UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the quarterly period ended September 30, 2019

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from to

Commission File Number: 001-32903

THE WESTERN UNION COMPANY

(Exact name of registrant as specified in its charter)

Delaware	**20-4531180**
(State or Other Jurisdiction of Incorporation or Organization)	**(I.R.S. Employer Identification No.)**

7001 EAST BELLEVIEW AVENUE
Denver, Colorado 80237
(Address of principal executive offices)

Registrant's telephone number, including area code: (866) 405-5012

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

Title of each class	Trading symbol	Name of each exchange on which registered
Common Stock, $0.01 Par Value	**WU**	**The New York Stock Exchange**

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

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

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

Large accelerated filer ☒ Accelerated filer☐ Non-accelerated filer ☐

Smaller reporting company ☐ Emerging growth company ☐

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

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

As of October 29, 2019, 419,255,957 shares of the registrant's common stock were outstanding.

THE WESTERN UNION COMPANY

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PART I

FINANCIAL INFORMATION

Item 1. Financial Statements

THE WESTERN UNION COMPANY

CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(Unaudited)
(in millions, except per share amounts)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2019	2018	2019	2018
Revenues	$ 1,306.9	$ 1,387.8	$ 3,984.4	$ 4,188.3
Expenses:				
Cost of services	768.6	812.4	2,330.0	2,467.0
Selling, general, and administrative	340.9	272.8	946.9	870.2
Total expenses	1,109.5	1,085.2	3,276.9	3,337.2
Operating income	197.4	302.6	707.5	851.1
Other income/(expense):				
Gain on divestitures of businesses (Note 4)	—	—	524.6	—
Interest income	1.1	1.6	4.2	3.6
Interest expense	(36.2)	(38.4)	(114.5)	(111.4)
Other income/(expense), net	(0.1)	0.6	2.1	13.1
Total other income/(expense), net	(35.2)	(36.2)	416.4	(94.7)
Income before income taxes	162.2	266.4	1,123.9	756.4
Provision for income taxes	27.2	57.8	201.0	116.6
Net income	$ 135.0	$ 208.6	$ 922.9	$ 639.8
Earnings per share:				
Basic	$ 0.32	$ 0.47	$ 2.14	$ 1.41
Diluted	$ 0.32	$ 0.46	$ 2.13	$ 1.40
Weighted-average shares outstanding:				
Basic	423.3	446.8	430.3	454.8
Diluted	426.8	449.0	433.0	457.4

See Notes to Condensed Consolidated Financial Statements.

THE WESTERN UNION COMPANY

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)
(in millions)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2019	**2018**	**2019**	**2018**
Net income	$ 135.0	$ 208.6	$ 922.9	$ 639.8
Other comprehensive income/(loss), net of reclassifications and tax (Note 11):				
Unrealized gains/(losses) on investment securities	5.8	(4.7)	28.7	(12.6)
Unrealized gains on hedging activities	14.5	3.7	12.5	38.0
Foreign currency translation adjustments	—	—	—	(19.5)
Defined benefit pension plan adjustments	2.3	2.4	6.7	6.8
Total other comprehensive income	22.6	1.4	47.9	12.7
Comprehensive income	$ 157.6	$ 210.0	$ 970.8	$ 652.5

See Notes to Condensed Consolidated Financial Statements.

THE WESTERN UNION COMPANY

CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)
(in millions, except per share amounts)

	September 30, 2019	December 31, 2018
Assets		
Cash and cash equivalents	$ 1,390.9	$ 973.4
Settlement assets	3,297.3	3,813.8
Property and equipment, net of accumulated depreciation of $648.7 and $702.4, respectively	212.2	270.4
Goodwill	2,566.6	2,725.0
Other intangible assets, net of accumulated amortization of $1,013.8 and $1,047.6, respectively	514.5	598.2
Other assets (Note 6)	822.2	616.0
Total assets	$ 8,803.7	$ 8,996.8
Liabilities and stockholders' deficit		
Liabilities:		
Accounts payable and accrued liabilities	$ 574.7	$ 564.9
Settlement obligations	3,297.3	3,813.8
Income taxes payable	1,008.3	1,054.0
Deferred tax liability, net	161.3	161.1
Borrowings	3,248.0	3,433.7
Other liabilities (Note 6)	533.8	279.1
Total liabilities	8,823.4	9,306.6
Commitments and contingencies (Note 8)		
Stockholders' deficit:		
Preferred stock, $1.00 par value; 10 shares authorized; no shares issued	—	—
Common stock, $0.01 par value; 2,000 shares authorized; 419.9 shares and 441.2 shares issued and outstanding as of September 30, 2019 and December 31, 2018, respectively	4.2	4.4
Capital surplus	818.6	755.6
Accumulated deficit	(659.4)	(838.8)
Accumulated other comprehensive loss	(183.1)	(231.0)
Total stockholders' deficit	(19.7)	(309.8)
Total liabilities and stockholders' deficit	$ 8,803.7	$ 8,996.8

See Notes to Condensed Consolidated Financial Statements.

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THE WESTERN UNION COMPANY

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(in millions)

	Nine Months Ended September 30,	
	2019	**2018**
Cash flows from operating activities		
Net income	$ 922.9	$ 639.8
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	56.5	57.0
Amortization	134.2	139.0
Gain on divestitures of businesses, excluding transaction costs (Note 4)	(532.1)	—
Other non-cash items, net	63.5	23.5
Increase/(decrease) in cash, excluding the effects of divestitures, resulting from changes in:		
Other assets	19.7	(55.6)
Accounts payable and accrued liabilities	67.9	(109.7)
Income taxes payable	(46.3)	(172.8)
Other liabilities	(21.0)	(2.7)
Net cash provided by operating activities	665.3	518.5
Cash flows from investing activities		
Capitalization of contract costs	(27.2)	(109.5)
Capitalization of purchased and developed software	(27.4)	(37.4)
Purchases of property and equipment	(38.9)	(101.2)
Proceeds from divestitures of businesses, net of cash divested (Note 4)	711.7	—
Purchases of non-settlement related investments and other	(7.2)	(6.9)
Proceeds from maturity of non-settlement related investments	19.8	12.5
Purchases of held-to-maturity non-settlement related investments	(1.3)	(2.8)
Proceeds from held-to-maturity non-settlement related investments	27.5	15.5
Net cash provided by/(used in) investing activities	657.0	(229.8)
Cash flows from financing activities		
Cash dividends paid	(257.1)	(257.8)
Common stock repurchased (Note 11)	(483.8)	(360.6)
Net proceeds from commercial paper	310.0	369.0
Net proceeds from issuance of borrowings	—	297.5
Principal payments on borrowings	(500.0)	(407.2)
Proceeds from exercise of options	28.0	9.3
Other financing activities	(0.9)	(6.6)
Net cash used in financing activities	(903.8)	(356.4)
Net change in cash, cash equivalents and restricted cash	418.5	(67.7)
Cash, cash equivalents and restricted cash at beginning of period	979.7	844.4
Cash, cash equivalents and restricted cash at end of period	$ 1,398.2	$ 776.7
Supplemental cash flow information:		
Interest paid	$ 101.4	$ 92.3
Income taxes paid	$ 256.5	$ 304.1
Cash paid for lease liabilities	$ 36.4	$ —
Non-cash lease liabilities arising from obtaining right-of-use assets (Note 6)	$ 269.1	$ —
Restricted cash at end of period (included in Other assets)	$ 7.3	$ 9.1

See Notes to Condensed Consolidated Financial Statements.

THE WESTERN UNION COMPANY

CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY/(DEFICIT)
(Unaudited)
(in millions)

	Common Stock		Capital	Accumulated	Accumulated Other Comprehensive	Total Stockholders'
	Shares	Amount	Surplus	Deficit	Loss	Equity/(Deficit)
Balance, December 31, 2018	441.2	$ 4.4	$ 755.6	$ (838.8)	$ (231.0)	$ (309.8)
Net income	—	—	—	173.1	—	173.1
Stock-based compensation	—	—	13.7	—	—	13.7
Common stock dividends ($0.20 per share)	—	—	—	(87.4)	—	(87.4)
Repurchase and retirement of common shares	(10.2)	(0.1)	—	(184.9)	—	(185.0)
Shares issued under stock-based compensation plans	1.9	—	1.8	—	—	1.8
Other comprehensive income (Note 11)	—	—	—	—	19.4	19.4
Balance, March 31, 2019	432.9	4.3	771.1	(938.0)	(211.6)	(374.2)
Net income	—	—	—	614.8	—	614.8
Stock-based compensation	—	—	11.6	—	—	11.6
Common stock dividends ($0.20 per share)	—	—	—	(85.5)	—	(85.5)
Repurchase and retirement of common shares	(8.3)	—	—	(161.0)	—	(161.0)
Shares issued under stock-based compensation plans	1.3	—	18.6	—	—	18.6
Other comprehensive income (Note 11)	—	—	—	—	5.9	5.9
Balance, June 30, 2019	425.9	4.3	801.3	(569.7)	(205.7)	30.2
Net income	—	—	—	135.0	—	135.0
Stock-based compensation	—	—	9.7	—	—	9.7
Common stock dividends ($0.20 per share)	—	—	—	(84.2)	—	(84.2)
Repurchase and retirement of common shares	(6.5)	(0.1)	—	(140.5)	—	(140.6)
Shares issued under stock-based compensation plans	0.5	—	7.6	—	—	7.6
Other comprehensive income (Note 11)	—	—	—	—	22.6	22.6
Balance, September 30, 2019	419.9	$ 4.2	$ 818.6	$ (659.4)	$ (183.1)	$ (19.7)

