our projections, we considered past experience, economic trends such as GDP growth and inflation as well as industry and market trends. The projections also took into account the expected impact from efficiency initiatives and the anticipated restructuring plan, new product launches, customer retention, as well as the maturity of the markets in which Financial & Risk operates.

Discount Rate

We assumed a discount rate in order to calculate the present value of our projected cash flows. The discount rate represented a weighted average cost of capital (WACC) for comparable companies operating in similar industries as the Financial & Risk CGU, based on publicly available information. The WACC is an estimate of the overall required rate of return on an investment for both debt and equity owners and serves as the basis for developing an appropriate discount rate. Determination of the WACC requires separate analysis of the cost of equity and the cost of debt. The cost of equity reflects the long-term risk-free interest rate associated with U.S. Treasury bonds and considers a risk premium based on an assessment of risks related to the projected cash flows of the Financial & Risk CGU.

Tax Rate

The tax rate applied to the projections were based on effective tax rates of comparable companies operating in similar industries as the Financial & Risk CGU, based on publicly available information. Tax assumptions are sensitive to changes in tax laws and the jurisdictions in which profits are earned.

The key assumptions used in performing the September 30, 2013 goodwill impairment test for the Financial & Risk CGU are presented below:

	Perpetual growth rate[1]	Discount rate	Tax rate
September 30, 2013	3.0%	10.4%	28.0%

[1] The perpetual growth rate is applied to the final year of cash flow projections.

Results and Sensitivities

The fair value of the Financial & Risk CGU exceeded its carrying value by $2,218 million, which represented 14% of its carrying value. The carrying value included goodwill of $10,503 million. While the higher discount rate reduced the fair value of the Financial & Risk CGU, this reduction was more than offset by the impact of higher observable EBITDA multiples for benchmark companies in the market approach, higher cash flows from the benefits of the anticipated restructuring, and a decrease in the carrying value due to disposals of businesses and depreciation and amortization. The fair value of the Financial & Risk CGU exceeded its carrying value as computed under either the income or market approach. However, compared to the impairment analysis in 2012, the fair value computed under the market approach contributed a greater amount to the excess fair value due to a significant rise in observable EBIDTA multiples of benchmark companies. As a result, the sensitivity analysis demonstrates that no reasonably possible change in the perpetual growth, discount rate or income tax assumptions would cause the carrying amount of the Financial & Risk CGU to exceed its recoverable amount. Should EBITDA multiples of benchmark companies fall to a level below that of 2012, without a corresponding offset to other key assumptions, the excess fair value would be eliminated.

Discussion of Cash Flow Projections

The DCF valuation for the Financial & Risk CGU assumes that cash flow will grow at a compounded annual rate in the high single digits from 2013 to 2018, largely reflecting recently announced restructuring initiatives that are expected to result in improved operating margins and higher cash flows in future periods. We are undertaking various initiatives to reduce costs, primarily by reducing our workforce. The reduction in workforce will take place through restructuring initiatives to de-layer the organization, as well as through decommissioning legacy infrastructures as customers upgrade to new products and services, such as Thomson Reuters Eikon and Thomson Reuters Elektron, which are part of a unified technology platform. Over the next five years, our cash flow projections also assume that the Financial & Risk CGU will gradually return to positive revenue growth. After the specific five year projection period, we project perpetual cash flow growth of 3% based on the assumption that the Financial & Risk business will continue to expand globally and increase prices in line with global inflation.

In 2012, the year following our 2011 impairment charge, the actual 2012 cash flow performance for the Financial & Risk CGU achieved the 2012 projection included within the 2011 impairment testing analysis, after adjusting for market participant assumptions such as the tax rate.

The free cash flow growth projections and certain key assumptions underlying the fair value of the Financial & Risk CGU are subject to risks and uncertainties that could cause future results to differ materially from current expectations. Specifically, Financial & Risk could experience delays implementing its anticipated restructuring and efficiency initiatives or such initiatives could produce less benefit or cost more than originally expected. Financial & Risk could incur higher costs than expected if customers do not upgrade to new products or if the process to upgrade takes longer than anticipated. Our cash flow projections could be impacted by further deterioration in macroeconomic conditions, including potential impacts of regulation on customers, changes in customer buying patterns or competitive pressures. Such conditions could lead the Financial & Risk CGU to experience unexpected subscription cancellations, lower transaction volumes or the inability to sustain expected price increases. Our assumption of perpetual growth could be impacted by changes in long-term outlooks for global inflation. Additionally, the discount rate, tax rate, and EBITDA multiples are based on those for comparable companies and are driven by market conditions and prevailing tax laws. In the future, changes in these measures could cause the recoverable amount of assets for the Financial & Risk CGU to be less than their carrying value.

ADDITIONAL INFORMATION

DISCLOSURE CONTROLS AND PROCEDURES

Our Chief Executive Officer and Chief Financial Officer, after evaluating the effectiveness of our disclosure controls and procedures (as defined in applicable U.S. and Canadian securities law) as of the end of the period covered by this management's discussion and analysis, have concluded that our disclosure controls and procedures are effective to ensure that all information that we are required to disclose in reports that we file or furnish under the U.S. Securities Exchange Act and applicable Canadian securities law is (i) recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC and Canadian securities regulatory authorities and (ii) accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure.

INTERNAL CONTROL OVER FINANCIAL REPORTING

Our management is responsible for establishing and maintaining adequate internal control over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. In the prior quarter, we migrated to an integrated global human resources platform that simplifies many of our employee management processes, provides global management tools and enhances financial reporting and analysis. We are in the process of implementing a multi-year phased implementation of order-to-cash (OTC) applications and related workflow processes. Key elements of the OTC solutions are order management, billing, cash management and collections functionality. We expect to reduce the number of applications and to streamline processes across our organization through this initiative. We are also in the process of automating manual processes and updating workflows associated with intercompany revenue and cost allocation. We continue to modify the design and documentation of the related internal control processes and procedures as the implementations of these initiatives progresses.

Except as described above, there was no change in our internal control over financial reporting during the last fiscal quarter that materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

SHARE CAPITAL

As of October 28, 2013, we had outstanding 827,635,260 common shares, 6,000,000 Series II preference shares, 10,843,026 stock options and a total of 8,062,466 time-based restricted share units and performance restricted share units. We have also issued a Thomson Reuters Founders Share which enables Thomson Reuters Founders Share Company to exercise extraordinary voting power to safeguard the Thomson Reuters Trust Principles.

PUBLIC SECURITIES FILINGS AND REGULATORY ANNOUNCEMENTS

You may access other information about our company, including our 2012 annual report (which contains information required in an annual information form) and our other disclosure documents, reports, statements or other information that we file with the Canadian securities regulatory authorities through SEDAR at *www.sedar.com* and in the United States with the SEC at *www.sec.gov.*

CAUTIONARY NOTE CONCERNING FACTORS THAT MAY AFFECT FUTURE RESULTS

Certain statements in this management's discussion and analysis, including, but not limited to statements regarding 2013 expectations in the "Outlook" section, our expectations about net sales in the Financial & Risk segment in the fourth quarter, our expectations about desktop upgrades to Thomson Reuters Eikon, our expectations about future share repurchases and reduced acquisition spend, our expectations about improving free cash flow performance, our expectations that we will record future tax charges in connection with the further consolidation of our technology and content assets, our expectations about EBITDA margin in the Financial & Risk segment, our expectations that print revenues in the Legal segment will decline in the fourth quarter and regarding the potential dilutive impact of the PLC acquisition on the Legal segment's 2013 margins, are forward-looking. Forward-looking statements also include expectations regarding the charge and pension contribution. The words "expect", "target" and "will" and similar expressions identify forward-looking statements. These forward-looking statements are based on certain assumptions and reflect our company's current expectations. As a result, forward-looking statements are subject to a number of risks and uncertainties that could cause actual results or events to differ materially from current expectations. Certain factors that could cause actual results or events to differ materially from current expectations are discussed in the "Outlook" section above. Additional factors are discussed in the "Risk Factors" section of our 2012 annual report and in materials that we from time to time file with, or furnish to, the Canadian securities regulatory authorities and the U.S. Securities and Exchange Commission. There is no assurance that any forward-looking statement will materialize. Our outlook is provided for the purpose of providing information about current expectations for 2013. This information may not be appropriate for other purposes. You are cautioned not to place undue reliance on forward-looking statements, which reflect our expectations only as of the date of this management's discussion and analysis. Except as may be required by applicable law, we disclaim any obligation to update or revise any forward-looking statements.

APPENDIX A

NON-IFRS FINANCIAL MEASURES

We use non-IFRS financial measures as supplemental indicators of our operating performance and financial position. These measures do not have any standardized meanings prescribed by IFRS and therefore are unlikely to be comparable to the calculation of similar measures used by other companies. The following table sets forth our non-IFRS financial measures, including an explanation of why we believe they are useful measures of our performance. Reconciliations for the most directly comparable IFRS measure are reflected in our management's discussion and analysis.

Non-IFRS Financial Measure	How We Define It	Why We Use It and Why It Is Useful to Investors	Most Directly Comparable IFRS Measure/Reconciliation
Revenues from ongoing businesses	Revenues from reportable segments and Corporate & Other (which includes the Reuters News business), less eliminations.	Provides a measure of our ability to grow our ongoing businesses over the long term.	Revenues
Revenues at constant currency (before currency or revenues excluding the effects of foreign currency)	Revenues applying the same foreign currency exchange rates for the current and equivalent prior period. To calculate the foreign currency impact between periods, we convert the current and equivalent prior period's local currency revenues using the same foreign currency exchange rate.	Provides a measure of underlying business trends, without distortion from the effect of foreign currency movements during the period. Our reporting currency is the U.S. dollar. However, we conduct a significant amount of our activities in currencies other than the U.S. dollar. We manage our operating segments on a constant currency basis, and we manage currency exchange risk at the corporate level.	Revenues
Underlying operating profit and underlying operating profit margin	Operating profit from reportable segments and Corporate & Other. The related margin is expressed as a percentage of revenues from ongoing businesses.	Provides a basis to evaluate operating profitability and performance trends, excluding the impact of items which distort the performance of our operations.	Operating profit
Adjusted EBITDA and adjusted EBITDA margin	Underlying operating profit excluding the related depreciation and amortization of computer software. The related margin is expressed as a percentage of revenues from ongoing businesses.	Provides a measure commonly reported and widely used by investors as an indicator of a company's operating performance and ability to incur and service debt, and as a valuation metric.	Earnings from continuing operations
Adjusted EBITDA less capital expenditures and adjusted EBITDA less capital expenditures margin	Adjusted EBITDA less capital expenditures, less proceeds from disposals (excluding Other Businesses). The related margin is expressed as a percentage of revenues from ongoing businesses.	Provides a basis for evaluating the operating profitability and capital intensity of a business in a single measure. This measure captures investments regardless of whether they are expensed or capitalized.	Earnings from continuing operations

Non-IFRS Financial Measure	**How We Define It**	**Why We Use It and Why It Is Useful to Investors**	**Most Directly Comparable IFRS Measure/Reconciliation**
Adjusted earnings and adjusted earnings per share	Earnings attributable to common shareholders and per share excluding: · the pre-tax impacts of amortization of other identifiable intangible assets; · the post-tax impacts of fair value adjustments, other operating gains and losses, certain impairment charges, the results of Other Businesses, other net finance costs or income, our share of post-tax earnings or losses in equity method investments, discontinued operations and other items affecting comparability. We also deduct dividends declared on preference shares; and	Provides a more comparable basis to analyze earnings and is also a measure commonly used by shareholders to measure our performance.	Earnings attributable to common shareholders and earnings per share attributable to common shareholders
	· amortization of the tax charges associated with the consolidation of ownership and management of technology and content assets. For the non-IFRS measure, the majority of the charges are amortized over seven years, the period over which the tax is expected to be paid.	We believe this treatment more accurately reflects our tax position because the tax liability is associated with ongoing tax implications from the consolidation of these assets.	
	This measure is calculated using diluted weighted- average shares.		
	In interim periods, we also adjust our reported earnings and earnings per share to reflect a normalized effective tax rate. Specifically, the normalized effective rate is computed as the estimated full-year effective tax rate applied to adjusted pre-tax earnings of the interim period. The reported effective tax rate is based on separate annual effective income tax rates for each taxing jurisdiction that are applied to each interim period's pre-tax income.	Because the geographical mix of pre-tax profits and losses in interim periods distorts the reported effective tax rate within an interim period, we believe that using the expected full-year effective tax rate provides more comparability among interim periods. The adjustment to normalize the effective tax rate reallocates estimated full-year income taxes between interim periods, but has no effect on full year tax expense or on cash taxes paid.	