	Common Stock		Capital	Accumulated	Accumulated Other Comprehensive	Total Stockholders'
	Shares	Amount	Surplus	Deficit	Loss	Deficit
Balance, December 31, 2017	459.0	$ 4.6	$ 697.8	$ (965.9)	$ (227.9)	$ (491.4)
Adoption of accounting pronouncements as of January 1, 2018	—	—	—	30.7	(31.4)	(0.7)
Net income	—	—	—	213.6	—	213.6
Stock-based compensation	—	—	13.8	—	—	13.8
Common stock dividends ($0.19 per share)	—	—	—	(87.5)	—	(87.5)
Repurchase and retirement of common shares	(0.5)	—	—	(11.8)	—	(11.8)
Shares issued under stock-based compensation plans	2.1	—	3.8	—	—	3.8
Other comprehensive loss (Note 11)	—	—	—	—	(16.7)	(16.7)
Balance, March 31, 2018	460.6	4.6	715.4	(820.9)	(276.0)	(376.9)
Net income	—	—	—	217.6	—	217.6
Stock-based compensation	—	—	11.6	—	—	11.6
Common stock dividends ($0.19 per share)	—	—	—	(85.8)	—	(85.8)
Repurchase and retirement of common shares	(12.4)	(0.1)	—	(250.8)	—	(250.9)
Shares issued under stock-based compensation plans	0.5	—	5.1	—	—	5.1
Other comprehensive income (Note 11)	—	—	—	—	28.0	28.0
Balance, June 30, 2018	448.7	4.5	732.1	(939.9)	(248.0)	(451.3)
Net income	—	—	—	208.6	—	208.6
Stock-based compensation	—	—	11.2	—	—	11.2
Common stock dividends ($0.19 per share)	—	—	—	(84.5)	—	(84.5)
Repurchase and retirement of common shares	(5.2)	(0.1)	—	(101.0)	—	(101.1)
Shares issued under stock-based compensation plans	0.2	—	0.4	—	—	0.4
Other comprehensive income (Note 11)	—	—	—	—	1.4	1.4
Balance, September 30, 2018	443.7	$ 4.4	$ 743.7	$ (916.8)	$ (246.6)	$ (415.3)

See Notes to Condensed Consolidated Financial Statements.

THE WESTERN UNION COMPANY

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. Business and Basis of Presentation

Business

The Western Union Company ("Western Union" or the "Company") is a leader in global money movement and payment services, providing people and businesses with fast, reliable, and convenient ways to send money and make payments around the world. The Western Union® brand is globally recognized. The Company’s services are primarily available through a network of agent locations in more than 200 countries and territories and through online money transfer transactions conducted and funded through Western Union branded websites and mobile apps (“westernunion.com”). Each location in the Company’s agent network is capable of providing one or more of the Company’s services.

The Western Union business consists of the following segments:

- *Consumer-to-Consumer* - The Consumer-to-Consumer operating segment facilitates money transfers between two consumers, primarily through a network of third-party agents. The Company views its multi-currency money transfer service as one interconnected global network where a money transfer can be sent from one location to another around the world. This service is available for international cross-border transfers and, in certain countries, intra-country transfers. This segment also includes money transfer transactions that can be initiated through websites and mobile devices.

- *Business Solutions* - The Business Solutions operating segment facilitates payment and foreign exchange solutions, primarily cross-border, cross-currency transactions, for small and medium size enterprises and other organizations and individuals. The majority of the segment’s business relates to exchanges of currency at spot rates, which enable customers to make cross-currency payments. In addition, in certain countries, the Company writes foreign currency forward and option contracts for customers to facilitate future payments.

All businesses and other services that have not been classified in the above segments are reported as Other, which primarily includes the Company’s cash-based and electronic-based bill payment services which facilitate payments from consumers to businesses and other organizations. In May 2019, the Company sold a substantial majority of its United States based electronic bill payments services, as discussed in Note 4. The Company’s money order and other services, in addition to certain corporate costs such as costs related to strategic initiatives, including costs for the review and closing of mergers, acquisitions, and divestitures, are also included in Other. See Note 16 for further information regarding the Company’s segments.

There are legal or regulatory limitations on transferring certain assets of the Company outside of the countries where these assets are located. However, there are generally no limitations on the use of these assets within those countries. Additionally, the Company must meet minimum capital requirements in some countries in order to maintain operating licenses. As of December 31, 2018, the amount of these net asset limitations totaled approximately $365 million.

Various aspects of the Company’s services and businesses are subject to United States federal, state and local regulation, as well as regulation by foreign jurisdictions, including certain banking and other financial services regulations.

Basis of Presentation

The accompanying condensed consolidated financial statements are unaudited and were prepared in accordance with the instructions for Form 10-Q and Article 10 of Regulation S-X. In compliance with those instructions, certain information and footnote disclosures normally included in annual consolidated financial statements prepared in accordance with generally accepted accounting principles in the United States of America ("GAAP") have been condensed or omitted.

The unaudited condensed consolidated financial statements in this quarterly report are presented on a consolidated basis and include the accounts of the Company and its majority-owned subsidiaries. Results of operations and cash flows for the interim periods are not necessarily indicative of the results that may be expected for the entire year. All significant intercompany transactions and accounts were eliminated as of September 30, 2019 and December 31, 2018 and for all periods presented.

In the opinion of management, these condensed consolidated financial statements include all the normal recurring adjustments necessary to fairly present the Company's condensed consolidated results of operations, financial position, and cash flows as of September 30, 2019 and for all periods presented. These condensed consolidated financial statements should be read in conjunction with the Company's consolidated financial statements within the Company's Annual Report on Form 10-K for the year ended December 31, 2018.

Consistent with industry practice, the accompanying Condensed Consolidated Balance Sheets are unclassified due to the short-term nature of the Company's settlement obligations contrasted with the Company's ability to invest cash awaiting settlement in long-term investment securities.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from these estimates.

Recently Adopted Accounting Pronouncements

On January 1, 2019, the Company adopted a new accounting standard, as amended, that requires the Company to record assets and liabilities on the balance sheet for lease-related rights and obligations and disclose key information about its leasing arrangements. The Company elected the effective date method, utilized the modified retrospective approach upon adoption, and elected the package of practical expedients available under the new standard, including the expedients to not reassess whether an existing contract is a lease or contains a lease and whether the lease is an operating or finance lease. This new standard establishes a right-of-use ("ROU") model that requires the Company to recognize ROU assets and lease liabilities on the balance sheet for all leases with a term longer than 12 months at commencement of the lease. Refer to Note 6 for additional information and the related disclosures.

Accounting Pronouncements Not Yet Adopted

In June 2016, the Financial Accounting Standards Board issued a new accounting pronouncement regarding credit losses for financial instruments. The new standard requires entities to measure expected credit losses for certain financial assets held at the reporting date using a current expected credit loss model, which is based on historical experience, adjusted for current conditions and reasonable and supportable forecasts. Additionally, the standard requires certain credit losses relating to investment securities classified as available-for-sale to be recorded through an allowance for credit losses. The Company is required to adopt the new standard on January 1, 2020. The Company continues to evaluate the impact of the standard, but does not currently expect that it will have a material impact on the Company's consolidated financial statements upon adoption.

2. Revenue

The Company's revenues are primarily derived from consideration paid by customers to transfer money. These revenues vary by transaction based upon channel, send and receive locations, the principal amount sent, whether the money transfer involves different send and receive currencies, the difference between the exchange rate set by the Company to the customer and the rate available in the wholesale foreign exchange market, and speed of service, as applicable. The Company also offers several other services, including foreign exchange and payment services and other bill payment services, for which revenue is impacted by similar factors. For the substantial majority of the Company's revenues, the Company acts as the principal in transactions and reports revenue on a gross basis, as the Company controls the service at all times prior to transfer to the customer, is primarily responsible for fulfilling the customer contracts, has the risk of loss, and has the ability to establish transaction prices. Revenue is recognized net of any taxes collected from customers, which are subsequently remitted to governmental authorities.

The Company recognized $1,238.0 million and $1,332.2 million for the three months ended September 30, 2019 and 2018, and $3,788.4 million and $4,039.5 million for the nine months ended September 30, 2019 and 2018, in revenues from contracts with customers, respectively. There are no material upfront costs incurred to obtain contracts with customers. Under the Company's loyalty programs, which are primarily offered in its money transfer services, the Company must fulfill loyalty program rewards earned by customers. The loyalty program redemption activity has been and continues to be insignificant to the Company's results of operations, and the Company has immaterial contract liability balances, which primarily relate to its customer loyalty programs and other services. Contract asset balances related to customers were also immaterial as of the periods presented, as the Company typically receives payment of consideration from its customers prior to satisfying performance obligations under the customer contracts. In addition to revenue generated from contracts with customers, the Company recognizes revenue from other sources, including the sale of derivative financial instruments and investment income generated on settlement assets primarily related to money transfer and money order services.

The Company analyzes its different services individually to determine the appropriate basis for revenue recognition, as further described below. Revenues from consumer money transfers are included in the Company's Consumer-to-Consumer segment, revenues from foreign exchange and payment services are included in the Company's Business Solutions segment, and revenues from consumer bill payments and other services are not included in the Company's segments and are reported as Other. See Note 16 for further information on the Company's segments.

Consumer Money Transfers

For the Company's money transfer services, customers agree to the Company's terms and conditions at the time of initiating a transaction. In a money transfer, the Company has one performance obligation as the customer engages the Company to perform one integrated service which typically occurs within minutes — collect the customer's money and make funds available for payment to a designated person in the currency requested. Therefore, the Company recognizes revenue upon completion of the following: (i) the customer's acknowledgment of the Company's terms and conditions and payment information has been received by the Company, (ii) the Company has agreed to process the money transfer, (iii) the Company has provided the customer a unique transaction identification number, and (iv) funds are available to be picked up by the customer's designated receiving party. The transaction price is comprised of a transaction fee and the difference between the exchange rate set by the Company to the customer and the rate available in the wholesale foreign exchange market, as applicable, both of which are readily determinable at the time the transaction is initiated.