Non-IFRS Financial Measure	How We Define It	Why We Use It and Why It Is Useful to Investors	Most Directly Comparable IFRS Measure/Reconciliation
Net debt	Total indebtedness, including the associated fair value of hedging instruments on our debt, but excluding unamortized transaction costs and premiums or discounts associated with our debt, less cash and cash equivalents.	Provides a commonly used measure of a company’s leverage. Given that we hedge some of our debt to reduce risk, we include hedging instruments as we believe it provides a better measure of the total obligation associated with our outstanding debt. However, because we intend to hold our debt and related hedges to maturity, we do not consider certain components of the associated fair value of hedges in our measurements. We reduce gross indebtedness by cash and cash equivalents.	Total debt (current indebtedness plus long-term indebtedness)
Free cash flow	Net cash provided by operating activities and other investing activities, less capital expenditures and dividends paid on our preference shares.	Helps assess our ability, over the long term, to create value for our shareholders as it represents cash available to repay debt, pay common dividends and fund share repurchases and new acquisitions.	Net cash provided by operating activities
Free cash flow from ongoing businesses	Free cash flow excluding businesses that have been or are expected to be exited through sale or closure, which we refer to as “Other Businesses”.	Provides a supplemental measure of our ability, over the long term, to create value for our shareholders because it represents free cash flow generated by our operations excluding businesses that have been or are expected to be exited through sale or closure.	Net cash provided by operating activities

APPENDIX B

This appendix provides reconciliations that are not presented elsewhere in this management's discussion and analysis for certain non-IFRS measures to the most directly comparable IFRS measure, for the three and nine months ended September 30, 2013 and 2012.

RECONCILIATION OF EARNINGS FROM CONTINUING OPERATIONS TO ADJUSTED EBITDA AND ADJUSTED EBITDA LESS CAPITAL EXPENDITURES

	Three months ended September 30,			**Nine months ended September 30,**		
(millions of U.S. dollars)	**2013**	2012	Change	**2013**	2012	Change
Earnings from continuing operations	**283**	451	(37%)	**522**	1,675	(69%)
Adjustments to remove:						
Tax (benefit) expense	**(33)**	(147)		**423**	83	
Other finance (income) costs	**(38)**	(30)		**34**	(44)	
Net interest expense	**109**	106		**348**	342	
Amortization of other identifiable intangible assets	**165**	158		**482**	459	
Amortization of computer software	**195**	172		**571**	509	
Depreciation	**102**	103		**310**	320	
EBITDA	**783**	813		**2,690**	3,344	
Adjustments to remove:						
Share of post tax earnings in equity method investments	**(5)**	(8)		**(24)**	(23)	
Other operating losses (gains), net	**6**	18		**(124)**	(802)	
Fair value adjustments	**70**	34		**(21)**	21	
EBITDA from Other Businesses(1)	**(9)**	(48)		**(61)**	(123)	
Adjusted EBITDA	**845**	809	4%	**2,460**	2,417	2%
Remove: Capital expenditures, less proceeds from disposals (excluding Other Businesses(1))	**212**	227		**750**	700	
Adjusted EBITDA less capital expenditures	**633**	582	9%	**1,710**	1,717	-
Adjusted EBITDA margin	**27.5%**	26.5%	100bp	**26.5%**	26.3%	20bp
Adjusted EBITDA less capital expenditures margin	**20.6%**	19.1%	150bp	**18.4%**	18.7%	(30)bp

RECONCILIATION OF UNDERLYING OPERATING PROFIT TO ADJUSTED EBITDA BY SEGMENT

	Three months ended September 30, 2013			Three months ended September 30, 2012		
(millions of U.S. dollars)	**Underlying Operating profit**	**Add: Depreciation and amortization of computer software ****	**Adjusted EBITDA**	Underlying Operating profit	Add: Depreciation and amortization of computer software **	Adjusted EBITDA
Financial & Risk	**275**	**158**	**433**	250	153	403
Legal	**248**	**72**	**320**	256	72	328
Tax & Accounting	**34**	**32**	**66**	28	30	58
Intellectual Property & Science	**61**	**19**	**80**	55	17	72
Corporate & Other (includes Reuters News) (2)	**(70)**	**16**	**(54)**	(55)	3	(52)
Total	**548**	**297**	**845**	534	275	809

** excludes Other Businesses(1)

RECONCILIATION OF UNDERLYING OPERATING PROFIT TO ADJUSTED EBITDA BY SEGMENT (CONTINUED)

	Nine months ended September 30, 2013			Nine months ended September 30, 2012		
(millions of U.S. dollars)	**Underlying Operating profit**	**Add: Depreciation and amortization of computer software ****	**Adjusted EBITDA**	Underlying Operating profit	Add: Depreciation and amortization of computer software **	Adjusted EBITDA
Financial & Risk	**735**	**478**	**1,213**	793	454	1,247
Legal	**704**	**218**	**922**	708	209	917
Tax & Accounting	**160**	**91**	**251**	142	86	228
Intellectual Property & Science	**171**	**58**	**229**	169	50	219
Corporate & Other (includes Reuters News) [2]	**(191)**	**36**	**(155)**	(214)	20	(194)
Total	**1,579**	**881**	**2,460**	1,598	819	2,417

** excludes Other Businesses[1]

(1) Other Businesses are businesses that have been or are expected to be exited through sale or closure that did not qualify for discontinued operations classification. Significant businesses in this category include: Trade and Risk Management (trade and risk management solutions provider to financial institutions, sold in the first quarter of 2012); Healthcare (data analytics and performance benchmarking solutions provider, sold in the second quarter of 2012); Property Tax Consulting (property tax outsourcing and compliance services provider in the U.S., sold in the fourth quarter of 2012); and Corporate Services (provider of tools and solutions that help companies communicate with investors and media, sold in the second quarter of 2013).

	Three months ended September 30,		**Nine months ended September 30,**	
(millions of U.S. dollars)	**2013**	2012	**2013**	2012
Revenues	**13**	129	**146**	570
Operating profit	**9**	48	**61**	113
Depreciation and amortization of computer software	**-**	-	**-**	10
EBITDA	**9**	48	**61**	123
Capital expenditures, less proceeds from disposals	**1**	1	**1**	15

(2) Corporate & Other includes the Reuters News business and expenses for corporate functions and certain share-based compensation costs.

APPENDIX C

SUPPLEMENTAL FINANCIAL INFORMATION

Effective January 1, 2013, we adopted amendments to IAS 19, *Employee Benefits,* and IFRS 11, *Joint Arrangements.* Additionally, certain businesses, most notably our Corporate Services business, were reclassified from ongoing businesses to Other Businesses, and the Financial & Risk segment was realigned to classify certain products according to how they are currently managed. This appendix presents our restated consolidated income statement, segment information and reconciliations to non-IFRS measures for the years ended December 31, 2012 and 2011.

See note 2 of our interim financial statements for the three and nine months ended September 30, 2013 and note 3 of our 2012 annual financial statements for information regarding changes in accounting policies.

Consolidated Income Statement
(unaudited)

	Year ended December 31,			
(millions of U.S. dollars, except per share amounts)		**2012**		**2011**
Revenues		13,132		13,650
Operating expenses		(9,710)		(9,927)
Depreciation		(425)		(434)
Amortization of computer software		(691)		(649)
Amortization of other identifiable intangible assets		(619)		(612)
Goodwill impairment		-		(3,010)
Other operating gains, net		883		204
Operating profit (loss)		2,570		(778)
Finance costs, net:				
Net interest expense		(453)		(448)
Other finance income (costs)		40		(15)
Income (loss) before tax and equity method investments		2,157		(1,241)
Share of post-tax earnings and impairment in equity method investments		9		55
Tax expense		(126)		(271)
Earnings (loss) from continuing operations		2,040		(1,457)
Earnings from discontinued operations, net of tax		2		4
Net earnings (loss)		2,042		(1,453)
Earnings (loss) attributable to:				
Common shareholders		1,989		(1,451)
Non-controlling interests		53		(2)
Earnings (loss) per share:				
Basic earnings (loss) per share:				
From continuing operations	$	2.40	$	(1.75)
From discontinued operations		-		0.01
Basic earnings (loss) per share	$	2.40	$	(1.74)
Diluted earnings (loss) per share				
From continuing operations	$	2.39	$	(1.75)
From discontinued operations		-		0.01
Diluted earnings (loss) per share	$	2.39	$	(1.74)

Business segment information

(millions of U.S. dollars)	Year ended December 31, 2012	2011	Percentage change: Existing businesses	Acquired businesses	Constant currency	Foreign currency	Total
Revenues							
Trading	2,645	2,784	(2%)	-	(2%)	(3%)	(5%)
Investors	2,168	2,211	(1%)	-	(1%)	(1%)	(2%)
Marketplaces	1,770	1,739	(2%)	5%	3%	(1%)	2%
Governance, Risk & Compliance	219	154	17%	26%	43%	(1%)	42%
Financial & Risk	6,802	6,888	(1%)	2%	1%	(2%)	(1%)
Legal	3,266	3,195	1%	2%	3%	(1%)	2%
Tax & Accounting	1,161	1,009	4%	12%	16%	(1%)	15%
Intellectual Property & Science	894	852	3%	3%	6%	(1%)	5%
Reportable segments	12,123	11,944	-	3%	3%	(2%)	1%
Corporate & Other (includes Reuters News)(2)	331	336	1%	-	1%	(2%)	(1%)
Eliminations	(11)	(13)	-	-	-	-	-
Revenues from ongoing businesses	12,443	12,267	-	3%	3%	(2%)	1%
Other Businesses(1)	689	1,383	n/m	n/m	n/m	n/m	n/m
Consolidated revenues	13,132	13,650	n/m	n/m	n/m	n/m	(4%)

Operating profit (loss)			Margin 2012	2011
Segment operating profit				
Financial & Risk	1,082	1,245	15.9%	18.1%
Legal	967	945	29.6%	29.6%
Tax & Accounting	238	215	20.5%	21.3%
Intellectual Property & Science	235	237	26.3%	27.8%
Reportable segments	2,522	2,642	20.8%	22.1%
Corporate & Other (includes Reuters News)(2)	(317)	(301)	-	-
Underlying operating profit	2,205	2,341	17.7%	19.1%
Other Businesses(1)	137	365		
Integration programs expenses	-	(215)		
Fair value adjustments	(36)	149		
Amortization of other identifiable intangible assets	(619)	(612)		
Goodwill impairment	-	(3,010)		
Other operating gains, net	883	204		
Consolidated operating profit (loss)	2,570	(778)		

Reconciliation of operating profit (loss) to underlying operating profit and adjusted EBITDA

	Year ended December 31,		
(millions of U.S. dollars)	**2012**	**2011**	**Change**
Operating profit (loss)	2,570	(778)	n/m
Adjustments to remove:			
Goodwill impairment	-	3,010	
Amortization of other identifiable intangible assets	619	612	
Integration programs expenses	-	215	
Fair value adjustments	36	(149)	
Other operating gains, net	(883)	(204)	
Operating profit from Other Businesses [1]	(137)	(365)	
Underlying operating profit	2,205	2,341	(6%)
Adjustments:			
Add: Integration programs expenses	-	(215)	
Remove: Depreciation and amortization of computer software (excluding Other Businesses [1])	1,105	1,023	
Adjusted EBITDA	3,310	3,149	5%
Underlying operating profit margin	17.7%	19.1%	(140)bp
Adjusted EBITDA margin	26.6%	25.7%	90bp

Reconciliation of earnings (loss) attributable to common shareholders to adjusted earnings

	Year ended December 31,		
(millions of U.S. dollars, except per share amounts)	**2012**	**2011**	**Change**
Earnings (loss) attributable to common shareholders	1,989	(1,451)	n/m
Adjustments to remove:			
Goodwill impairment	-	3,010	
Goodwill impairment attributable to non-controlling interests	-	(40)	
Operating profit from Other Businesses [1]	(137)	(365)	
Fair value adjustments	36	(149)	
Other operating gains, net	(883)	(204)	
Other finance (income) costs	(40)	15	
Share of post-tax earnings and impairment in equity method investments	(9)	(55)	
Tax on above items	251	193	
Discrete tax items	(254)	(105)	
Amortization of other identifiable intangible assets	619	612	
Discontinued operations	(2)	(4)	
Dividends declared on preference shares	(3)	(3)	
Adjusted earnings	1,567	1,454	8%
Adjusted earnings per share	$ 1.89	$ 1.74	9%
Diluted weighted-average common shares (millions)	829.6	835.8	

Reconciliation of earnings (loss) from continuing operations to adjusted EBITDA

(millions of U.S. dollars)	Year ended December 31, 2012	2011	Change
Earnings (loss) from continuing operations	2,040	(1,457)	n/m
Adjustments to remove:			
Tax expense	126	271	
Other finance (income) costs	(40)	15	
Net interest expense	453	448	
Amortization of other identifiable intangible assets	619	612	
Amortization of computer software	691	649	
Depreciation	425	434	
EBITDA	4,314	972	
Adjustments to remove:			
Share of post-tax earnings and impairment in equity method investments	(9)	(55)	
Other operating gains, net	(883)	(204)	
Goodwill impairment	-	3,010	
Fair value adjustments	36	(149)	
EBITDA from Other Businesses [1]	(148)	(425)	
Adjusted EBITDA	3,310	3,149	5%
Adjusted EBITDA margin	26.6%	25.7%	90bp

Reconciliation of underlying operating profit to adjusted EBITDA by business segment

	Year ended December 31, 2012			Year ended December 31, 2011		
(millions of U.S. dollars)	Underlying Operating profit	Add: Depreciation and amortization of computer software **	Adjusted EBITDA	Underlying Operating profit	Add: Depreciation and amortization of computer software **	Adjusted EBITDA
Financial & Risk	1,082	609	1,691	1,245	558	1,803
Legal	967	279	1,246	945	268	1,213
Tax & Accounting	238	114	352	215	95	310
Intellectual Property & Science	235	68	303	237	59	296
Corporate & Other (includes Reuters News) [2]	(317)	35	(282)	(301)	43	(258)
Integration programs expenses	na	na	na	na	na	(215)
Total	2,205	1,105	3,310	2,341	1,023	3,149

** excludes Other Businesses[1]

(1) Other Businesses are businesses that have been or are expected to be exited through sale or closure that did not qualify for discontinued operations classification. Significant businesses in this category include: BARBRI (legal education provider, sold in the second quarter of 2011); Trade and Risk Management (trade and risk management solutions provider to financial institutions, sold in the first quarter of 2012); Healthcare (data analytics and performance benchmarking solutions provider, sold in the second quarter of 2012); Property Tax Consulting (property tax outsourcing and compliance services provider in the U.S., sold in the fourth quarter of 2012); and Corporate Services (provider of tools and solutions that help companies communicate with investors and media, sold in the second quarter of 2013).