Foreign Exchange and Payment Services

For the Company's foreign exchange and payment services, customers agree to terms and conditions for all transactions, either at the time of initiating a transaction or signing a contract with the Company to provide payment services on the customer's behalf. In the majority of the Company's foreign exchange and payment services, the Company makes payments to the recipient to satisfy its performance obligation to the customer, and therefore, the Company recognizes revenue on foreign exchange and payment services when this performance obligation has been fulfilled. Revenues from foreign exchange and payment services are primarily comprised of the difference between the exchange rate set by the Company to the customer and the rate available in the wholesale foreign exchange market.

THE WESTERN UNION COMPANY

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)

Consumer Bill Payments

The Company offers several different bill payment services that vary by considerations such as: (i) who pays the fee to the Company (consumer or biller), (ii) whether the service is offered to all potential consumers, or only to those for which the Company has a relationship with the biller, and (iii) whether the service utilizes a physical agent network offered for consumers' convenience, among other factors. The determination of which party is the Company's customer for revenue recognition purposes is based on these considerations for each of the Company's bill payment services. For all transactions, the Company's customers agree to the Company's terms and conditions, either at the time of initiating a transaction (where the consumer is determined to be the customer for revenue recognition purposes) or upon signing a contract with the Company to provide services on the biller's behalf (where the biller is determined to be the customer for revenue recognition purposes). As with consumer money transfers, customers engage the Company to perform one integrated service — collect money from the consumer and process the bill payment transaction, thereby providing the billers real-time or near real-time information regarding their customers' payments and simplifying the billers' collection efforts. The significant majority of the Company's revenues from bill payment services are generated from contracts to process transactions at any time during the duration of the contract. In May 2019, the Company sold a substantial majority of its United States based electronic bill payments services, as discussed in Note 4.

Management has determined that the significant majority of the Company's revenue is recognized at a point in time. The following tables represent the disaggregation of revenue earned from contracts with customers by product type and region for the three and nine months ended September 30, 2019 and 2018 (in millions). The regional split of revenue shown in the tables below is based upon where transactions are initiated.

	Three Months Ended September 30, 2019				
	Consumer Money Transfers	Foreign Exchange and Payment Services	Consumer Bill Payments [c]	Other Services	Total
Regions:					
North America	$ 415.2	$ 26.7	$ 23.4	$ 13.6	$ 478.9
Europe and Russia/CIS	338.6	32.7	0.8	1.3	373.4
Middle East, Africa, and South Asia	164.7	0.4	0.1	—	165.2
Latin America and the Caribbean	99.2	0.8	34.2	3.9	138.1
East Asia and Oceania	64.7	17.3	0.4	—	82.4
Revenues from contracts with customers	$ 1,082.4	$ 77.9	$ 58.9	$ 18.8	$ 1,238.0
Other revenues [a]	30.6	22.7	9.2	6.4	68.9
Total revenues [b]	$ 1,113.0	$ 100.6	$ 68.1	$ 25.2	$ 1,306.9

	Nine Months Ended September 30, 2019				
	Consumer Money Transfers	Foreign Exchange and Payment Services	Consumer Bill Payments [c]	Other Services	Total
Regions:					
North America	$ 1,235.0	$ 72.1	$ 199.6	$ 42.2	$ 1,548.9
Europe and Russia/CIS	1,001.6	96.2	2.3	3.2	1,103.3
Middle East, Africa, and South Asia	477.9	1.4	0.3	—	479.6
Latin America and the Caribbean	293.3	2.8	100.1	11.5	407.7
East Asia and Oceania	196.6	51.2	1.1	—	248.9
Revenues from contracts with customers	$ 3,204.4	$ 223.7	$ 303.4	$ 56.9	$ 3,788.4
Other revenues [a]	78.4	68.1	30.0	19.5	196.0
Total revenues [b]	$ 3,282.8	$ 291.8	$ 333.4	$ 76.4	$ 3,984.4

THE WESTERN UNION COMPANY

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)

	Three Months Ended September 30, 2018				
	Consumer Money Transfers	Foreign Exchange and Payment Services	Consumer Bill Payments (c)	Other Services	Total
Regions:					
North America	$ 407.0	$ 25.8	$ 112.9	$ 14.0	$ 559.7
Europe and Russia/CIS	349.4	35.2	0.9	1.2	386.7
Middle East, Africa, and South Asia	157.8	0.7	0.1	—	158.6
Latin America and the Caribbean	95.7	1.0	34.7	3.2	134.6
East Asia and Oceania	74.9	17.3	0.4	—	92.6
Revenues from contracts with customers	$ 1,084.8	$ 80.0	$ 149.0	$ 18.4	$ 1,332.2
Other revenues (a)	22.6	20.2	7.4	5.4	55.6
Total revenues (b)	$ 1,107.4	$ 100.2	$ 156.4	$ 23.8	$ 1,387.8

	Nine Months Ended September 30, 2018				
	Consumer Money Transfers	Foreign Exchange and Payment Services	Consumer Bill Payments (c)	Other Services	Total
Regions:					
North America	$ 1,218.1	$ 74.5	$ 351.5	$ 43.1	$ 1,687.2
Europe and Russia/CIS	1,051.1	98.1	2.5	3.2	1,154.9
Middle East, Africa, and South Asia	489.7	1.0	0.3	—	491.0
Latin America and the Caribbean	288.8	2.0	122.0	10.1	422.9
East Asia and Oceania	230.1	52.1	1.3	—	283.5
Revenues from contracts with customers	$ 3,277.8	$ 227.7	$ 477.6	$ 56.4	$ 4,039.5
Other revenues (a)	48.1	62.3	22.0	16.4	148.8
Total revenues (b)	$ 3,325.9	$ 290.0	$ 499.6	$ 72.8	$ 4,188.3

(a) Includes revenue from the sale of derivative financial instruments, investment income generated on settlement assets primarily related to money transfer and money order services, and other sources.
(b) Revenues from "Consumer money transfers" are included in the Company's Consumer-to-Consumer segment, revenues from "Foreign exchange and payment services" are included in the Company's Business Solutions segment, and revenues from "Consumer bill payments" and "Other services" are not included in the Company's segments and are reported as Other. See Note 16 for further information on the Company's segments.
(c) On February 28, 2019, the Company entered into an agreement with ACI Worldwide Corp. and ACW Worldwide, Inc. to sell its United States electronic bill payments business known as "Speedpay," and closed the transaction on May 9, 2019. Included within North America revenues are Speedpay revenues of $85.3 million for the three months ended September 30, 2018, and $125.4 million and $267.7 million for the nine months ended September 30, 2019 and 2018, respectively.

3. Earnings Per Share

The calculation of basic earnings per share is computed by dividing net income available to common stockholders by the weighted-average number of shares of common stock outstanding for the period. Outstanding options to purchase Western Union stock and unvested shares of restricted stock are excluded from basic shares outstanding. Diluted earnings per share reflects the potential dilution that could occur if outstanding stock options at the presented dates are exercised and shares of restricted stock have vested, using the treasury stock method. The treasury stock method assumes proceeds from the exercise price of stock options and the unamortized compensation expense of options and restricted stock are available to acquire shares at an average market price throughout the period, and therefore, reduce the dilutive effect.

Shares excluded from the diluted earnings per share calculation under the treasury stock method, primarily due to outstanding options to purchase shares of Western Union stock, as their exercise prices were above the Company's weighted-average share price during the periods and their effect was anti-dilutive, were 0.5 million and 2.2 million for the three months ended September 30, 2019 and 2018, respectively, and 2.4 million and 2.0 million for the nine months ended September 30, 2019 and 2018, respectively.

The following table provides the calculation of diluted weighted-average shares outstanding (in millions):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2019	2018	2019	2018
Basic weighted-average shares outstanding	423.3	446.8	430.3	454.8
Common stock equivalents	3.5	2.2	2.7	2.6
Diluted weighted-average shares outstanding	426.8	449.0	433.0	457.4

4. Divestitures and Assets Held For Sale

On February 28, 2019, the Company entered into an agreement with ACI Worldwide Corp. and ACW Worldwide, Inc. ("ACI") to sell its United States electronic bill payments business known as "Speedpay," which had been included as a component of Other in the Company's segment reporting. The Company received approximately $750 million and recorded a pre-tax gain on the sale of approximately $523 million, which is included in Gain on divestitures of businesses in the accompanying Condensed Consolidated Statements of Income, in the all-cash transaction that closed on May 9, 2019. In the third quarter of 2019, the working capital calculation, pursuant to the divestiture agreement, was completed and resulted in the Company transferring approximately $21 million to ACI. Speedpay revenues included in the Company's results were $85.3 million for the three months ended September 30, 2018, and $125.4 million and $267.7 million for the nine months ended September 30, 2019 and 2018, respectively. Speedpay direct operating expenses were $62.0 million for the three months ended September 30, 2018, and $98.2 million and $189.7 million for the nine months ended September 30, 2019 and 2018, respectively.

On May 6, 2019, the Company completed the sale of Paymap Inc. ("Paymap"), which provides electronic mortgage bill payment services, for contingent consideration and immaterial cash proceeds received at closing. The Company recorded an immaterial pre-tax gain related to this sale during the nine months ended September 30, 2019.

Property and equipment related to the Company's former headquarters of $35.6 million, which is net of accumulated depreciation of $35.1 million, is included in Other assets in the accompanying Condensed Consolidated Balance Sheets as of September 30, 2019, as the Company has classified this property and equipment as held for sale.