(millions of U.S. dollars)	Year ended December 31, 2012	2011
Revenues	689	1,383
Operating profit	137	365
Depreciation and amortization of computer software	11	60
EBITDA	148	425

(2) Corporate & Other includes the Reuters News business and expenses for corporate functions and certain share-based compensation costs.

APPENDIX D

QUARTERLY INFORMATION (UNAUDITED)

The following table presents a summary of our consolidated operating results for the eight most recent quarters.

	Quarter ended March 31,		Quarter ended June 30,		Quarter ended September 30,		Quarter ended December 31,	
(millions of U.S. dollars, except per share amounts)	**2013**	2012	**2013**	2012	**2013**	2012[1]	**2012[1]**	2011[1]
Revenues	**3,175**	3,315	**3,163**	3,272	**3,086**	3,181	**3,364**	3,539
Operating profit (loss)	**390**	364	**597**	1,297	**316**	372	**537**	(2,609)
(Loss) earnings from continuing operations	**(17)**	308	**256**	916	**283**	451	**365**	(2,619)
(Loss) earnings from discontinued operations, net of tax	**-**	(2)	**6**	(1)	**-**	2	**3**	2
Net (loss) earnings	**(17)**	306	**262**	915	**283**	453	**368**	(2,617)
(Loss) earnings attributable to common shares	**(31)**	294	**248**	902	**271**	441	**352**	(2,587)
Dividends declared on preference shares	**(1)**	(1)	**(1)**	(1)	**-**	-	**(1)**	(1)
Basic (loss) earnings per share								
From continuing operations	**$ (0.04)**	$ 0.35	**$ 0.29**	$ 1.09	**$ 0.33**	$ 0.53	**$ 0.41**	$ (3.12)
From discontinued operations	**-**	-	**0.01**	-	**-**	-	**0.01**	-
	$ (0.04)	$ 0.35	**$ 0.30**	$ 1.09	**$ 0.33**	$ 0.53	**$ 0.42**	$ (3.12)
Diluted (loss) earnings per share								
From continuing operations	**$ (0.04)**	$ 0.35	**$ 0.29**	$ 1.08	**$ 0.33**	$ 0.53	**$ 0.41**	$ (3.12)
From discontinued operations	**-**	-	**0.01**	-	**-**	-	**0.01**	-
	$ (0.04)	$ 0.35	**$ 0.30**	$ 1.08	**$ 0.33**	$ 0.53	**$ 0.42**	$ (3.12)

(1) Amounts restated to reflect retrospective application of amendments to IAS 19, *Employee Benefits,* and the adoption of IFRS 11, *Joint Arrangements*. See note 2 of our interim financial statements for the three and nine months ended September 30, 2013 and note 3 of our 2012 annual financial statements for information regarding changes in accounting policies.

Our revenues and operating profits on a consolidated basis do not tend to be significantly impacted by seasonality as we record a large portion of our revenues ratably over a contract term and our costs (other than expenses associated with the Reuters integration program that commenced in 2008 and was completed in 2011) are generally incurred evenly throughout the year. However, our non-recurring revenues can cause changes in our performance from quarter to consecutive quarter. Additionally, the release of certain print-based offerings can be seasonal as can certain product releases for the regulatory markets, which tend to be concentrated at the end of the year. As a consequence, the results of certain of our segments can be impacted by seasonality to a greater extent than our consolidated revenues and operating profits.

Revenues declined in each of the trailing four quarters compared to the respective prior-year periods, primarily reflecting the impact of divestitures. Revenue performance over these periods also reflected challenges in our Financial & Risk segment, including an overall difficult economic environment. This dynamic was partially offset by growth in our Legal, Tax & Accounting and Intellectual Property & Science segments. Acquisitions contributed to revenue changes. Foreign currency had a negative impact on revenues in the first, second and third quarters of 2013 and no impact in the fourth quarter of 2012. The decrease in net earnings in the third quarter of 2013 reflected lower income tax benefits, as the 2012 period included higher tax benefits from the reversal of uncertain tax provisions and changes in estimates identified during the preparation of prior year income tax returns. The second quarter of 2013 included a gain of approximately $140 million from the sale of our Corporate Services business, which was offset by tax expense of $161 million associated with the consolidation of the ownership and management of our technology and content assets. The net loss in the first quarter of 2013 was due to higher tax expense of $235 million associated with the consolidation of the ownership and management of our technology and content assets. Operating profit in the second quarter of 2012 included gains on sales of businesses of $789 million, primarily from the sale of our Healthcare business. Our results for the fourth quarter of 2011 included a $3.0 billion non-cash goodwill impairment charge related to our financial businesses. Results for 2011 reflected integration program expenses associated with our acquisition of Reuters in 2008. These initiatives were completed in the fourth quarter of 2011.

EXHIBIT 99.2

THOMSON REUTERS CORPORATION
CONSOLIDATED INCOME STATEMENT
(unaudited)

		Three months ended September 30,		Nine months ended September 30,	
(millions of U.S. dollars, except per share amounts)	Notes	**2013**	2012	**2013**	2012
Revenues		**3,086**	3,181	**9,424**	9,768
Operating expenses	5	**(2,302)**	(2,358)	**(6,882)**	(7,249)
Depreciation		**(102)**	(103)	**(310)**	(320)
Amortization of computer software		**(195)**	(172)	**(571)**	(509)
Amortization of other identifiable intangible assets		**(165)**	(158)	**(482)**	(459)
Other operating (losses) gains, net	6	**(6)**	(18)	**124**	802
Operating profit		**316**	372	**1,303**	2,033
Finance costs, net:					
Net interest expense	7	**(109)**	(106)	**(348)**	(342)
Other finance income (costs)	7	**38**	30	**(34)**	44
Income before tax and equity method investments		**245**	296	**921**	1,735
Share of post-tax earnings in equity method investments	8	**5**	8	**24**	23
Tax benefit (expense)	9	**33**	147	**(423)**	(83)
Earnings from continuing operations		**283**	451	**522**	1,675
Earnings (loss) from discontinued operations, net of tax		**-**	2	**6**	(1)
Net earnings		**283**	453	**528**	1,674
Earnings attributable to:					
Common shareholders		**271**	441	**488**	1,637
Non-controlling interests		**12**	12	**40**	37
Earnings per share:	10				
Basic earnings per share:					
From continuing operations		**$ 0.33**	$ 0.53	**$ 0.58**	$ 1.98
From discontinued operations		**-**	-	**0.01**	-
Basic earnings per share		**$ 0.33**	$ 0.53	**$ 0.59**	$ 1.98
Diluted earnings per share:					
From continuing operations		**$ 0.33**	$ 0.53	**$ 0.58**	$ 1.97
From discontinued operations		**-**	-	**-**	-
Diluted earnings per share		**$ 0.33**	$ 0.53	**$ 0.58**	$ 1.97

The related notes form an integral part of these consolidated financial statements.

THOMSON REUTERS CORPORATION
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
(unaudited)

		Three months ended September 30,		**Nine months ended September 30,**	
(millions of U.S. dollars)	Notes	**2013**	2012	**2013**	2012
Net earnings		**283**	453	**528**	1,674
Other comprehensive income (loss):					
Cash flow hedges adjustments to earnings	7,11	**(64)**	(90)	**72**	(87)
Foreign currency translation adjustments to earnings		**-**	-	**(1)**	-
Items that may be subsequently reclassified to net earnings:					
Cash flow hedges adjustments to equity		**74**	83	**(42)**	52
Foreign currency translation adjustments to equity		**263**	128	**(105)**	43
		337	211	**(147)**	95
Items that will not be reclassified to net earnings:					
Net remeasurement gains (losses) on defined benefit pension plans, net of tax[1]		**19**	(21)	**173**	(180)
Other comprehensive income (loss)		**292**	100	**97**	(172)
Total comprehensive income		**575**	553	**625**	1,502
Comprehensive income for the period attributable to:					
Common shareholders		**563**	541	**585**	1,465
Non-controlling interests		**12**	12	**40**	37

[1] The related tax (expense) benefit was $(12) million and $21 million for the three months ended September 30, 2013 and 2012, respectively, and $(102) million and $101 million for the nine months ended September 30, 2013 and 2012, respectively.

The related notes form an integral part of these consolidated financial statements.

THOMSON REUTERS CORPORATION
CONSOLIDATED STATEMENT OF FINANCIAL POSITION
(unaudited)

(millions of U.S. dollars)	Notes	September 30, 2013	December 31, 2012
ASSETS			
Cash and cash equivalents	11	**607**	1,283
Trade and other receivables		**1,709**	1,818
Other financial assets	11	**65**	72
Prepaid expenses and other current assets		**661**	638
Current assets excluding assets held for sale		**3,042**	3,811
Assets held for sale	12	**227**	302
Current assets		**3,269**	4,113
Computer hardware and other property, net		**1,257**	1,416
Computer software, net		**1,622**	1,659
Other identifiable intangible assets, net		**7,930**	8,134
Goodwill	13	**16,741**	16,251
Other financial assets	11	**322**	355
Other non-current assets	14	**569**	559
Deferred tax		**55**	50
Total assets		**31,765**	32,537
LIABILITIES AND EQUITY			
Liabilities			
Current indebtedness	11	**24**	1,008
Payables, accruals and provisions	15	**2,044**	2,612
Deferred revenue		**1,235**	1,222
Other financial liabilities	11	**112**	95
Current liabilities excluding liabilities associated with assets held for sale		**3,415**	4,937
Liabilities associated with assets held for sale	12	**-**	35
Current liabilities		**3,415**	4,972
Long-term indebtedness	11	**6,976**	6,223
Provisions and other non-current liabilities	16	**2,320**	2,502
Other financial liabilities	11	**45**	37
Deferred tax		**1,732**	1,305
Total liabilities		**14,488**	15,039
Equity			
Capital	17	**10,428**	10,371
Retained earnings		**8,098**	8,311
Accumulated other comprehensive loss		**(1,613)**	(1,537)
Total shareholders' equity		**16,913**	17,145
Non-controlling interests		**364**	353
Total equity		**17,277**	17,498
Total liabilities and equity		**31,765**	32,537

Contingencies (note 20)

The related notes form an integral part of these consolidated financial statements.

THOMSON REUTERS CORPORATION
CONSOLIDATED STATEMENT OF CASH FLOW
(unaudited)

		Three months ended September 30,		Nine months ended September 30,	
(millions of U.S. dollars)	Notes	**2013**	2012	**2013**	2012
Cash provided by (used in):					
OPERATING ACTIVITIES					
Net earnings		**283**	453	**528**	1,674
Adjustments for:					
Depreciation		**102**	103	**310**	320
Amortization of computer software		**195**	172	**571**	509
Amortization of other identifiable intangible assets		**165**	158	**482**	459
Net (gains) losses on disposals of businesses and investments		**(1)**	11	**(157)**	(815)
Deferred tax		**54**	(104)	**296**	(239)
Other	18	**87**	(43)	**212**	18
Changes in working capital and other items	18	**(209)**	(159)	**(546)**	(213)
Net cash provided by operating activities		**676**	591	**1,696**	1,713
INVESTING ACTIVITIES					
Acquisitions, net of cash acquired	19	**(139)**	(1,015)	**(987)**	(1,275)
Proceeds from (payments for) disposals of businesses and investments, net of taxes paid		**3**	(176)	**355**	1,807
Capital expenditures, less proceeds from disposals		**(213)**	(228)	**(751)**	(715)
Other investing activities		**12**	14	**33**	34
Investing cash flows from continuing operations		**(337)**	(1,405)	**(1,350)**	(149)
Investing cash flows from discontinued operations		**10**	-	**10**	90
Net cash used in investing activities		**(327)**	(1,405)	**(1,340)**	(59)
FINANCING ACTIVITIES					
Proceeds from debt	11	**-**	-	**1,294**	-
Repayments of debt	11	**(1,000)**	-	**(1,440)**	(2)
Net borrowings (repayments) under short-term loan facilities		**2**	-	**2**	(423)
Repurchases of common shares	17	**(100)**	-	**(100)**	(168)
Dividends paid on preference shares		**-**	-	**(2)**	(2)
Dividends paid on common shares	17	**(259)**	(254)	**(778)**	(766)
Other financing activities		**(3)**	32	**4**	52
Net cash used in financing activities		**(1,360)**	(222)	**(1,020)**	(1,309)
Translation adjustments on cash and cash equivalents		**5**	5	**(12)**	2
(Decrease) increase in cash and cash equivalents		**(1,006)**	(1,031)	**(676)**	347
Cash and cash equivalents at beginning of period		**1,613**	1,782	**1,283**	404
Cash and cash equivalents at end of period		**607**	751	**607**	751

Supplemental cash flow information is provided in note 18.

Interest paid		**(140)**	(102)	**(339)**	(299)
Interest received		**6**	1	**8**	4
Income taxes paid		**(31)**	(196)	**(101)**	(300)

Amounts paid for interest are reflected as operating cash flows. Interest paid is net of debt-related hedges. Amounts received for interest are reflected either as operating cash flows or investing cash flows depending on the nature of the underlying transaction.

Amounts paid and received for taxes are reflected as either operating cash flows or investing cash flows depending on the nature of the underlying transaction.

The related notes form an integral part of these consolidated financial statements.

THOMSON REUTERS CORPORATION
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
(unaudited)

(millions of U.S. dollars)	Stated share capital	Contributed surplus	Total capital	Retained earnings	Unrecognized (loss) gain on cash flow hedges	Foreign currency translation adjustments	Total accumulated other comprehensive loss ("AOCL")	Non-controlling interests	Total
Balance, December 31, 2012	**10,201**	**170**	**10,371**	**8,311**	**(56)**	**(1,481)**	**(1,537)**	**353**	**17,498**
Comprehensive income (loss) [1]	**-**	**-**	**-**	**661**	**30**	**(106)**	**(76)**	**40**	**625**
Distributions to non-controlling interest	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**(29)**	**(29)**
Dividends declared on preference shares	**-**	**-**	**-**	**(2)**	**-**	**-**	**-**	**-**	**(2)**
Dividends declared on common shares	**-**	**-**	**-**	**(807)**	**-**	**-**	**-**	**-**	**(807)**
Shares issued under Dividend Reinvestment Plan ("DRIP")	**29**	**-**	**29**	**-**	**-**	**-**	**-**	**-**	**29**
Repurchases of common shares	**(35)**	**-**	**(35)**	**(65)**	**-**	**-**	**-**	**-**	**(100)**
Stock compensation plans	**79**	**(16)**	**63**	**-**	**-**	**-**	**-**	**-**	**63**
Balance, September 30, 2013	**10,274**	**154**	**10,428**	**8,098**	**(26)**	**(1,587)**	**(1,613)**	**364**	**17,277**

(millions of U.S. dollars)	Stated share capital	Contributed surplus	Total capital	Retained earnings	Unrecognized loss on cash flow hedges	Foreign currency translation adjustments	AOCL	Non-controlling interests	Total
Balance, December 31, 2011	10,134	154	10,288	7,633	(22)	(1,494)	(1,516)	345	16,750
Comprehensive income (loss) [1]	-	-	-	1,457	(35)	43	8	37	1,502
Distributions to non-controlling interest	-	-	-	-	-	-	-	(40)	(40)
Dividends declared on preference shares	-	-	-	(2)	-	-	-	-	(2)
Dividends declared on common shares	-	-	-	(795)	-	-	-	-	(795)
Shares issued under DRIP	29	-	29	-	-	-	-	-	29
Repurchases of common shares	(72)	-	(72)	(96)	-	-	-	-	(168)
Stock compensation plans	85	1	86	-	-	-	-	-	86
Balance, September 30, 2012	10,176	155	10,331	8,197	(57)	(1,451)	(1,508)	342	17,362

[1] Retained earnings for the nine months ended September 30, 2013 includes net remeasurement gains on defined benefit pension plans of $173 million, net of tax (2012 - losses of $180 million, net of tax).

The related notes form an integral part of these consolidated financial statements.

Note 1: Business description and basis of preparation

General business description

Thomson Reuters Corporation (the “Company” or “Thomson Reuters”) is an Ontario, Canada corporation with common shares listed on the Toronto Stock Exchange (“TSX”) and the New York Stock Exchange (“NYSE”) and Series II preference shares listed on the TSX. The Company provides intelligent information to businesses and professionals. Its offerings combine industry expertise with innovative technology to deliver critical information to decision makers.

Basis of preparation

The unaudited consolidated interim financial statements (“interim financial statements”) were prepared using the same accounting policies and methods as those used in the Company’s consolidated financial statements for the year ended December 31, 2012, except as described in note 2. The interim financial statements are in compliance with International Accounting Standard 34, *Interim Financial Reporting* (“IAS 34”). Accordingly, certain information and footnote disclosure normally included in annual financial statements prepared in accordance with International Financial Reporting Standards (“IFRS”), as issued by the International Accounting Standards Board ("IASB"), have been omitted or condensed. The preparation of financial statements in accordance with IAS 34 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company’s accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements have been set out in note 2 of the Company’s consolidated financial statements for the year ended December 31, 2012. These interim financial statements should be read in conjunction with the Company’s consolidated financial statements for the year ended December 31, 2012, which are included in the Company’s 2012 annual report.

The accompanying interim financial statements include all adjustments, composed of normal recurring adjustments, considered necessary by management to fairly state the Company’s results of operations, financial position and cash flows. The operating results for interim periods are not necessarily indicative of results that may be expected for any other interim period or for the full year.

References to “$” are to U.S. dollars and references to “C$” are to Canadian dollars.

Note 2: Changes in accounting policies

Certain pronouncements were issued by the IASB or International Financial Reporting Interpretations Committee (“IFRIC”) that are effective for accounting periods beginning on or after January 1, 2013. Many of these updates are not applicable or consequential to the Company and have been excluded from the discussion below.

Pronouncements and related amendments adopted January 1, 2013

IAS 19, Employee Benefits

The Company adopted amendments to IAS 19, *Employee Benefits*, beginning January 1, 2013 with retrospective application from January 1, 2012. The new standard introduces a measure of net interest income (expense) computed on the net pension asset (obligation) that replaced separate measurement of the expected return on plan assets and interest expense on the benefit obligation. The new standard also requires immediate recognition of past service costs associated with benefit plan changes. Under the previous standard, past service costs were recognized over the vesting period. As part of the adoption, the Company reclassified pension net interest to finance costs from its former classification within operating profit.

Under retrospective application of the new standard, the Company's restated net earnings for 2012 are lower than originally reported. The decrease arises because net interest income (expense) is now calculated using the discount rate used to value the benefit obligation, which is lower than the expected rate of return on assets ("EROA") previously used to measure net interest attributable to plan assets. The EROA is no longer a critical accounting estimate under the new standard. The adoption impact on the financial statement captions for the three and nine months ended September 30, 2013 and 2012 is as follows:

Consolidated Income Statement	**Three months ended September 30,**		**Nine months ended September 30,**	
Increase (decrease)	**2013**	2012	**2013**	2012
Operating expenses	**11**	12	**33**	36
Operating profit	**(11)**	(12)	**(33)**	(36)
Net interest expense	**16**	16	**48**	47
Income before tax and equity method investments	**(27)**	(28)	**(81)**	(83)
Tax benefit (expense)	**7**	7	**21**	22
Net earnings	**(20)**	(21)	**(60)**	(61)
Basic earnings per share	**$ (0.02)**	$ (0.03)	**$ (0.07)**	$ (0.07)
Diluted earnings per share	**$ (0.02)**	$ (0.03)	**$ (0.07)**	$ (0.07)

Consolidated Statement of Comprehensive Income	**Three months ended September 30,**		**Nine months ended September 30,**	
Increase (decrease)	**2013**	2012	**2013**	2012
Net earnings	**(20)**	(21)	**(60)**	(61)
Other comprehensive income (loss):				
Net remeasurement gains (losses) on defined benefit pension plans, net of tax	**20**	21	**60**	61

Consolidated Statement of Cash Flow	**Three months ended September 30,**		**Nine months ended September 30,**	
Increase (decrease)	**2013**	2012	**2013**	2012
Operating Activities				
Net earnings	**(20)**	(21)	**(60)**	(61)
Adjustments for:				
Deferred tax	**(7)**	(7)	**(21)**	(22)
Other	**27**	28	**81**	83

There is no impact to the consolidated statement of financial position at September 30, 2013 and December 31, 2012.

Consolidation, Joint Ventures and Separate Financial Statements

The Company adopted the following standards regarding Consolidation, Joint Ventures and Separate Financial Statements beginning January 1, 2013 with retrospective application from January 1, 2012:

IFRS 10	*Consolidated Financial Statements*	IFRS 10 replaces the guidance on 'consolidation' in IAS 27 - *Consolidated and Separate Financial Statements*, and Standing Interpretations Committee ("SIC") 12 - *Consolidation - Special Purpose Entities*. The new standard contains a single consolidation model that identifies control as the basis for consolidation for all types of entities, including special purpose entities. The new standard also sets out requirements for situations when control is difficult to assess, including circumstances in which voting rights are not the dominant factor in determining control.
IFRS 11	*Joint Arrangements*	IFRS 11 replaces the guidance on 'joint ventures' in IAS 31 - *Interests in Joint Ventures*, and SIC 13 - *Jointly Controlled Entities - Non-Monetary Contributions by Ventures*. The new standard introduces a principles-based approach to accounting for joint arrangements that requires a party to a joint arrangement to recognize its rights and obligations arising from the arrangement. The new standard requires that joint ventures be accounted for under the equity method and eliminates the option to proportionally consolidate.
IAS 27	*Separate Financial Statements*	IAS 27 has been amended for the issuance of IFRS 10, but retains the current guidance for separate financial statements.

IAS 28	*Investments in Associates and Joint Ventures*	IAS 28 has been amended for conforming changes based on the issuance of IFRS 10 and IFRS 11. The amendment requires that where a joint arrangement is determined to be a joint venture under IFRS 11, it should be accounted for using the equity method guidance provided in this standard.

The adoption of the pronouncements and amendments described above did not have a material impact on the Company's results for the three and nine months ended September 30, 2013 and 2012 and financial position at September 30, 2013 and December 31, 2012. However, as a result of the adoption of these standards, the Company no longer proportionately consolidates its joint arrangements in (i) Omgeo, a provider of trade management services within its Financial & Risk segment and (ii) Westlaw Japan K.K., a provider of legal information and solutions to the Japanese legal market, within its Legal segment. Instead, the Company now applies the equity method to these joint ventures. Under retrospective application of the new standard, there is no impact to the Company's restated net earnings for 2012. However, consolidated revenues are lower than those previously reported in prior periods and the operating profit of each joint venture has been reclassified from consolidated operating profit to share of post-tax earnings in equity method investments. Segment results no longer include revenues or operating profits from these joint arrangements.

Other Pronouncements and Amendments

The following other pronouncements and amendments were also effective beginning January 1, 2013, but did not have a material impact on the Company's results for the three and nine months ended September 30, 2013 and 2012 and financial position at September 30, 2013 and December 31, 2012:

IFRS 7	*Financial Instruments: Disclosures*	IFRS 7 has been amended to provide common disclosure requirements with U.S. GAAP about rights of offset and related arrangements for financial statements under an enforceable master netting or similar arrangement.
IFRS 12	*Disclosure of Interests in Other Entities*	IFRS 12 sets out the required disclosures for entities applying IFRS 10, 11 and IAS 28 (as amended in 2011). The new standard combines, enhances and replaces the disclosure requirements for subsidiaries, associates, joint arrangements and unconsolidated structured entities.
IFRS 13	*Fair Value Measurement*	IFRS 13 defines 'fair value' and sets out in a single standard a framework for measuring fair value and requires disclosures about fair value measurements. The new standard reduces complexity and improves consistency by clarifying the definition of fair value and requiring its application to all fair value measurements.
2009 – 2011 Cycle	*Annual Improvements to IFRSs*	The Annual Improvements to IFRSs for the 2009 – 2011 Cycle ("Annual Improvements") make non-urgent but necessary amendments to several IFRSs. Among several changes, the Annual Improvements: (a) amend IAS 16, *Property, Plant and Equipment*, to clarify the classification of servicing equipment; (b) amend IAS 32, *Financial Instruments: Presentation*, to clarify the treatment of income tax relating to distributions and transaction costs; and (c) amend IAS 34, *Interim Financial Reporting*, to clarify the disclosure requirements for segment assets and liabilities in interim financial statements.