5. Restructuring-Related Expenses

On August 1, 2019, the Company's Board of Directors approved a plan to change the Company's operating model and improve its business processes and cost structure by reorganizing the Company's senior management, including those managers reporting to the chief executive officer, reducing its headcount, and consolidating various facilities. If implemented as currently planned, the Company expects to incur approximately $150 million of total expenses in 2019 and 2020, with approximately $110 million related to severance and employee-related benefits and approximately $40 million related to costs associated with the relocation of various operations to other Company facilities, costs related to facility closures, lease terminations, consulting, and other expenses. Substantially all of these expenses are expected to be paid in cash. The foregoing figures are the Company's estimates and are subject to change as the plan is anticipated to be completed by the end of 2020.

THE WESTERN UNION COMPANY

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)

While certain of the expenses may be identifiable to the Company's segments, primarily to the Company's Consumer-to-Consumer segment, the expenses are not included in the measurement of segment operating income provided to the Chief Operating Decision Maker ("CODM") for purposes of performance assessment and resource allocation. These expenses are therefore excluded from the Company's segment operating income results. These expenses are specific to this initiative; however, the types of expenses related to this initiative are similar to expenses that the Company has previously incurred and can reasonably be expected to incur in the future.

The following table summarizes the activity for the nine months ended September 30, 2019 for expenses related to the restructuring accruals, which are included in Accounts payable and accrued liabilities in the Company's Condensed Consolidated Balance Sheet as of September 30, 2019 (in millions):

	Severance and Related Employee Benefits	Facility Relocations and Closures, Consulting, and Other	Total
Balance, December 31, 2018	$ —	$ —	$ —
Expenses [(a)]	88.4	10.5	98.9
Cash payments	(10.9)	(5.7)	(16.6)
Non-cash benefits/(charges) [(a)]	1.6	(4.2)	(2.6)
Balance, September 30, 2019	$ 79.1	$ 0.6	$ 79.7

(a) Non-cash benefits/(charges) include non-cash write-offs and accelerated depreciation of ROU assets and leasehold improvements and a non-cash benefit for adjustments to stock compensation for awards forfeited by employees. These amounts have been removed from the liability balance in the table above as they do not impact the restructuring accruals.

The following table presents restructuring-related expenses as reflected in the Condensed Consolidated Statements of Income (in millions):

	Three Months Ended September 30, 2019	Nine Months Ended September 30, 2019
Cost of services	$ 33.9	$ 33.9
Selling, general, and administrative	57.6	65.0
Total expenses, pre-tax	$ 91.5	$ 98.9
Total expenses, net of tax	$ 71.7	$ 77.7

6. Leases

The Company leases real properties for use as administrative and sales offices, in addition to automobiles and office equipment. The Company determines if a contract contains a lease arrangement at the inception of the contract. For leases in which the Company is the lessee, leases are classified as either finance or operating, with classification affecting the pattern of expense recognition. Operating lease ROU assets are initially measured at the present value of lease payments over the lease term plus initial direct costs, if any. If a lease does not provide a discount rate and the rate cannot be readily determined, an incremental borrowing rate is used to determine the future lease payments. Lease and variable non-lease components within the Company's lease agreements are accounted for separately. The Company has no material leases in which the Company is the lessor.

Substantially all of the Company's leasing arrangements are classified as operating leases, for which expense is recognized on a straight-line basis. As of September 30, 2019, the total ROU asset and lease liability were $203.3 million and $249.3 million, respectively, and were included in Other assets and Other liabilities, respectively, in the Company's Condensed Consolidated Balance Sheets. The Company's finance leases were not material as of September 30, 2019. Cash paid for operating lease liabilities is recorded as Cash flows from operating activities in the Company's Condensed Consolidated Statements of Cash Flows. For the three and nine months ended September 30, 2019, operating lease costs were $13.6 million and $42.9 million, respectively, which were included within Operating income in the Company's Condensed Consolidated Statements of Income. Short-term and variable lease costs were not material for the three and nine months ended September 30, 2019.

The Company's leases have remaining terms from less than 1 year to 12 years. Certain of these leases contain escalation provisions and/or renewal options, giving the Company the right to extend the lease by up to 12 years. However, a substantial majority of these options are not reflected in the calculation of the ROU asset and lease liability due to uncertainty surrounding the likelihood of renewal.

The following table summarizes the weighted-average lease term and discount rate for operating lease liabilities:

	September 30, 2019
Weighted-average remaining lease term (in years)	7.6
Weighted-average discount rate	6.6 %

The following table represents maturities of operating lease liabilities as of September 30, 2019 (in millions):

Due within 1 year	$ 52.9
Due after 1 year through 2 years	47.3
Due after 2 years through 3 years	40.1
Due after 3 years through 4 years	34.0
Due after 4 years through 5 years	30.9
Due after 5 years	107.4
Total lease payments	312.6
Less imputed interest	(63.3)
Total operating lease liabilities	$ 249.3

7. Fair Value Measurements

Fair value, as defined by the relevant accounting standards, represents the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. For additional information on how the Company measures fair value, refer to the Company's consolidated financial statements within the Company's Annual Report on Form 10-K for the year ended December 31, 2018.

THE WESTERN UNION COMPANY

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)

The following tables present the Company's assets and liabilities which are measured at fair value on a recurring basis, by balance sheet line item (in millions):

September 30, 2019	Fair Value Measurement Using Level 1	Level 2	Level 3	Assets/ Liabilities at Fair Value
Assets:				
Settlement assets:				
Measured at fair value through net income:				
Money market funds	$ 30.7	$ —	$ —	$ 30.7
Measured at fair value through other comprehensive income:				
State and municipal debt securities	—	1,232.0	—	1,232.0
State and municipal variable rate demand notes	—	213.2	—	213.2
United States government agency mortgage-backed securities	—	70.3	—	70.3
Corporate debt securities	—	43.9	—	43.9
Other United States government agency debt securities	—	34.8	—	34.8
United States Treasury securities	10.1	—	—	10.1
Other assets:				
Derivatives	—	268.8	—	268.8
Total assets	$ 40.8	$ 1,863.0	$ —	$ 1,903.8
Liabilities:				
Other liabilities:				
Derivatives	$ —	$ 186.9	$ —	$ 186.9
Total liabilities	$ —	$ 186.9	$ —	$ 186.9

December 31, 2018	Fair Value Measurement Using Level 1	Level 2	Level 3	Assets/ Liabilities at Fair Value
Assets:				
Cash and cash equivalents:				
Measured at fair value through net income:				
Money market funds	$ 27.0	$ —	$ —	$ 27.0
Settlement assets:				
Measured at fair value through net income:				
Money market funds	23.9	—	—	23.9
Measured at fair value through other comprehensive income:				
State and municipal debt securities	—	962.7	—	962.7
State and municipal variable rate demand notes	—	168.7	—	168.7
Corporate and other debt securities	—	69.5	—	69.5
United States Treasury securities	9.7	—	—	9.7
Other assets:				
Derivatives	—	245.5	—	245.5
Total assets	$ 60.6	$ 1,446.4	$ —	$ 1,507.0
Liabilities:				
Other liabilities:				
Derivatives	$ —	$ 176.2	$ —	$ 176.2
Total liabilities	$ —	$ 176.2	$ —	$ 176.2

No material non-recurring fair value adjustments were recorded during the three and nine months ended September 30, 2019 and 2018.

Other Fair Value Measurements

The carrying amounts for many of the Company's financial instruments, including certain cash and cash equivalents, settlement cash and cash equivalents, and settlement receivables and obligations approximate fair value due to their short maturities. The Company's borrowings are classified as Level 2 in the fair value hierarchy, and the aggregate fair value of these borrowings was based on quotes from multiple banks and excluded the impact of related interest rate swaps. Fixed-rate notes are carried in the Company's Condensed Consolidated Balance Sheets at their original issuance values as adjusted over time to accrete that value to par, except for portions of notes hedged by these interest rate swaps, as disclosed in Note 12. As of September 30, 2019, the carrying value and fair value of the Company's borrowings were $3,248.0 million and $3,383.0 million, respectively (see Note 13). As of December 31, 2018, the carrying value and fair value of the Company's borrowings were $3,433.7 million and $3,394.6 million, respectively.

The Company holds investments in foreign corporate debt securities that are classified as held-to-maturity securities within Level 2 of the fair value hierarchy and are recorded at amortized cost in Other assets in the Company's Condensed Consolidated Balance Sheets. As of September 30, 2019, both the carrying value and fair value of the Company's foreign corporate debt securities were $5.5 million. As of December 31, 2018, both the carrying value and fair value of the Company's foreign corporate debt securities were $32.9 million.

8. Commitments and Contingencies

Letters of Credit and Bank Guarantees

The Company had approximately $335 million in outstanding letters of credit and bank guarantees as of September 30, 2019 that are primarily held in connection with safeguarding consumer funds, lease arrangements, and certain agent agreements. The letters of credit and bank guarantees have expiration dates through 2024, with many having a one-year renewal option. The Company expects to renew the letters of credit and bank guarantees prior to expiration in most circumstances. These letters of credit and bank guarantees exclude guarantees that the Company may provide as part of its legal matters, as described below.

Litigation and Related Contingencies

The Company is subject to certain claims and litigation that could result in losses, including damages, fines and/or civil penalties, which could be significant, and in some cases, criminal charges. The Company regularly evaluates the status of legal matters to assess whether a loss is probable and reasonably estimable in determining whether an accrual is appropriate. Furthermore, in determining whether disclosure is appropriate, the Company evaluates each legal matter to assess if there is at least a reasonable possibility that a loss or additional loss may have been incurred and whether an estimate of possible loss or range of loss can be made. Unless otherwise specified below, the Company believes that there is at least a reasonable possibility that a loss or additional loss may have been incurred for each of the matters described below.

For those matters that the Company believes there is at least a reasonable possibility that a loss or additional loss may have been incurred and can reasonably estimate the loss or potential loss, the reasonably possible potential litigation losses in excess of the Company's recorded liability for probable and estimable losses was approximately $30 million as of September 30, 2019. For the remaining matters, management is unable to provide a meaningful estimate of the possible loss or range of loss because, among other reasons: (i) the proceedings are in preliminary stages; (ii) specific damages have not been sought; (iii) damage claims are unsupported and/or unreasonable; (iv) there is uncertainty as to the outcome of pending appeals or motions; (v) there are significant factual issues to be resolved; or (vi) novel legal issues or unsettled legal theories are being asserted.