Pronouncements and related amendments effective January 1, 2014 or later

The following pronouncements are effective for annual accounting periods beginning January 1, 2014 or later:

IAS 32	*Financial Instruments: Presentation* - effective January 1, 2014	IAS 32 has been amended to clarify certain requirements for offsetting financial assets and liabilities. The amendment addresses the meaning and application of the concepts of legally enforceable right of set-off and simultaneous realization and settlement. IAS 32 relates to presentation and disclosures and is not anticipated to have a material impact on the Company's results and financial position.
IAS 36	*Impairment of Assets* - effective January 1, 2014	IAS 36 has been amended to require disclosure of the recoverable amount of an asset (including goodwill) or a cash generating unit when an impairment loss has been recognized or reversed in the period. When the recoverable amount is based on fair value less costs to sell, the valuation techniques and key assumptions must also be disclosed. The amendment is not anticipated to have a material impact on the Company's results and financial position.

IAS 39	*Financial Instruments: Recognition and Measurement* - effective January 1, 2014	IAS 39 has been amended to allow hedge accounting to continue when, as a result of laws or regulations, the counterparty to a derivative designated as a hedging instrument is replaced by a central clearing counterparty. The amendment is not anticipated to have a material impact on the Company's results or financial position.
IFRIC 21	*Levies* - effective January 1, 2014	IFRIC 21 addresses the recognition requirements for a liability to pay a levy imposed by a government, other than an income tax. The interpretation requires the recognition of a liability when the event, identified by the legislation, triggering the obligation to pay the levy occurs. IFRIC 21 is being assessed to determine its impact on the Company's results and financial position.
IFRS 7	*Financial Instruments: Disclosures* - effective January 1, 2015	IFRS 7 has been amended to require disclosures that are either permitted or required on the basis of the entity's date of adoption of IFRS 9 and whether the entity elects to restate prior periods under IFRS 9. IFRS 7 is not anticipated to have a material impact on the Company's results and financial position.
IFRS 9	*Financial Instruments (Classification and Measurement*) - effective January 1, 2015	IFRS 9 replaces the guidance on 'classification and measurement' of financial instruments in IAS 39 - *Financial Instruments - Recognition and Measurement*. The new standard requires a consistent approach to the classification of financial assets and replaces the numerous categories of financial assets in IAS 39 with two categories, measured at either amortized cost or at fair value. For financial liabilities, the standard retains most of the IAS 39 requirements, but where the fair value option is taken, the part of a fair value change due to an entity's own credit risk is recorded in other comprehensive income rather than the income statement, unless this creates an accounting mismatch. IFRS 9 is being assessed to determine its impact on the Company's results and financial position.

Note 3: Segment information

The Company is organized as four reportable segments reflecting how the businesses are managed: Financial & Risk, Legal, Tax & Accounting and Intellectual Property & Science. The accounting policies applied by the segments are the same as those applied by the Company. Segment information for 2012 was reclassified to reflect the current presentation. The reportable segments offer products and services to target markets as described below.

Financial & Risk

The Financial & Risk segment is a provider of critical news, information and analytics, enabling transactions and bringing together financial communities. Financial & Risk also provides regulatory and operational risk management solutions.

Legal

The Legal segment is a provider of critical online and print information, decision support tools, software and services to support legal, investigation, business and government professionals around the world.

Tax & Accounting

The Tax & Accounting segment is a provider of integrated tax compliance and accounting information, software and services for professionals in accounting firms, corporations, law firms and government.

Intellectual Property & Science

The Intellectual Property & Science segment is a provider of comprehensive intellectual property and scientific information, decision support tools and services that enable governments, academia, publishers, corporations and law firms to discover, develop and deliver innovations.

The Company also reports "Corporate & Other" and "Other Businesses". These categories neither qualify as a component of another reportable segment nor as a separate reportable segment.

- Corporate & Other includes expenses for corporate functions, certain share-based compensation costs and the Reuters News business, which is comprised of the Reuters News Agency and consumer publishing; and

- Other Businesses is an aggregation of businesses that have been or are expected to be exited through sale or closure that did not qualify for discontinued operations classification. See notes 6 and 12.

	Three months ended September 30,		Nine months ended September 30,	
	2013	2012	**2013**	2012
Revenues				
Financial & Risk	**1,640**	1,682	**4,975**	5,088
Legal	**843**	825	**2,483**	2,408
Tax & Accounting	**270**	250	**875**	822
Intellectual Property & Science	**240**	219	**707**	644
Reportable segments	**2,993**	2,976	**9,040**	8,962
Corporate & Other (includes Reuters News)	**82**	79	**245**	244
Eliminations	**(2)**	(3)	**(7)**	(8)
Revenues from ongoing businesses	**3,073**	3,052	**9,278**	9,198
Other Businesses[1]	**13**	129	**146**	570
Consolidated revenues	**3,086**	3,181	**9,424**	9,768
Operating profit				
Segment operating profit				
Financial & Risk	**275**	250	**735**	793
Legal	**248**	256	**704**	708
Tax & Accounting	**34**	28	**160**	142
Intellectual Property & Science	**61**	55	**171**	169
Reportable segments	**618**	589	**1,770**	1,812
Corporate & Other (includes Reuters News)	**(70)**	(55)	**(191)**	(214)
Underlying operating profit	**548**	534	**1,579**	1,598
Other Businesses[1]	**9**	48	**61**	113
Fair value adjustments (see note 5)	**(70)**	(34)	**21**	(21)
Amortization of other identifiable intangible assets	**(165)**	(158)	**(482)**	(459)
Other operating (losses) gains, net	**(6)**	(18)	**124**	802
Consolidated operating profit	**316**	372	**1,303**	2,033

[1] Significant businesses in this category include: Trade and Risk Management (trade and risk management solutions provider to financial institutions, sold in the first quarter of 2012); Healthcare (data analytics and performance benchmarking solutions provider, sold in the second quarter of 2012); Property Tax Consulting (property tax outsourcing and compliance services provider in the U.S., sold in the fourth quarter of 2012); and Investor Relations, Public Relations and Multimedia Solutions business ("Corporate Services"), provider of tools and solutions that help companies communicate with investors and media, sold in the second quarter of 2013.

In accordance with IFRS 8, *Operating Segments*, the Company discloses information about its reportable segments based upon the measures used by management in assessing the performance of those reportable segments.

- Results from the Reuters News business and Other Businesses are excluded from reportable segments as they do not qualify as a component of the Company's four reportable segments, nor as a separate reportable segment.

- The Company uses segment operating profit to measure the operating performance of its reportable segments.

  - The costs of centralized support services such as technology, news, real estate, accounting, procurement, legal, human resources and strategy are allocated to each segment based on usage or other applicable measures.
  - Segment operating profit is defined as operating profit before (i) amortization of other identifiable intangible assets; (ii) other operating gains and losses; (iii) certain asset impairment charges; and (iv) corporate-related items and fair value adjustments. Management uses this measure because amortization of other identifiable intangible assets, other operating gains and losses, certain asset impairment charges and corporate-related items are not considered to be controllable operating activities for purposes of assessing the current performance of the reportable segments.
  - While in accordance with IFRS, the Company's definition of segment operating profit may not be comparable to that of other companies.

- Management also uses revenues from ongoing businesses and underlying operating profit to measure its consolidated performance, which includes Reuters News. Revenues from ongoing businesses are revenues from reportable segments and Corporate & Other, less eliminations.

- Underlying operating profit is comprised of operating profit from reportable segments and Corporate & Other.

- Other Businesses are excluded from both measures as they are not fundamental to the Company's strategy.

- Revenues from ongoing businesses and underlying operating profit do not have standardized meaning under IFRS, and therefore may not be comparable to similar measures of other companies.

Note 4: Seasonality

The Company's consolidated revenues and operating profits do not tend to be significantly impacted by seasonality as it records a large portion of its revenues ratably over a contract term and its costs are generally incurred evenly throughout the year. However, non-recurring revenues can cause changes in the Company's performance from quarter to consecutive quarter. Additionally, the release of certain print-based offerings can be seasonal as can certain product releases for the regulatory markets, which tend to be concentrated at the end of the year. As a consequence, the results of certain of the Company's segments can be impacted by seasonality to a greater extent than its consolidated revenues and operating profits.

Note 5: Operating expenses

The components of operating expenses include the following:

	Three months ended September 30,		**Nine months ended September 30,**	
	2013	2012	**2013**	2012
Salaries, commissions and allowances	**1,148**	1,196	**3,610**	3,719
Share-based payments	**16**	14	**47**	71
Post-employment benefits	**67**	73	**216**	221
Total staff costs	**1,231**	1,283	**3,873**	4,011
Goods and services(1)	**500**	520	**1,510**	1,652
Data	**247**	254	**737**	764
Telecommunications	**142**	147	**432**	440
Real estate	**112**	120	**351**	361
Fair value adjustments(2)	**70**	34	**(21)**	21
Total operating expenses	**2,302**	2,358	**6,882**	7,249

(1) Goods and services include professional fees, consulting services, contractors, technology-related expenses, selling and marketing, and other general and administrative costs.

(2) Fair value adjustments primarily represent mark-to-market impacts on embedded derivatives and certain share-based awards.

Operating expenses include costs incurred in the ordinary course of business. Operating expenses for the nine months ended September 30, 2013 include severance charges related primarily to the reduction of Financial & Risk's workforce.

Note 6: Other operating (losses) gains, net

Other operating losses, net, were $6 million for the three months ended September 30, 2013. Other operating gains, net, were $124 million for the nine months ended September 30, 2013, and were primarily comprised of a gain from the sale of the Corporate Services business.

Other operating losses, net, were $18 million for the three months ended September 30, 2012. Other operating gains, net, were $802 million for the nine months ended September 30, 2012, which were primarily comprised of gains from the sale of the Healthcare, Portia and the Trade and Risk Management businesses.

Note 7: Finance costs, net

The components of finance costs, net, include interest (expense) income and other finance income (costs) are as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2013	2012	**2013**	2012
Interest expense:				
Debt	**(96)**	(103)	**(303)**	(308)
Derivative financial instruments - hedging activities	**3**	4	**9**	12
Other	**(1)**	8	**(9)**	(5)
Fair value gains (losses) on financial instruments:				
Debt	**1**	1	**4**	4
Cash flow hedges, transfer from equity	**64**	90	**(80)**	87
Fair value hedges	**2**	4	**(9)**	1
Net foreign exchange (losses) gains on debt	**(67)**	(95)	**85**	(92)
Net interest expense - debt	**(94)**	(91)	**(303)**	(301)
Net interest expense - pension and other post- employment benefit plans (see note 2)	**(16)**	(16)	**(48)**	(47)
Interest income	**1**	1	**3**	6
Net interest expense	**(109)**	(106)	**(348)**	(342)

	Three months ended September 30,		Nine months ended September 30,	
	2013	2012	**2013**	2012
Net gains (losses) due to changes in foreign currency exchange rates	**43**	29	**(44)**	20
Net (losses) gains on derivative instruments	**(4)**	-	**11**	22
Other	**(1)**	1	**(1)**	2
Other finance income (costs)	**38**	30	**(34)**	44

Net gains (losses) due to changes in foreign currency exchange rates
Net gains (losses) due to changes in foreign currency exchange rates were principally comprised of amounts related to certain intercompany funding arrangements.

Net (losses) gains on derivative instruments
Net (losses) gains on derivative instruments were principally comprised of amounts relating to freestanding derivative instruments.

Note 8: Share of post-tax earnings in equity method investments

The components of share of post-tax earnings in equity method investments are as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2013	2012	**2013**	2012
Share of post-tax earnings (losses) in equity method investees	**4**	2	**9**	(1)
Share of post-tax earnings in joint ventures	**1**	6	**15**	24
Share of post-tax earnings in equity method investments	**5**	8	**24**	23

Note 9: Taxation

The comparability of the Company's tax expense was impacted by various transactions and accounting adjustments during each period. Additionally, the tax expense in each period reflected the mix of taxing jurisdictions in which pre-tax profits and losses were recognized. Because the geographical mix of pre-tax profits and losses in interim periods distorts the reported effective tax rate, tax expense or benefit in interim periods is not necessarily indicative of tax expense for the full year.

In the nine months ended September 30, 2013, the Company recorded tax charges of $396 million in conjunction with intercompany sales of certain technology and content assets between wholly owned subsidiaries. These transactions are part of the Company's continuing efforts to further consolidate the ownership and management of these assets. The intercompany gains that arose from these transactions were eliminated in consolidation. The tax charges were recorded with an offsetting deferred tax liability, as the majority of the tax is expected to be paid over the next seven years, in varying annual amounts, in conjunction with the repayment of interest-bearing notes that were issued as consideration in the transactions. The Company was not able to recognize deferred tax assets in the acquiring subsidiaries, principally because the tax basis is not deductible in those subsidiaries.

The following table sets forth significant components within income tax expense that impact comparability from period to period.

	Three months ended September 30,		**Nine months ended September 30,**	
(Expense) benefit	**2013**	2012	**2013**	2012
Sale of businesses[1]	**(3)**	5	**(26)**	(179)
Discrete tax items:				
Consolidation of technology and content assets[2]	**-**	-	**(396)**	-
Uncertain tax positions[3]	**10**	69	**12**	153
Adjustments related to the prior year[4]	**-**	42	**-**	42
Corporate tax rates[5]	**4**	2	**5**	16
Other[6]	**6**	2	**27**	13
Total discrete tax items	**20**	115	**(352)**	224

(1) In the nine months ended September 30, 2013, primarily relates to the sale of the Corporate Services business; in the nine months ended September 30, 2012, primarily relates to the sale of the Healthcare business and the Trade and Risk Management business.

(2) Relates to the consolidation of the ownership and management of the Company's technology and content assets.

(3) Relates to the reversal of tax reserves in connection with favorable developments regarding tax disputes.

(4) Relates to changes in estimates identified during the preparation of the Company's income tax returns.

(5) Relates to the net reduction of deferred tax liabilities due to changes in corporate tax rates that were substantively enacted in certain jurisdictions.

(6) Primarily relates to the recognition of deferred tax benefits in connection with acquisitions and disposals.

Note 10: Earnings per share

Basic earnings per share was calculated by dividing earnings attributable to common shareholders less dividends declared on preference shares by the sum of the weighted-average number of shares outstanding during the period plus vested deferred share units ("DSUs") and vested equity-based performance restricted share units ("PRSUs"). DSUs represent common shares that certain employees have elected to receive in the future in lieu of cash compensation.

Diluted earnings per share were calculated using the denominator of the basic calculation described above adjusted to include the potentially dilutive effect of outstanding stock options and time-based restricted share units ("TRSUs"). The denominator is: (1) increased by the total number of additional common shares that would have been issued by the Company assuming exercise of all stock options with exercise prices below the average market price for the period; and (2) decreased by the number of shares that the Company could have repurchased if it had used the assumed proceeds from the exercise of stock options to repurchase them on the open market at the average share price for the period.

Earnings used in determining consolidated earnings per share and earnings per share from continuing operations are consolidated net earnings reduced by: (1) earnings attributable to non-controlling interests; and (2) dividends declared on preference shares as presented below:

	Three months ended September 30,		**Nine months ended September 30,**	
	2013	2012	**2013**	2012
Net earnings	**283**	453	**528**	1,674
Less: Earnings attributable to non-controlling interests	**(12)**	(12)	**(40)**	(37)
Dividends declared on preference shares	**-**	-	**(2)**	(2)
Earnings used in consolidated earnings per share	**271**	441	**486**	1,635
Less: (Earnings) loss from discontinued operations, net of tax	**-**	(2)	**(6)**	1
Earnings used in earnings per share from continuing operations	**271**	439	**480**	1,636

Earnings used in determining earnings per share from discontinued operations are the earnings (loss) from discontinued operations as reported within the consolidated income statement.

The weighted-average number of shares outstanding, as well as a reconciliation of the weighted-average number of shares outstanding used in the basic earnings per share computation to the weighted-average number of shares outstanding used in the diluted earnings per share computation, is presented below:

	Three months ended September 30,		Nine months ended September 30,	
	2013	2012	**2013**	2012
Weighted-average number of shares outstanding	**828,857,688**	825,499,489	**828,656,603**	827,133,896
Vested DSUs and PRSUs	**571,899**	757,702	**578,670**	670,843
Basic	**829,429,587**	826,257,191	**829,235,273**	827,804,739
Effect of stock options and TRSUs	**2,637,426**	2,147,953	**2,434,788**	1,943,228
Diluted	**832,067,013**	828,405,144	**831,670,061**	829,747,967

Note 11: Financial instruments

Financial assets and liabilities

Financial assets and liabilities in the consolidated statement of financial position are as follows:

September 30, 2013	**Cash, trade and other receivables**	**Assets/ (liabilities) at fair value through earnings**	**Derivatives used for hedging**	**Available for sale**	**Other financial liabilities**	**Total**
Cash and cash equivalents	**607**	**-**	**-**	**-**	**-**	**607**
Trade and other receivables	**1,709**	**-**	**-**	**-**	**-**	**1,709**
Other financial assets - current	**19**	**46**	**-**	**-**	**-**	**65**
Other financial assets - non-current	**62**	**19**	**217**	**24**	**-**	**322**
Current indebtedness	**-**	**-**	**-**	**-**	**(24)**	**(24)**
Trade payables (see note 15)	**-**	**-**	**-**	**-**	**(297)**	**(297)**
Accruals (see note 15)	**-**	**-**	**-**	**-**	**(1,415)**	**(1,415)**
Other financial liabilities - current	**-**	**(38)**	**-**	**-**	**(74)**	**(112)**
Long term indebtedness	**-**	**-**	**-**	**-**	**(6,976)**	**(6,976)**
Other financial liabilities - non-current	**-**	**(14)**	**(31)**	**-**	**-**	**(45)**
Total	**2,397**	**13**	**186**	**24**	**(8,786)**	**(6,166)**

December 31, 2012	Cash, trade and other receivables	Assets/ (liabilities) at fair value through earnings	Derivatives used for hedging	Available for sale	Other financial liabilities	Total
Cash and cash equivalents	1,283	-	-	-	-	1,283
Trade and other receivables	1,818	-	-	-	-	1,818
Other financial assets - current	31	40	1	-	-	72
Other financial assets - non-current	69	9	257	20	-	355
Current indebtedness	-	-	-	-	(1,008)	(1,008)
Trade payables (see note 15)	-	-	-	-	(461)	(461)
Accruals (see note 15)	-	-	-	-	(1,745)	(1,745)
Other financial liabilities - current	-	(52)	-	-	(43)	(95)
Long term indebtedness	-	-	-	-	(6,223)	(6,223)
Other financial liabilities - non-current	-	(22)	(15)	-	-	(37)
Total	3,201	(25)	243	20	(9,480)	(6,041)

Cash and cash equivalents

Of total cash and cash equivalents, $155 million and $148 million at September 30, 2013 and December 31, 2012, respectively, was held in subsidiaries which have regulatory restrictions, contractual restrictions or operate in countries where exchange controls and other legal restrictions apply and are therefore not available for general use by the Company.

Debt-related activity

The following table provides information regarding notes that the Company issued and repaid in 2013:

Month/Year	**Transaction**	**Principal Amount** (in millions)
	Notes issued	
May 2013	0.875% notes due 2016	US$500
May 2013	4.50% notes due 2043	US$350
	Notes repaid	
July 2013	5.95% notes due 2013	US$750
August 2013	5.25% notes due 2013	US$250

The net proceeds of the May 2013 debt issuance were for general corporate purposes including pension contributions and debt repayments. The notes that matured in July 2013 and August 2013 were repaid with cash on hand, which included the net proceeds of the May 2013 debt issuance.

In the second quarter of 2013, in anticipation of future debt issuances, the Company entered into a forward starting interest rate swap to manage variability in future interest payments on its debt due to changes in benchmark interest rates. Under the swap, the Company will receive a floating rate of U.S. dollar interest and will pay a fixed rate of U.S. dollar interest on a 10-year term with a notional principal amount of $150 million. This instrument was designated as a cash flow hedge and was recorded in the consolidated statement of financial position at its fair value, which was a net asset position of $11 million at September 30, 2013. Changes in the fair value of this instrument are recorded in other comprehensive income until the future debt issuance occurs. The fair value movement accumulated in other comprehensive income will be recycled to interest expense over the term of the hedged debt.

In the first quarter of 2013, the Company settled two forward starting interest rate swaps with an aggregate notional value of $200 million, which it had entered into in the fourth quarter of 2012. The settlement resulted in the receipt of $8 million in cash and a gain of $8 million was recorded in “other finance income” representing the amount transferred from equity to earnings as the swaps were previously designated as cash flow hedges.

Credit facility

In May 2013, the Company increased the size of its syndicated credit facility from $2.0 billion to $2.5 billion and extended the maturity date of the facility from August 2016 to May 2018. The facility may be used to provide liquidity for general corporate purposes (including to support its commercial paper program). In the first quarter of 2013, the Company borrowed and repaid $440 million under the credit facility. There were no outstanding borrowings at September 30, 2013.

The Company may request an extension of the maturity date under certain circumstances for up to two additional one-year periods, which the applicable lenders may accept or decline in their sole discretion. The Company may also request an increase, subject to approval by applicable lenders, in the lenders’ commitments up to a maximum amount of $3.0 billion.

Based on the Company’s credit ratings as of September 30, 2013, the cost of borrowing under the agreement is priced at LIBOR/EURIBOR plus 90 basis points. If the Company’s long-term debt rating were downgraded by Moody’s or Standard & Poor’s, the facility fee and borrowing costs may increase, although availability would be unaffected. Conversely, an upgrade in the Company’s ratings may reduce the facility fees and borrowing costs.

The Company guarantees borrowings by its subsidiaries under the credit facility. The Company must also maintain a ratio of net debt as of the last day of each fiscal quarter to EBITDA as defined in the credit agreement (earnings before interest, income taxes, depreciation and amortization and other modifications described in the credit agreement) for the last four quarters ended of not more than 4.5:1. The Company was in compliance with this covenant at September 30, 2013.

Fair Value

The fair values of cash, trade and other receivables, trade payables and accruals approximate their carrying amounts because of the short-term maturity of these instruments. The fair value of long term debt and related derivative instruments is set forth below.

Debt and Related Derivative Instruments

Carrying Amounts

Amounts recorded in the consolidated statement of financial position are referred to as “carrying amounts”. The carrying amounts of primary debt are reflected in “Long-term indebtedness” and “Current indebtedness” and the carrying amounts of derivative instruments are included in “Other financial assets” and “Other financial liabilities”, both current and long-term in the consolidated statement of financial position, as appropriate.

Fair Value

The fair value of debt is estimated based on either quoted market prices for similar issues or current rates offered to the Company for debt of the same maturity. The fair values of interest rate swaps and forward contracts are estimated based upon discounted cash flows using applicable current market rates and taking into account non-performance risk.

The following is a summary of debt and related derivative instruments that hedge the cash flows or fair value of the debt:

	Carrying amount		Fair value	
September 30, 2013	**Primary debt instruments**	**Derivative instruments (asset) liability**	**Primary debt instruments**	**Derivative instruments (asset) liability**
Bank and other	**22**	**-**	**25**	**-**
C$600, 5.20% Notes, due 2014	**589**	**(102)**	**608**	**(102)**
C$600, 5.70% Notes, due 2015	**583**	**27**	**623**	**27**
C$750, 6.00% Notes due 2016	**728**	**(104)**	**796**	**(104)**
C$750, 4.35% Notes due 2020	**725**	**4**	**769**	**4**
$800, 5.70% Notes, due 2014	**799**	**-**	**840**	**-**
$500, 0.875% Notes due 2016	**497**	**-**	**496**	**-**
$1,000, 6.50% Notes, due 2018	**993**	**-**	**1,177**	**-**
$500, 4.70% Notes due 2019	**497**	**-**	**548**	**-**
$350, 3.95% Notes due 2021	**346**	**-**	**357**	**-**
$350, 4.50% Notes due 2043	**340**	**-**	**301**	**-**
$400, 5.50% Debentures, due 2035	**393**	**-**	**409**	**-**
$500, 5.85% Debentures, due 2040	**488**	**-**	**529**	**-**
Total	**7,000**	**(175)**	**7,478**	**(175)**
Current portion	**(24)**	**-**		
Long-term portion	**6,976**	**(175)**		

	Carrying amount		Fair value	
December 31, 2012	Primary debt instruments	Derivative instruments (asset) liability	Primary debt instruments	Derivative instruments (asset) liability
Bank and other	8	-	10	-
C$600, 5.20% Notes, due 2014	612	(123)	641	(123)
C$600, 5.70% Notes, due 2015	601	15	658	15
C$750, 6.00% Notes due 2016	751	(125)	841	(125)
C$750, 4.35% Notes due 2020	748	(9)	827	(9)
$250, 5.25% Notes, due 2013	250	-	256	-
$750, 5.95% Notes, due 2013	750	-	772	-
$800, 5.70% Notes, due 2014	797	-	867	-
$1,000, 6.50% Notes, due 2018	991	-	1,243	-
$500, 4.70% Notes due 2019	496	-	575	-
$350, 3.95% Notes due 2021	346	-	380	-
$400, 5.50% Debentures, due 2035	393	-	468	-
$500, 5.85% Debentures, due 2040	488	-	632	-
Total	7,231	(242)	8,170	(242)
Current portion	(1,008)	-		
Long-term portion	6,223	(242)		

Fair value estimation

The following fair value measurement hierarchy is used for financial instruments that are measured in the consolidated statement of financial position at fair value:

- Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;

- Level 2 - inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices); and

- Level 3 - inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs).