The outcomes of legal actions are unpredictable and subject to significant uncertainties, and it is inherently difficult to determine whether any loss is probable or even possible. It is also inherently difficult to estimate the amount of any loss and there may be matters for which a loss is probable or reasonably possible but not currently estimable. Accordingly, actual losses may be in excess of the established liability or the range of reasonably possible loss.

United States Department of Justice, Federal Trade Commission, Financial Crimes Enforcement Network, and State Attorneys General Settlements

In late November 2016, the Company entered into discussions with the United States Department of Justice (the “DOJ”), the United States Attorney’s Office for the Central District of California ("USAO-CDCA"), the United States Attorney’s Office for the Eastern District of Pennsylvania ("USAO-EDPA"), the United States Attorney’s Office for the Middle District of Pennsylvania ("USAO-MDPA"), and the United States Attorney’s Office for the Southern District of Florida (“USAO-SDFL”) to resolve the investigations by the USAO-CDCA, USAO-EDPA, USAO-MDPA, and USAO-SDFL (collectively, the “USAOs”). On January 19, 2017, the Company announced that it, or its subsidiary Western Union Financial Services, Inc. (“WUFSI”), had entered into 1) a Deferred Prosecution Agreement (the “DPA”) with the DOJ and the USAOs; 2) a Stipulated Order for Permanent Injunction and Final Judgment (the “Consent Order”) with the United States Federal Trade Commission (“FTC”) resolving claims by the FTC alleging unfair acts and practices under the Federal Trade Commission Act and for violations of the FTC Telemarketing Sales Rule; and 3) a Consent to the Assessment of Civil Money Penalty with the Financial Crimes Enforcement Network (“FinCEN”) of the United States Department of Treasury (the “FinCEN Agreement”), to resolve the respective investigations of those agencies. FinCEN provided notice to the Company dated December 16, 2016 of its investigation regarding possible violations of the United States Bank Secrecy Act ("BSA"). On January 31, 2017, the Company entered into assurances of discontinuance/assurances of voluntary compliance with the attorneys general of 49 U.S. states and the District of Columbia named therein to resolve investigations by the state attorneys general, which sought information and documents relating to money transfers sent from the United States to certain countries, consumer fraud complaints that the Company had received and the Company’s procedures to help identify and prevent fraudulent transfers. On April 12, 2017, the Company settled with the one remaining state attorney general under effectively the same terms as the January 31, 2017 agreement with no additional monetary payment required. The agreements with the state attorneys general are collectively referred to herein as the "State AG Agreement." The DPA, Consent Order, FinCEN Agreement, and State AG Agreement are collectively referred to herein as the "Joint Settlement Agreements."

Pursuant to the DPA, the USAOs filed a two-count criminal information in the United States District Court for the Middle District of Pennsylvania, charging the Company with aiding and abetting wire fraud and willfully failing to implement an effective anti-money laundering ("AML") program. The USAOs agreed that if the Company fully complies with all of its obligations under the DPA, the USAOs will, at the conclusion of the DPA’s term, seek dismissal with prejudice of the criminal information filed against the Company.

Under the Joint Settlement Agreements, the Company was required to 1) pay an aggregate amount of $586 million to the DOJ to be used to reimburse consumers who were the victims of third-party fraud conducted through the Company’s money transfer services (the “Compensation Payment”); 2) pay an aggregate amount of $5 million to the State Attorneys General to reimburse investigative, enforcement, and other costs; and 3) retain an independent compliance auditor for three years to review and assess actions taken by the Company under the Consent Order to further enhance its oversight of agents and protection of consumers. The FinCEN Agreement also set forth a civil penalty of $184 million, the full amount of which was deemed satisfied by the Compensation Payment, without any additional payment or non-monetary obligations. No separate payment to the FTC was required under the Joint Settlement Agreements. The Company paid the Compensation Payment and the aggregate amount due to the State Attorneys General during 2017.

The Joint Settlement Agreements also require, among other things, the Company to adopt certain new or enhanced practices with respect to its compliance program relating to consumer reimbursement, agent due diligence, agent training, monitoring, reporting, and record-keeping by the Company and its agents, consumer fraud disclosures, agent suspensions and terminations, and other items. The changes in the Company’s compliance program required by the Joint Settlement

Agreements have had and are expected to have adverse effects on the Company’s business, including additional costs and potential loss of business. The Company has faced (as described below) and could also face additional actions from other regulators as a result of the Joint Settlement Agreements. Further, if the Company fails to comply with the Joint Settlement Agreements, it could face criminal prosecution, civil litigation, significant fines, damage awards or other regulatory consequences. Any or all of these outcomes could have a material adverse effect on the Company’s business, financial condition, results of operations, and cash flows.

Shareholder Derivative Actions

On January 13, 2014, Natalie Gordon served the Company with a Verified Shareholder Derivative Complaint and Jury Demand that was filed in District Court, Douglas County, Colorado naming the Company’s President and Chief Executive Officer, one of its former executive officers, one of its former directors, and all but one of its current directors as individual defendants, and the Company as a nominal defendant. The complaint asserts claims for breach of fiduciary duty and gross mismanagement against all of the individual defendants and unjust enrichment against the President and Chief Executive Officer and the former executive officer based on allegations that between February 12, 2012 to October 30, 2012, the individual defendants made or caused the Company to issue false and misleading statements or failed to make adequate disclosures regarding the effects of a settlement agreement signed on February 11, 2010 between WUFSI and the State of Arizona regarding WUFSI’s AML compliance programs along the United States and Mexico border ("Southwest Border Agreement"), including regarding the anticipated costs of compliance with the Southwest Border Agreement, potential effects on business operations, and Company projections. Plaintiff also alleges that the individual defendants caused or allowed the Company to lack requisite internal controls, caused or allowed financial statements to be misstated, and caused the Company to be subject to the costs, expenses and liabilities associated with City of Taylor Police and Fire Retirement System v. The Western Union Company, et al., a lawsuit that was subsequently renamed and dismissed. Plaintiff further alleges that the Company’s President and Chief Executive Officer and the former executive officer received excessive compensation based on the allegedly inaccurate financial statements. On March 12, 2014, the Court entered an order granting the parties’ joint motion to stay proceedings in the case during the pendency of certain of the shareholder derivative actions described below. On February 13, 2019, the case was administratively closed, although the Court indicated that a motion could be filed to re-open the matter. On September 16, 2019, the Court dismissed the case.

In 2014, Stanley Lieblein, R. Andre Klein, City of Cambridge Retirement System, Mayar Fund Ltd, Louisiana Municipal Police Employees’ Retirement System, MARTA/ATU Local 732 Employees Retirement Plan, and The Police Retirement System of St. Louis filed shareholder derivative complaints in the United States District Court for the District of Colorado (or were removed to the United States District Court for the District of Colorado) naming the Company’s President and Chief Executive Officer and certain current and former directors and a former executive officer as individual defendants, and the Company as a nominal defendant. On January 5, 2015, the court entered an order consolidating the actions and appointing City of Cambridge Retirement System and MARTA/ATU Local 732 Employees Retirement Plan as co-lead plaintiffs. On February 4, 2015, co-lead plaintiffs filed a verified consolidated shareholder derivative complaint naming the Company’s President and Chief Executive Officer and nine current or former executive officers and directors as individual defendants, and the Company as a nominal defendant. The consolidated complaint asserts separate claims for breach of fiduciary duty against the director defendants and the officer defendants, claims against all of the individual defendants for violations of section 14(a) of the Securities Exchange Act of 1934 ("Exchange Act"), corporate waste and unjust enrichment, and a claim against the former executive officer for breach of fiduciary duties for insider selling and misappropriation of information. The breach of fiduciary duty claim against the director defendants includes allegations that they declined to implement an effective AML compliance system after receiving numerous red flags indicating prolonged willful illegality, obstructed the efforts of the monitor assigned to the Company pursuant to the Southwest Border Agreement to impose effective compliance systems on the Company, failed to take action in response to alleged Western Union management efforts to undermine the monitor, reappointed the same directors to the Audit Committee and Corporate Governance and Public Policy Committees constituting a majority of those committees between 2006 and 2014, appointed a majority of directors to the Compliance Committee who were directly involved in overseeing the alleged misconduct as members of the Audit Committee and the Corporate Governance and Public Policy Committee, caused the

Company to materially breach the Southwest Border Agreement, caused the Company to repurchase its stock at artificially inflated prices, awarded the Company's senior executives excessive compensation despite their responsibility for the Company's alleged willful non-compliance with state and federal AML laws, and failed to prevent the former executive officer from misappropriating and profiting from nonpublic information when making allegedly unlawful stock sales. The breach of fiduciary duty claim against the officer defendants includes allegations that they caused the Company and allowed its agents to ignore the recording and reporting requirements of the BSA and parallel AML laws and regulations for a prolonged period of time, authorized and implemented AML policies and practices that they knew or should have known to be inadequate, caused the Company to fail to comply with the Southwest Border Agreement and refused to implement and maintain adequate internal controls.