The levels used to determine fair value measurements for those instruments carried at fair value in the consolidated statement of financial position are as follows:

September 30, 2013				**Total**
Assets	**Level 1**	**Level 2**	**Level 3**	**Balance**
Embedded derivatives[1]	**-**	**46**	**-**	**46**
Forward exchange contracts[2]	**-**	**19**	**-**	**19**
Financial assets at fair value through earnings	**-**	**65**	**-**	**65**
Fair value hedges[3]	**-**	**31**	**-**	**31**
Cash flow hedges[4]	**-**	**186**	**-**	**186**
Derivatives used for hedging	**-**	**217**	**-**	**217**
Available for sale investments[5]	**24**	**-**	**-**	**24**
Total assets	**24**	**282**	**-**	**306**
Liabilities				
Embedded derivatives[1]	**-**	**(37)**	**-**	**(37)**
Forward exchange contracts[2]	**-**	**(15)**	**-**	**(15)**
Financial liabilities at fair value through earnings	**-**	**(52)**	**-**	**(52)**
Cash flow hedges[4]	**-**	**(31)**	**-**	**(31)**
Derivatives used for hedging	**-**	**(31)**	**-**	**(31)**
Total liabilities	**-**	**(83)**	**-**	**(83)**

December 31, 2012				Total
Assets	Level 1	Level 2	Level 3	Balance
Embedded derivatives[1]	-	29	-	29
Forward exchange contracts[2]	-	20	-	20
Financial assets at fair value through earnings	-	49	-	49
Fair value hedges[3]	-	39	-	39
Cash flow hedges[4]	-	219	-	219
Derivatives used for hedging	-	258	-	258
Available for sale investments[5]	20	-	-	20
Total assets	20	307	-	327
Liabilities				
Embedded derivatives[1]	-	(58)	-	(58)
Forward exchange contracts[2]	-	(16)	-	(16)
Financial liabilities at fair value through earnings	-	(74)	-	(74)
Cash flow hedges[4]	-	(15)	-	(15)
Derivatives used for hedging	-	(15)	-	(15)
Total liabilities	-	(89)	-	(89)

(1) Largely related to U.S. dollar pricing of vendor or customer agreements by foreign subsidiaries.

(2) Used to manage foreign exchange risk on cash flows excluding indebtedness.

(3) Comprised of fixed-to-floating cross-currency interest rate swaps on indebtedness.

(4) Comprised of fixed-to-fixed cross-currency swaps on indebtedness.

(5) Investments in entities over which the Company does not have control, joint control or significant influence.

Valuation Techniques

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. These valuation techniques maximize the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2. If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

Specific valuation techniques used to value financial instruments include:

- quoted market prices or dealer quotes for similar instruments; and
- the fair value of currency and interest rate swaps and forward foreign exchange contracts is calculated as the present value of the estimated future cash flows based on observable yield curves.

Note 12: Businesses held for sale

The Company intends to sell certain businesses, including its 50% interest in Omgeo, which are no longer fundamental to its strategy. Omgeo, which was classified as held for sale in the third quarter of 2013, is accounted for under the equity method, and its operating results are reported within "share of post-tax earnings in equity method investments" in the consolidated income statement. The results of operations from the remaining businesses held for sale are reported within Other Businesses. See note 3. The assets and liabilities associated with businesses classified as held for sale in the consolidated statement of financial position are as follows:

	September 30, 2013	December 31, 2012
Trade and other receivables	**21**	3
Computer software, net	**-**	6
Other identifiable intangible assets, net	**8**	35
Goodwill	**155**	250
Other assets	**43**	8
Total assets held for sale	**227**	302
Payables, accruals and provisions	**-**	21
Deferred revenue	**-**	8
Other liabilities	**-**	6
Total liabilities associated with assets held for sale	**-**	35

The balances classified as held for sale at December 31, 2012 primarily related to the Corporate Services business, which was sold in the second quarter of 2013.

These businesses do not qualify for discontinued operations classification.

Note 13: Interim goodwill impairment test

The Company performed an interim goodwill impairment test of its Financial & Risk cash generating unit ("CGU") in the third quarter of 2013 in accordance with the policy described in note 1 of its consolidated financial statements for the year ended December 31, 2012. The estimated fair value less costs of disposal of the Financial & Risk CGU exceeded its carrying value. As a result, no goodwill impairment was recorded.

In the fourth quarter of 2012, the Company performed its annual test for goodwill impairment, which indicated that the fair value of the Financial & Risk CGU exceeded its carrying value by $980 million or 6%. In the third quarter of 2013, the Company determined that an interim goodwill impairment test was required due to the following combination of events and changes in circumstances that impacted the Financial & Risk CGU:

- In the third quarter, the Company began formulating a plan to restructure the Financial & Risk business (see note 22); and
- There was a significant rise in the long-term risk-free interest rate, which is a component of the discount rate used to determine the fair value of the Financial & Risk CGU.

The Company did not identify events or circumstances that indicated an interim goodwill impairment test of its other CGUs was required. The annual impairment test performed in the fourth quarter of 2012 indicated that all of the CGUs, except for Financial & Risk, had fair values that exceeded their carrying values by over 100%.

The valuation techniques, significant assumptions and sensitivities applied in the goodwill impairment test of the Financial & Risk CGU are described below. The selection and application of valuation techniques and the determination of significant assumptions requires judgment.

Valuation Techniques

As with previous impairment tests, the recoverable value of the Financial & Risk CGU was based on fair value less costs of disposal, using a weighted average of the income approach and market approach. IFRS 13, *Fair Value Measurement*, defines fair value as a market-based measurement rather than an entity-specific measurement. Therefore, the fair value of the CGU must be measured using the assumptions that market participants would use rather than those related specifically to the Company. In particular, the discount and tax rates used in the income approach reflect market participant assumptions. To calculate these market participant assumptions, publicly available data was gathered from companies operating in businesses similar to the Financial & Risk CGU, which includes some of its key competitors. As certain inputs to the valuation are not based on observable market data, the recoverable value of the Financial & Risk CGU is categorized in Level 3 of the fair value measurement hierarchy.

Income approach

The income approach is predicated upon the value of the future cash flows that a business will generate. The Company used the discounted cash flow ("DCF") method, which involves projecting cash flows and converting them into a present value equivalent through discounting. The discounting process uses a rate of return that is commensurate with the risk associated with the business and the time value of money. This approach requires assumptions about revenue growth rates, operating margins, capital expenditures, tax rates and discount rates.

Market approach

The market approach assumes that companies operating in the same industry will share similar characteristics and that company values will correlate to those characteristics. Therefore, a comparison of a CGU to similar companies whose financial information is publicly available may provide a reasonable basis to estimate fair value. Under the market approach, fair value is calculated based on EBITDA multiples of benchmark companies comparable to the businesses in the Financial & Risk CGU. Data for the benchmark companies was obtained from publicly available information.

Significant Assumptions

Weighting of Valuation Techniques

The Company weighted the results of the two valuation techniques noted above as follows: 60% income approach/40% market approach. The Company believes that given volatility in capital markets, it is appropriate to apply a heavier weighting to the income approach.

Cash Flow Projections

Cash flow projections were based on the Company's internal budget. The Company projected cash flows for a period of five years and applied a perpetual growth rate thereafter, as prescribed by IAS 36, *Impairment of Assets*. In order to project cash flows for the five year period, the Company considered growth in revenues and costs as well as capital expenditures. In preparing its projections, the Company considered past experience, economic trends such as GDP growth and inflation as well as industry and market trends. The projections also took into account the expected impact from efficiency initiatives and the anticipated restructuring plan, new product launches, customer retention, as well as the maturity of the markets in which Financial & Risk operates.

Discount Rate

The Company assumed a discount rate in order to calculate the present value of its projected cash flows. The discount rate represented a weighted average cost of capital ("WACC") for comparable companies operating in similar industries as the Financial & Risk CGU, based on publicly available information. The WACC is an estimate of the overall required rate of return on an investment for both debt and equity owners and serves as the basis for developing an appropriate discount rate. Determination of the WACC requires separate analysis of the cost of equity and the cost of debt. The cost of equity reflects the long-term risk-free interest rate associated with U.S. Treasury bonds and considers a risk premium based on an assessment of risks related to the projected cash flows of the Financial & Risk CGU.

Tax Rate

The tax rate applied to the projections were based on effective tax rates of comparable companies operating in similar industries as the Financial & Risk CGU, based on publicly available information. Tax assumptions are sensitive to changes in tax laws and the jurisdictions in which profits are earned.

The key assumptions used in performing the September 30, 2013 goodwill impairment test for the Financial & Risk CGU are presented below:

	Perpetual growth rate[(1)]	**Discount rate**	**Tax rate**
September 30, 2013	3.0%	10.4%	28.0%

(1) The perpetual growth rate is applied to the final year of cash flow projections.

Results and Sensitivities

The fair value of the Financial & Risk CGU exceeded its carrying value by $2,218 million, which represented 14% of its carrying value. The carrying value included goodwill of $10,503 million. While the higher discount rate reduced the fair value of the Financial & Risk CGU, this reduction was more than offset by the impact of higher observable EBITDA multiples for benchmark companies in the market approach, higher cash flows from the benefits of the anticipated restructuring, and a decrease in the carrying value due to disposals of businesses and depreciation and amortization. The fair value of the Financial & Risk CGU exceeded its carrying value as computed under either the income or market approach. However, compared to the impairment analysis in 2012, the fair value computed under the market approach contributed a greater amount to the excess fair value due to a significant rise in observable EBIDTA multiples of benchmark companies. As a result, the sensitivity analysis demonstrates that no reasonably possible change in the perpetual growth, discount rate or income tax assumptions would cause the carrying amount of the Financial & Risk CGU to exceed its recoverable amount. Should EBITDA multiples of benchmark companies fall to a level below that of 2012, without a corresponding offset to other key assumptions, the excess fair value would be eliminated.

Discussion of Cash Flow Projections

The DCF valuation for the Financial & Risk CGU assumes that cash flow will grow at a compounded annual rate in the high single digits from 2013 to 2018, largely reflecting recently announced restructuring initiatives that are expected to result in improved operating margins and higher cash flows in future periods. The Company is undertaking various initiatives to reduce costs, primarily by reducing its workforce. The reduction in workforce will take place through restructuring initiatives to de-layer the organization, as well as through decommissioning legacy infrastructures as customers upgrade to new products and services, such as Thomson Reuters Eikon and Thomson Reuters Elektron, which are part of a unified technology platform. Over the next five years, the Company's cash flow projections also assume that the Financial & Risk CGU will gradually return to positive revenue growth. After the specific five year projection period, the Company projects perpetual cash flow growth of 3% based on the assumption that the Financial & Risk business will continue to expand globally and increase prices in line with global inflation.

In 2012, the year following the Company's 2011 impairment charge, the actual 2012 cash flow performance for the Financial & Risk CGU achieved the 2012 projection included within the 2011 impairment testing analysis, after adjusting for market participant assumptions such as the tax rate.

The free cash flow growth projections and certain key assumptions underlying the fair value of the Financial & Risk CGU are subject to risks and uncertainties that could cause future results to differ materially from current expectations. Specifically, Financial & Risk could experience delays implementing its anticipated restructuring and efficiency initiatives or such initiatives could produce less benefit or cost more than originally expected. Financial & Risk could incur higher costs than expected if customers do not upgrade to new products or if the process to upgrade takes longer than anticipated. The Company's cash flow projections could be impacted by further deterioration in macroeconomic conditions, including potential impacts of regulation on customers, changes in customer buying patterns or competitive pressures. Such conditions could lead the Financial & Risk CGU to experience unexpected subscription cancellations, lower transaction volumes or the inability to sustain expected price increases. The Company's assumption of perpetual growth could be impacted by changes in long-term outlooks for global inflation. Additionally, the discount rate, tax rate, and EBITDA multiples are based on those for comparable companies and are driven by market conditions and prevailing tax laws. In the future, changes in these measures could cause the recoverable amount of assets for the Financial & Risk CGU to be less than their carrying value.

Note 14: Other non-current assets

	September 30, 2013	December 31, 2012
Net defined benefit plan surpluses	**46**	9
Cash surrender value of life insurance policies	**267**	256
Equity method investments:		
Joint ventures[1]	**-**	44
Other	**204**	204
Other non-current assets	**52**	46
Total other non-current assets	**569**	559

[1] The Company's 50% interest in Omgeo was classified as held for sale in the third quarter of 2013. See notes 12 and 22.

Note 15: Payables, accruals and provisions

	September 30, 2013	December 31, 2012
Trade payables	**297**	461
Accruals	**1,415**	1,745
Provisions	**156**	190
Other current liabilities	**176**	216
Total payables, accruals and provisions	**2,044**	2,612

Note 16: Provisions and other non-current liabilities

	September 30, 2013	December 31, 2012
Net defined benefit plan obligations	**1,507**	1,682
Deferred compensation and employee incentives	**225**	221
Provisions	**172**	166
Unfavorable contract liability	**60**	99
Uncertain tax positions	**258**	234
Other non-current liabilities	**98**	100
Total provisions and other non-current liabilities	**2,320**	2,502

Note 17: Capital

Share repurchases

The Company may buy back shares (and subsequently cancel them) from time to time as part of its capital strategy. In May 2013, the Company renewed its normal course issuer bid ("NCIB") for an additional 12 months. Under the NCIB, the Company may repurchase up to 15 million common shares (representing less than 2% of the total outstanding shares) between May 22, 2013 and May 21, 2014 in open market transactions on the TSX, the NYSE and/or other exchanges or alternative trading systems, if eligible, or by such other means as may be permitted by the TSX.

During the three and nine months ended September 30, 2013, the Company repurchased 2,938,900 of its common shares for approximately $100 million at an average price per share of $34.09. During the nine months ended September 30, 2012, the Company repurchased 5,948,600 of its common shares for approximately $168 million at an average price per share of $28.26. Decisions regarding any future repurchases will be based on market conditions, share price and other factors including opportunities to invest capital for growth.

Dividends

Dividends on common shares are declared in U.S. dollars. Details of dividends declared per share are as follows:

	Three months ended September 30,		**Nine months ended September 30,**	
	2013	2012	**2013**	2012
Dividends declared per common share	**$ 0.33**	$ 0.32	**$ 0.98**	$ 0.96

In the consolidated statement of cash flow, dividends paid on common shares are shown net of amounts reinvested in the Company's DRIP. Details of dividend reinvestment are as follows:

	Three months ended September 30,		**Nine months ended September 30,**	
	2013	2012	**2013**	2012
Dividend reinvestment	**9**	10	**29**	29

Note 18: Supplemental cash flow information

Details of "Other" in the consolidated statement of cash flow are as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2013	2012	**2013**	2012
Non-cash employee benefit charges[1]	**81**	68	**236**	244
Embedded derivatives fair value adjustments	**61**	33	**(35)**	23
Net (gains) losses on foreign exchange and derivative financial instruments	**(40)**	(30)	**34**	(49)
Other[2]	**(15)**	(114)	**(23)**	(200)
	87	(43)	**212**	18

(1) Includes net interest expense on pension and other post-employment benefit plans of $16 million and $16 million for the three months ended September 30, 2013 and 2012, respectively, and $48 million and $47 million for the nine months ended September 30, 2013 and 2012, respectively. See note 7.

(2) The 2012 periods include non-cash reversals of uncertain tax positions. See note 9.

Details of "Changes in working capital and other items" are as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2013	2012	**2013**	2012
Trade and other receivables	**68**	(2)	**92**	152
Prepaid expenses and other current assets	**37**	(52)	**(9)**	(70)
Other financial assets	**(2)**	4	**11**	4
Payables, accruals and provisions	**(62)**	64	**(514)**	(310)
Deferred revenue	**(143)**	(147)	**(28)**	(163)
Other financial liabilities	**47**	13	**26**	(2)
Income taxes	**(114)**	(9)	**14**	298
Other	**(40)**	(30)	**(138)**	(122)
	(209)	(159)	**(546)**	(213)

Note 19: Acquisitions

Acquisitions primarily comprise the purchase of businesses that are integrated into existing operations to broaden the Company's range of offerings to customers as well as its presence in global markets.

Acquisition activity

The number of acquisitions completed, and the related cash consideration, during the three and nine months ended September 30, 2013 and 2012 are as follows:

	Three months ended September 30,		Nine months ended September 30,	
Number of transactions	**2013**	2012	**2013**	2012
Businesses and identifiable intangible assets acquired	**10**	8	**24**	25
Investments in businesses	**-**	-	**1**	-
	10	8	**25**	25

	Three months ended September 30,		Nine months ended September 30,	
Cash consideration	**2013**	2012	**2013**	2012
Businesses and identifiable intangible assets acquired[1]	**138**	1,008	**980**	1,240
Contingent consideration payments	**-**	6	**3**	31
Investments in businesses	**1**	1	**4**	4
	139	1,015	**987**	1,275

(1) Cash consideration is net of cash acquired of $1 million and $12 million for the three months ended September 30, 2013 and 2012, respectively, and $30 million and $14 million for the nine months ended September 30, 2013 and 2012, respectively.

The following provides a brief description of certain acquisitions completed during the nine months ended September 30, 2013 and 2012:

Date	Company	Acquiring segment	Description
April 2013	T.Global	Tax & Accounting	A Brazilian provider of global trade management software and solutions to professionals across Latin America
February 2013	Practical Law Company	Legal	A provider of practical legal know-how, current awareness and workflow solutions to law firms and corporate law departments
August 2012	FXall	Financial & Risk	A global provider of electronic foreign exchange trading solutions to corporations and asset managers
August 2012	MarkMonitor	Intellectual Property & Science	A provider of online brand protection
January 2012	Dr. Tax Software	Tax & Accounting	A Canadian based developer of income tax software for accounting firms and consumers

Purchase price allocation

Each business combination has been accounted for using the acquisition method and the results of acquired businesses are included in the consolidated financial statements from the dates of acquisition. Purchase price allocations related to certain acquisitions may be subject to adjustment pending completion of final valuations.

The details of net assets acquired for the three and nine months ended September 30, 2013 and 2012 are as follows:

	Three months ended September 30,		**Nine months ended September 30,**	
	2013(1))	2012(1))	**2013**	2012
Cash and cash equivalents	**1**	12	**30**	14
Trade and other receivables	**6**	37	**38**	44
Other financial assets	**-**	7	**-**	7
Prepaid expenses and other current assets	**1**	26	**21**	28
Current assets	**8**	82	**89**	93
Computer hardware and other property, net	**-**	13	**4**	14
Computer software, net	**19**	89	**51**	113
Other identifiable intangible assets	**59**	259	**327**	348
Other financial assets	**1**	2	**1**	2
Deferred tax	**-**	-	**7**	-
Total assets	**87**	445	**479**	570
Current indebtedness	**-**	-	**(1)**	-
Payables, accruals and provisions	**(6)**	(41)	**(45)**	(52)
Deferred revenue	**(11)**	(45)	**(74)**	(61)
Current liabilities	**(17)**	(86)	**(120)**	(113)
Provisions and other non-current liabilities	**(3)**	(3)	**(8)**	(6)
Other financial liabilities	**2**	-	**-**	-
Deferred tax	**(17)**	(83)	**(87)**	(100)
Total liabilities	**(35)**	(172)	**(215)**	(219)
Net assets acquired	**52**	273	**264**	351
Goodwill	**87**	747	**746**	903
Total	**139**	1,020	**1,010**	1,254

(1) The three months ended September 30, 2013 and 2012 include valuation adjustments for acquisitions that closed in the first half of the year.

The excess of the purchase price over the net tangible and identifiable intangible assets acquired and assumed liabilities was recorded as goodwill and reflects synergies and the value of the acquired workforce. The majority of goodwill for acquisitions completed in 2013 and 2012 is not expected to be deductible for tax purposes.

Acquisition transactions were completed by acquiring all equity interests or the net assets of the acquired business. The revenues and operating profit of acquired businesses since the date of acquisition were not material to the Company's results of operations.

Note 20: Contingencies

Lawsuits and legal claims

The Company is engaged in various legal proceedings, claims, audits and investigations that have arisen in the ordinary course of business. These matters include but are not limited to intellectual property infringement claims, employment matters and commercial matters. The outcome of all of the matters against the Company is subject to future resolution, including the uncertainties of litigation. Based on information currently known to the Company and after consultation with outside legal counsel, management believes that the probable ultimate resolution of any such matters, individually or in the aggregate, will not have a material adverse impact on the Company's financial condition taken as a whole.

Uncertain tax positions

The Company is subject to taxation in numerous jurisdictions. There are many transactions and calculations during the course of business for which the ultimate tax determination is uncertain. The Company maintains provisions for uncertain tax positions that it believes appropriately reflect its risk. These provisions are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The Company reviews the adequacy of these provisions at the end of the reporting period. It is possible that at some future date, liabilities in excess of the Company's provisions could result from audits by, or litigation with, relevant taxing authorities. Management believes that such additional liabilities would not have a material adverse impact on the Company's financial condition taken as a whole.

Note 21: Related party transactions

As of September 30, 2013, The Woodbridge Company Limited ("Woodbridge") beneficially owned approximately 55% of the Company's shares.

Transactions with Woodbridge

From time to time, in the normal course of business, the Company enters into transactions with Woodbridge and certain of its affiliates. These transactions involve providing and receiving product and service offerings, are negotiated at arm's length on standard terms, including price, and are not significant to the Company's results of operations or financial condition either individually or in the aggregate.

In May 2012, as part of its efforts to expand its mutual fund data and strategic research capabilities, the Company acquired a Canadian mutual fund database, fund fact sheet business and mutual fund and equity data feed business for approximately C$9 million from The Globe and Mail ("The Globe"),   which is majority owned by Woodbridge. The Company paid approximately C$8 million in cash and issued a C$1 million promissory note to The Globe that will be due in May 2016. In connection with the acquisition, the Company licensed the acquired database to The Globe over a four year term, valued at approximately C$250,000 per year. The Globe issued four promissory notes to the Company, each for the value of the annual license. Amounts due each year under the notes issued by The Globe will be offset against the note issued by the Company. The board of directors' Corporate Governance Committee approved the transaction.

In the normal course of business, certain of the Company's subsidiaries charge a Woodbridge owned company fees for various administrative services. The total amount charged to Woodbridge for these services was approximately $112,000 for the year ended December 31, 2012.

The Company purchases property and casualty insurance from third party insurers and retains the first $500,000 of each and every claim under the programs via the Company's captive insurance subsidiaries. Woodbridge is included in these programs and pays the Company a premium commensurate with its exposures. Premiums relating to the year ended December 31, 2012 were $40,000, which would approximate the premium charged by a third party insurer for such coverage.

The Company maintained an agreement with Woodbridge until April 17, 2008 (the closing date of the Reuters acquisition) under which Woodbridge agreed to indemnify up to $100 million of liabilities incurred either by the Company's current and former directors and officers or by the Company in providing indemnification to these individuals on substantially the same terms and conditions as would apply under an arm's length, commercial arrangement. The Company was required to pay Woodbridge an annual fee of $750,000, which was less than the premium that would have been paid for commercial insurance. In 2008, the Company replaced this agreement with a conventional insurance agreement. The Company is entitled to seek indemnification from Woodbridge for any claims arising from events prior to April 17, 2008, so long as the claims are made before April 17, 2014.

Transactions with associates and joint ventures

From time to time, the Company enters into transactions with its investments in associates and joint ventures. These transactions typically involve providing or receiving services and are entered into in the normal course of business and on an arm's length basis.

The Company and The Depository Trust & Clearing Corporation ("DTCC") each have a 50% interest in Omgeo, a provider of trade management services. Omgeo pays the Company for use of a facility and technology and other services which were valued at approximately $7 million for the nine months ended September 30, 2013. See note 22.

The Company and Shin Nippon Hoki Shuppan K.K. each own 50% of Westlaw Japan K.K., a provider of legal information and solutions to the Japanese legal market. The Company provides the joint venture with technology and other services which were valued at approximately $600,000 for the nine months ended September 30, 2013.

In connection with the 2008 acquisition of Reuters, the Company assumed a lease agreement with 3XSQ Associates, an entity owned by the Company and Rudin Times Square Associates LLC that was formed to build and operate the 3 Times Square property and building in New York, New York that serves as the Company's corporate headquarters. The Company follows the equity method of accounting for its investment in 3XSQ Associates. The lease provides the Company with over 690,000 square feet of office space until 2021 and includes provisions to terminate portions early and various renewal options. The Company's costs under this lease arrangement for rent, taxes and other expenses were approximately $29 million for the nine months ended September 30, 2013.

Note 22: Subsequent events

Sale of 50% interest in Omgeo

In October 2013, the Company completed the sale of its 50% interest in Omgeo to DTCC. The Company expects to record a pre-tax gain on this transaction in the fourth quarter of 2013.

Charge

In October 2013, the Company announced that it expects to record a charge of approximately $350 million, which would be incurred primarily in the fourth quarter of 2013 with a portion to be recorded in 2014.

Share repurchases

In October 2013, the Company announced that it plans to repurchase up to $1.0 billion of its shares by the end of 2014.

Pension contribution

In October 2013, the Company announced that it plans to contribute $500 million to its pension plans in the fourth quarter of 2013 to pre-fund certain obligations.

EXHIBIT 99.3

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

I, James C. Smith, certify that:

1. I have reviewed this report on Form 6-K of Thomson Reuters Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

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

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

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

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

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

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 31, 2013

/s/ James C. Smith
James C. Smith
President and Chief Executive Officer

EXHIBIT 99.4

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

I, Stephane Bello, certify that:

1. I have reviewed this report on Form 6-K of Thomson Reuters Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

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

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

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

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

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

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 31, 2013

/s/ Stephane Bello
Stephane Bello
Executive Vice President and Chief Financial Officer

EXHIBIT 99.5

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

In connection with the report of Thomson Reuters Corporation (the "Corporation") on Form 6-K for the period ended September 30, 2013, as furnished to the Securities and Exchange Commission on the date hereof (the "Report"), I, James C. Smith, President and Chief Executive Officer of the Corporation, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Corporation.

Date: October 31, 2013	/s/ James C. Smith
	James C. Smith
	President and Chief Executive Officer

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

EXHIBIT 99.6

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

In connection with the report of Thomson Reuters Corporation (the “Corporation”) on Form 6-K for the period ended September 30, 2013, as furnished to the Securities and Exchange Commission on the date hereof (the “Report”), I, Stephane Bello, Executive Vice President and Chief Financial Officer of the Corporation, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Corporation.

Date: October 31, 2013

/s/ Stephane Bello

Stephane Bello
Executive Vice President and Chief Financial Officer

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