The claim for violations of section 14(a) of the Exchange Act includes allegations that the individual defendants caused the Company to issue proxy statements in 2012, 2013 and 2014 containing materially incomplete and inaccurate disclosures - in particular, by failing to disclose the extent to which the Company's financial results depended on the non-compliance with AML requirements, the Board's awareness of the regulatory and criminal enforcement actions in real time pursuant to the 2003 Consent Agreement with the California Department of Financial Institutions and that the directors were not curing violations and preventing misconduct, the extent to which the Board considered the flood of increasingly severe red flags in their determination to re-nominate certain directors to the Audit Committee between 2006 and 2010, and the extent to which the Board considered ongoing regulatory and criminal investigations in awarding multi-million dollar compensation packages to senior executives. The corporate waste claim includes allegations that the individual defendants paid or approved the payment of undeserved executive and director compensation based on the illegal conduct alleged in the consolidated complaint, which exposed the Company to civil liabilities and fines. The corporate waste claim also includes allegations that the individual defendants made improper statements and omissions, which forced the Company to expend resources in defending itself in City of Taylor Police and Fire Retirement System v. The Western Union Company, et al., a lawsuit that was subsequently renamed and dismissed, authorized the repurchase of over $1.565 billion of the Company's stock at prices they knew or recklessly were aware, were artificially inflated, failed to maintain sufficient internal controls over the Company's marketing and sales process, failed to consider the interests of the Company and its shareholders, and failed to conduct the proper supervision. The claim for unjust enrichment includes allegations that the individual defendants derived compensation, fees and other benefits from the Company and were otherwise unjustly enriched by their wrongful acts and omissions in managing the Company. The claim for breach of fiduciary duties for insider selling and misappropriation of information includes allegations that the former executive sold Company stock while knowing material, nonpublic information that would have significantly reduced the market price of the stock. On March 16, 2015, the defendants filed a motion to dismiss the consolidated complaint. On March 31, 2016, the Court entered an order granting the defendants' collective motion to dismiss without prejudice, denying as moot a separate motion to dismiss that was filed by the former executive officer, and staying the order for 30 days, within which plaintiffs could file an amended complaint that cured the defects noted in the order. On May 2, 2016, co-lead plaintiffs filed a verified amended consolidated shareholder derivative complaint naming the Company's President and Chief Executive Officer, six of its current directors (including the Company's President and Chief Executive Officer, who also serves as a director) and three of its former directors as individual defendants, and the Company as a nominal defendant. The amended complaint, among other things, drops the claims against the former executive officer named in the prior complaint, realleges and narrows the breach of fiduciary duty claims, and drops the remaining claims. On June 15, 2016, defendants filed a motion to dismiss the amended consolidated shareholder derivative complaint. On August 1, 2016, plaintiffs filed an opposition to the motion to dismiss. On September 1, 2016, defendants filed a reply brief in support of the motion to dismiss. On February 24, 2017, plaintiffs filed a motion to supplement the amended complaint with allegations relating to the DPA, the criminal information filed in the United States District Court for the Middle District of Pennsylvania, and the FTC's January 19, 2017 Complaint for Permanent Injunctive and Other Equitable Relief and the Consent Order referenced in the *United States Department of Justice, Federal Trade Commission, Financial Crimes Enforcement Network, and State Attorneys General Settlements* section above. The same day, the Court granted plaintiffs' request to supplement the complaint, ordered them to file a second amended complaint, denied without prejudice defendants' motion to dismiss and granted defendants leave to renew the motion to dismiss. On March 17, 2017, plaintiffs filed a second amended derivative complaint. On September 29, 2017, the Court granted defendants' motion to dismiss the second amended derivative complaint. On December 19, 2017, plaintiffs filed an appeal brief in the United

States Court of Appeals for the Tenth Circuit, seeking reversal of the dismissal, to which the Company filed an opposition on February 20, 2018. Plaintiffs filed a reply brief on March 30, 2018. On April 16, 2019, the United States Court of Appeals for the Tenth Circuit affirmed the dismissal of the second amended derivative complaint.

Other Matters

On March 12, 2014, Jason Douglas filed a purported class action complaint in the United States District Court for the Northern District of Illinois asserting a claim under the Telephone Consumer Protection Act, 47 U.S.C. § 227, et seq., based on allegations that since 2009, the Company has sent text messages to class members' wireless telephones without their consent. During the first quarter of 2015, the Company's insurance carrier and the plaintiff reached an agreement to create an $8.5 million settlement fund that will be used to pay all class member claims, class counsel's fees and the costs of administering the settlement. The agreement has been signed by the parties and, on November 10, 2015, the Court granted preliminary approval to the settlement. On January 9, 2018, plaintiff filed a motion requesting decisions on its pending motion to approve the settlement and motion for attorneys' fees, costs, and incentive award. On August 31, 2018, the Court issued an order approving the settlement, in which the Court modified the class definition slightly and ordered the parties to provide additional notice to the class. The Company accrued an amount equal to the retention under its insurance policy in previous quarters and believes that any amounts in excess of this accrual will be covered by the insurer. However, if the Company's insurer is unable to or refuses to satisfy its obligations under the policy or the parties are unable to reach a definitive agreement or otherwise agree on a resolution, the Company's financial condition, results of operations, and cash flows could be adversely impacted. As the parties have reached an agreement in this matter, the Company believes that the potential for additional loss in excess of amounts already accrued is remote.

In October 2015, Consumidores Financieros Asociación Civil para su Defensa, an Argentinian consumer association, filed a purported class action lawsuit in Argentina's National Commercial Court No. 19 against the Company's subsidiary Western Union Financial Services Argentina S.R.L. ("WUFSA"). The lawsuit alleges, among other things, that WUFSA's fees for money transfers sent from Argentina are excessive and that WUFSA does not provide consumers with adequate information about foreign exchange rates. The plaintiff is seeking, among other things, an order requiring WUFSA to reimburse consumers for the fees they paid and the foreign exchange revenue associated with money transfers sent from Argentina, plus punitive damages. The complaint does not specify a monetary value of the claim or a time period. In November 2015, the Court declared the complaint formally admissible as a class action. The notice of claim was served on WUFSA in May 2016, and in June 2016 WUFSA filed a response to the claim and moved to dismiss it on statute of limitations and standing grounds. In April 2017, the Court deferred ruling on the motion until later in the proceedings. The process for notifying potential class members has been completed and the case is currently in the evidentiary stage. Due to the stage of this matter, the Company is unable to predict the outcome or the possible loss or range of loss, if any, associated with this matter. WUFSA intends to defend itself vigorously.

On February 22, 2017, the Company, its President and Chief Executive Officer, its Chief Financial Officer, and a former executive officer of the Company were named as defendants in two purported class action lawsuits, both of which asserted claims under section 10(b) of the Exchange Act and Securities and Exchange Commission rule 10b-5 and section 20(a) of the Exchange Act. On May 3, 2017, the two cases were consolidated by the United States District Court for the District of Colorado under the caption Lawrence Henry Smallen and Laura Anne Smallen Revocable Living Trust et al. v. The Western Union Company et al., Civil Action No. 1:17-cv-00474-KLM (D. Colo.). On September 6, 2017, the Court appointed Lawrence Henry Smallen and Laura Anne Smallen Revocable Living Trust as the lead plaintiff. On November 6, 2017, the plaintiffs filed a consolidated amended complaint ("Amended Complaint") that, among other things, added two other former executive officers as defendants, one of whom subsequently was voluntarily dismissed by the plaintiffs. The Amended Complaint asserts claims under section 10(b) of the Exchange Act and Securities and Exchange Commission rule 10b-5 and section 20(a) of the Exchange Act, and alleges that, during the purported class period of February 24, 2012, through May 2, 2017, the defendants made false or misleading statements or failed to disclose purported adverse material facts regarding, among other things, the Company's compliance with AML and anti-fraud regulations, the status and likely outcome of certain governmental investigations targeting the Company, the reasons behind the Company's decisions to make certain regulatory enhancements, and the Company's premium pricing. The defendants filed a motion to dismiss the complaint on January 16, 2018, and on March 27, 2019, the Court dismissed the action in its entirety with prejudice and entered final judgment in the defendants' favor on March 28, 2019. On April 26, 2019, plaintiffs filed a notice of appeal to the U.S. Court of Appeals for the Tenth Circuit. On June 24, 2019, plaintiffs filed their opening brief on appeal. Plaintiffs did not appeal the dismissal of one former executive officer and only appealed the district court's conclusion that the remaining defendants did not make statements concerning the Company's compliance programs with the requisite intent. Due to the stage of this matter, the Company is unable to predict the outcome, or the possible loss or range of loss, if any, which could be associated with it. The Company and the individual defendants intend to vigorously defend themselves in this matter.

On February 13, 2017, the Company's subsidiary, Western Union Payment Services Ireland Limited ("WUPSIL"), was served with a writ of accusation from the National Court of Spain. The writ charges 98 former Western Union money transfer agents or agent representatives with fraud and money laundering in connection with consumer fraud scams they allegedly perpetrated using Western Union money transfer transactions. The writ also names WUPSIL as a civil defendant, allegedly responsible under Spanish law to pay any portion of the alleged amount in victim losses that cannot be repaid by any of the criminal defendants who are convicted. In accordance with Spanish law, on January 4, 2018, the Company, through its subsidiary Western Union International Limited, provided a corporate guaranty in an amount of approximately €23 million to cover any liability that could theoretically attach to WUPSIL. On October 3, 2019, WUPSIL signed a settlement agreement with the Spanish prosecutor that extinguishes WUPSIL's civil liability for the fraud scams at issue by stating that the liability has already been covered by the Compensation Payment under the DPA. On October 8, 2019, WUPSIL filed a motion requesting release of the corporate guarantee. On October 14, 2019, the case was remitted for decision and final judgment, which remains pending.

On March 31, 2017, the Company received a request for the production of documents from the New York State Department of Financial Services (the "NYDFS"), following up on a meeting the Company had with the NYDFS on March 7, 2017. The requests pertain to the Company's oversight of one current and two former Western Union agents located in New York state. The two former agents were identified in the DPA described in the United States Department of Justice, Federal Trade Commission, Financial Crimes Enforcement Network, and State Attorneys General Settlements section above, and were terminated as agents by the Company prior to 2013. On July 28, 2017, the NYDFS informed the Company that the facts set forth in the DPA regarding the Company's anti-money laundering programs over the 2004 through 2012 period gave the NYDFS a basis to take additional enforcement action. On January 4, 2018, the Company's subsidiary, WUFSI, and the NYDFS agreed to a consent order (the "NYDFS Consent Order"), which resolved the NYDFS investigation into these matters. Under the NYDFS Consent Order, the Company was required, among other things, to pay to the NYDFS a civil monetary penalty of $60 million, which the Company paid on January 12, 2018. The NYDFS Consent Order also imposes certain non-monetary obligations, including a requirement to provide to the NYDFS a remediation plan within 90 days after the date of the NYDFS Consent Order, which the Company provided on April 4, 2018.

On April 26, 2018, the Company, its WUFSI subsidiary, its President and Chief Executive Officer, and various "Doe Defendants" (purportedly including Western Union officers, directors, and agents) were named as defendants in a purported class action lawsuit asserting claims for alleged violations of civil Racketeer Influenced and Corrupt Organizations Act and the Colorado Organized Crime Act, civil theft, negligence, unjust enrichment, and conversion under the caption Frazier et al. v. The Western Union Company et al., Civil Action No. 1:18-cv-00998-KLM (D. Colo.). The complaint alleges that, during the purported class period of January 1, 2004 to the present, and based largely on the admissions and allegations relating to the DPA, the FTC Consent Order, and the NYDFS Consent Order, the defendants engaged in a scheme to defraud customers through Western Union's money transfer system. The plaintiffs filed an amended complaint on July 17, 2018. The amended complaint is similar to the original complaint, although it adds additional named plaintiffs and additional counts, including claims on behalf of putative California, Florida, Georgia, Illinois, and New Jersey subclasses for alleged violations of the California Unfair Competition Law, the Florida Deceptive and Unfair Trade Practices Act, the Georgia Fair Business Practices Act, the Illinois Consumer Fraud and Deceptive Business Practices Act, and the New Jersey Consumer Fraud Act. On August 28, 2018, the Company and the other defendants moved to stay the action in favor of individual arbitrations with the named plaintiffs, which defendants contend are contractually required. On March 27, 2019, the Court granted that motion and stayed the action pending individual arbitrations with the named plaintiffs. To date, no such individual arbitration requests have been filed. Due to the stage of the matter, the Company is unable to predict the outcome, or the possible loss or range of loss, if any, which could be associated with it. The Company and the other defendants intend to vigorously defend themselves in this matter.

In addition to the principal matters described above, the Company is a party to a variety of other legal matters that arise in the normal course of the Company's business. While the results of these other legal matters cannot be predicted with certainty, management believes that the final outcome of these matters will not have a material adverse effect either individually or in the aggregate on the Company's financial condition, results of operations, or cash flows.

9. Related Party Transactions

The Company has ownership interests in certain of its agents accounted for under the equity method of accounting. The Company pays these agents commissions for money transfer and other services provided on the Company's behalf. Commission expense recognized for these agents for the three months ended September 30, 2019 and 2018 totaled $14.5 million and $14.6 million, respectively, and $41.9 million and $43.0 million for the nine months ended September 30, 2019 and 2018, respectively.

10. Settlement Assets and Obligations and Non-Settlement Related Investments

Settlement assets represent funds received or to be received from agents for unsettled money transfers, money orders, and consumer payments. The Company records corresponding settlement obligations relating to amounts payable under money transfers, money orders, and consumer payment service arrangements. Settlement assets and obligations also include amounts receivable from, and payable to, customers for the value of their cross-currency payment transactions related to the Business Solutions segment.

Settlement assets and obligations consisted of the following (in millions):

	September 30, 2019	December 31, 2018
Settlement assets:		
Cash and cash equivalents	$ 490.4	$ 1,247.8
Receivables from selling agents and Business Solutions customers	1,202.6	1,355.4
Investment securities	1,604.3	1,210.6
Total settlement assets	$ 3,297.3	$ 3,813.8
Settlement obligations:		
Money transfer, money order, and payment service payables	$ 2,587.1	$ 2,793.6
Payables to agents	710.2	1,020.2
Total settlement obligations	$ 3,297.3	$ 3,813.8

Investment securities included in Settlement assets in the Company's Condensed Consolidated Balance Sheets consist primarily of highly-rated state and municipal debt securities, including fixed-rate term notes and variable-rate demand notes. Variable-rate demand note securities can be put (sold at par) typically on a daily basis with settlement periods ranging from the same day to one week, but have varying maturities through 2052. These securities may be used by the Company for short-term liquidity needs and held for short periods of time. The Company is required to hold highly-rated, investment grade securities and such investments are restricted to satisfy outstanding settlement obligations in accordance with applicable state and foreign country requirements.

The substantial majority of the Company's investment securities are classified as available-for-sale and recorded at fair value. Investment securities are exposed to market risk due to changes in interest rates and credit risk. Western Union regularly monitors credit risk and attempts to mitigate its exposure by investing in highly-rated securities and through investment diversification.

Unrealized gains and losses on available-for-sale securities are excluded from earnings and presented as a component of accumulated other comprehensive loss, net of related deferred taxes. Proceeds from the sale and maturity of available-for-sale securities during the nine months ended September 30, 2019 and 2018 were $4.2 billion and $5.8 billion, respectively.

Gains and losses on investments are calculated using the specific-identification method and are recognized during the period in which the investment is sold or when an investment experiences an other-than-temporary decline in value. Factors that could indicate an impairment exists include, but are not limited to: (i) earnings performance, (ii) changes in credit rating, or (iii) adverse changes in the regulatory or economic environment of the asset. If potential impairment exists, the Company assesses whether it has the intent to sell the debt security, will more likely than not be required to sell the debt security before its anticipated recovery, or expects that some of the contractual cash flows will not be received.

The components of investment securities are as follows (in millions):

September 30, 2019	Amortized Cost	Fair Value	Gross Unrealized Gains	Gross Unrealized Losses	Net Unrealized Gains/(Losses)
Settlement assets:					
Cash and cash equivalents:					
Money market funds	$ 30.7	$ 30.7	$ —	$ —	$ —
Available-for-sale securities:					
State and municipal debt securities (a)	1,197.7	1,232.0	34.5	(0.2)	34.3
State and municipal variable rate demand notes	213.2	213.2	—	—	—
United States government agency mortgage-backed securities	69.7	70.3	0.6	—	0.6
Corporate debt securities	43.9	43.9	—	—	—
Other United States government agency debt securities	34.8	34.8	—	—	—
United States Treasury securities	10.0	10.1	0.1	—	0.1
Total investment securities within Settlement assets	1,569.3	1,604.3	35.2	(0.2)	35.0
Other assets:					
Held-to-maturity securities:					
Foreign corporate debt securities	5.5	5.5	—	—	—
Total investment securities	$ 1,605.5	$ 1,640.5	$ 35.2	$ (0.2)	$ 35.0

December 31, 2018	Amortized Cost	Fair Value	Gross Unrealized Gains	Gross Unrealized Losses	Net Unrealized Gains/(Losses)
Cash and cash equivalents:					
Money market funds	$ 27.0	$ 27.0	$ —	$ —	$ —
Settlement assets:					
Cash and cash equivalents:					
Money market funds	23.9	23.9	—	—	—
Available-for-sale securities:					
State and municipal debt securities (a)	963.4	962.7	6.1	(6.8)	(0.7)
State and municipal variable rate demand notes	168.7	168.7	—	—	—
Corporate and other debt securities	70.0	69.5	—	(0.5)	(0.5)
United States Treasury securities	9.9	9.7	—	(0.2)	(0.2)
Total investment securities within Settlement assets	1,212.0	1,210.6	6.1	(7.5)	(1.4)
Other assets:					
Held-to-maturity securities:					
Foreign corporate debt securities	32.9	32.9	—	—	—
Total investment securities	$ 1,295.8	$ 1,294.4	$ 6.1	$ (7.5)	$ (1.4)

(a) The majority of these securities are fixed-rate instruments.

The following summarizes the contractual maturities of settlement-related debt securities as of September 30, 2019 (in millions):

	Fair Value
Due within 1 year	$ 164.2
Due after 1 year through 5 years	508.4
Due after 5 years through 10 years	511.7
Due after 10 years	420.0
	$ 1,604.3

Actual maturities may differ from contractual maturities because issuers may have the right to call or prepay the obligations or the Company may have the right to put the obligation prior to its contractual maturity, as with variable-rate demand notes. Variable-rate demand notes, having a fair value of $7.6 million, $0.4 million, and $205.2 million were included in the categories "Due after 1 year through 5 years," "Due after 5 years through 10 years," and "Due after 10 years", respectively, in the table above. The held-to-maturity foreign corporate debt securities are due within one year.

11. Stockholders' Equity/(Deficit)

Accumulated Other Comprehensive Loss

The following table details reclassifications out of Accumulated other comprehensive loss ("AOCL") and into Net income. All amounts reclassified from AOCL affect the line items as indicated below and the amounts in parentheses indicate decreases to Net income in the Condensed Consolidated Statements of Income.

	Amounts Reclassified from AOCL to Net Income				
	Income Statement Location	Three Months Ended September 30,		Nine Months Ended September 30,	
		2019	2018	2019	2018
Income for the period (in millions):					
Accumulated other comprehensive loss components:					
Gains/(losses) on investment securities:					
Available-for-sale securities	Revenues	$ —	$ —	$ 0.6	$ (0.4)
Income tax (expense)/benefit	Provision for income taxes	—	—	(0.2)	0.1
Total reclassification adjustments related to investment securities, net of tax		—	—	0.4	(0.3)
Gains/(losses) on cash flow hedges:					
Foreign currency contracts	Revenues	6.1	0.2	9.6	(14.6)
Interest rate contracts	Interest expense	—	(0.3)	—	(2.0)
Income tax (expense)/benefit	Provision for income taxes	(0.1)	(0.1)	(0.1)	0.6
Total reclassification adjustments related to cash flow hedges, net of tax		6.0	(0.2)	9.5	(16.0)
Amortization of components of defined benefit plans:					
Actuarial loss	Other income/(expense), net	(2.7)	(3.0)	(8.1)	(8.8)
Income tax benefit	Provision for income taxes	0.4	0.6	1.4	2.0
Total reclassification adjustments related to defined benefit plans, net of tax		(2.3)	(2.4)	(6.7)	(6.8)
Total reclassifications, net of tax		$ 3.7	$ (2.6)	$ 3.2	$ (23.1)

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The following tables summarize the components of AOCL, net of tax on the accompanying Condensed Consolidated Balance Sheets were as follows (in millions):

	Investment Securities	Hedging Activities	Foreign Currency Translation	Defined Benefit Pension Plan	Total
As of December 31, 2018	$ (1.1)	$ 7.4	$ (101.2)	$ (136.1)	$ (231.0)
Unrealized gains/(losses)	16.8	4.4	—	—	21.2
Tax benefit/(expense)	(3.8)	0.9	—	—	(2.9)
Amounts reclassified from AOCL into earnings, net of tax	—	(1.4)	—	2.5	1.1
As of March 31, 2019	11.9	11.3	(101.2)	(133.6)	(211.6)
Unrealized gains/(losses)	13.0	(3.9)	—	—	9.1
Tax benefit/(expense)	(2.7)	0.1	—	—	(2.6)
Amounts reclassified from AOCL into earnings, net of tax	(0.4)	(2.1)	—	1.9	(0.6)
As of June 30, 2019	21.8	5.4	(101.2)	(131.7)	(205.7)
Unrealized gains/(losses)	7.2	20.8	—	—	28.0
Tax benefit/(expense)	(1.4)	(0.3)	—	—	(1.7)
Amounts reclassified from AOCL into earnings, net of tax	—	(6.0)	—	2.3	(3.7)
As of September 30, 2019	$ 27.6	$ 19.9	$ (101.2)	$ (129.4)	$ (183.1)

	Investment Securities	Hedging Activities	Foreign Currency Translation	Defined Benefit Pension Plan	Total
As of December 31, 2017	$ 2.7	$ (40.6)	$ (76.9)	$ (113.1)	$ (227.9)
Unrealized gains/(losses)	(11.7)	(12.3)	—	—	(24.0)
Tax benefit/(expense)	2.6	(0.5)	—	—	2.1
Amounts reclassified from AOCL into earnings, net of tax	0.4	9.7	—	2.1	12.2
Net foreign currency translation adjustments (a)	—	—	(7.0)	—	(7.0)
Reclassification of Tax Act effects into Accumulated deficit (b)	0.5	(2.3)	(4.8)	(24.8)	(31.4)
As of March 31, 2018	(5.5)	(46.0)	(88.7)	(135.8)	(276.0)
Unrealized gains/(losses)	1.1	31.8	—	—	32.9
Tax benefit/(expense)	(0.2)	(0.5)	—	—	(0.7)
Amounts reclassified from AOCL into earnings, net of tax	(0.1)	6.1	—	2.3	8.3
Net foreign currency translation adjustments (a)	—	—	(12.5)	—	(12.5)
As of June 30, 2018	(4.7)	(8.6)	(101.2)	(133.5)	(248.0)
Unrealized gains/(losses)	(6.2)	3.3	—	—	(2.9)
Tax benefit/(expense)	1.5	0.2	—	—	1.7
Amounts reclassified from AOCL into earnings, net of tax	—	0.2	—	2.4	2.6
As of September 30, 2018	$ (9.4)	$ (4.9)	$ (101.2)	$ (131.1)	$ (246.6)

(a) Beginning in the third quarter of 2018, all changes in the value of the Argentine peso on the Company's monetary assets and liabilities are reflected in net income, given Argentina's status as a highly inflationary economy. Prior to the third quarter of 2018, changes in the Argentine peso exchange rate were reflected in net income for the Company's money transfer operations, whereas these effects were reflected in other comprehensive income for the Company's bill payment operations. This designation did not have a material impact on the Company's financial position and results of operations during the three and nine months ended September 30, 2019 and 2018.

(b) As described in the Company's Annual Report on Form 10-K for the year ended December 31, 2018, in the first quarter of 2018, the Company adopted an accounting pronouncement and reclassified tax effects included within AOCL to Accumulated deficit in the Condensed Consolidated Balance Sheets as a result of the United States tax reform legislation in December 2017 (the "Tax Act").

Cash Dividends Paid

The Company's Board of Directors declared quarterly cash dividends of $0.20 per common share for each of the first three quarters of 2019, representing $257.1 million in total dividends. Of this amount, $84.2 million was paid on September 30, 2019, $85.5 million was paid on June 28, 2019, and $87.4 million was paid on March 29, 2019. The Company's Board of Directors declared quarterly cash dividends of $0.19 per common share for each of the first three quarters of 2018, representing $257.8 million in total dividends. Of this amount, $84.5 million was paid on September 28, 2018, $85.8 million was paid on June 29, 2018, and $87.5 million was paid on March 30, 2018.

Share Repurchases

During the nine months ended September 30, 2019 and 2018, 24.4 million and 17.4 million shares were repurchased for $475.2 million and $350.0 million, respectively, excluding commissions, at an average cost of $19.48 and $20.07, respectively. These amounts represent shares authorized by the Board of Directors for repurchase under publicly announced authorizations. As of September 30, 2019, $69.0 million and $1.0 billion remained available under the share repurchase authorizations approved by the Company's Board of Directors through December 31, 2019 and December 31, 2021, respectively. The amounts included in the Common stock repurchased line in the Company's Condensed Consolidated Statements of Cash Flows represent both shares authorized by the Board of Directors for repurchase under publicly announced authorizations as well as shares withheld from employees to cover tax withholding obligations on restricted stock units that have vested.

12. Derivatives

The Company is exposed to foreign currency exchange risk resulting from fluctuations in exchange rates, primarily the euro, and, to a lesser degree, the Canadian dollar, British pound, and other currencies, related to forecasted revenues and settlement assets and obligations, as well as on certain foreign currency denominated cash and other asset and liability positions. The Company is also exposed to risk from derivative contracts, primarily from customer derivatives, arising from its cross-currency Business Solutions payment operations. Additionally, the Company is exposed to interest rate risk related to changes in market rates both prior to and subsequent to the issuance of debt. The Company uses derivatives to (i) minimize its exposures related to changes in foreign currency exchange rates and interest rates and (ii) facilitate cross-currency Business Solutions payments by writing derivatives to customers.

The Company executes derivatives with established financial institutions; the substantial majority of these financial institutions have a credit rating of "A-" or higher from a major credit rating agency. Customer derivatives written by the Company's Business Solutions operations primarily involve small and medium size enterprises. The primary credit risk inherent in derivative agreements represents the possibility that a loss may occur from the nonperformance of a counterparty to the agreements. The Company performs a review of the credit risk of these counterparties at the inception of the contract and on an ongoing basis, while also monitoring the concentration of its contracts with any individual counterparty. The Company anticipates that the counterparties will be able to fully satisfy their obligations under the agreements, but takes action when doubt arises about the counterparties' ability to perform. These actions may include requiring Business Solutions customers to post or increase collateral, and for all counterparties, the possible termination of the related contracts. The Company's hedged foreign currency exposures are in liquid currencies; consequently, there is minimal risk that appropriate derivatives to maintain the hedging program would not be available in the future.

Foreign Currency Derivatives

The Company's policy is to use long duration foreign currency forward contracts, with maturities of up to 36 months at inception and a targeted weighted-average maturity of approximately one year, to help mitigate some of the risk that changes in foreign currency exchange rates compared to the United States dollar could have on forecasted revenues denominated in other currencies related to its business. As of September 30, 2019, the Company's longer-term foreign currency forward contracts had maturities of a maximum of 24 months with a weighted-average maturity of approximately one year. These contracts are accounted for as cash flow hedges of forecasted revenue, with effectiveness assessed based on changes in the spot rate of the affected currencies during the period of designation and thus time value is excluded from the assessment of effectiveness.

As described in the Company's consolidated financial statements within the Company's Annual Report on Form 10-K for the year ended December 31, 2018, the Company early adopted an accounting pronouncement related to hedging activities as of January 1, 2018. As a result of the new accounting pronouncement, for foreign currency cash flow hedges entered into on or after January 1, 2018, the Company excludes time value from the assessment of effectiveness, and the initial value of the excluded components is amortized into Revenues within the Company's Condensed Consolidated Statements of Income. For foreign currency cash flow hedges entered into before January 1, 2018, all changes in the fair value of the excluded components are recognized immediately in Revenues.

The Company also uses short duration foreign currency forward contracts, generally with maturities ranging from a few days to one month, to offset foreign exchange rate fluctuations on settlement assets and obligations between initiation and settlement. In addition, forward contracts, typically with maturities of less than one year at inception, are utilized to offset foreign exchange rate fluctuations on certain foreign currency denominated cash and other asset and liability positions. None of these contracts are designated as accounting hedges.

The aggregate equivalent United States dollar notional amounts of foreign currency forward contracts as of September 30, 2019 and December 31, 2018 were as follows (in millions):

	September 30, 2019
Contracts designated as hedges:	
Euro	$ 382.8
Canadian dollar	98.2
British pound	61.5
Australian dollar	37.9
Swiss franc	26.4
Other (a)	52.7
Contracts not designated as hedges:	
Euro	$ 285.0
Indian rupee	64.5
Canadian dollar	63.0
British pound	57.8
Mexican peso	49.9
Brazilian real	35.8
Japanese yen	33.9
Other (a)	166.5

(a) Comprised of exposures to various currencies as of September 30, 2019. None of these individual currency exposures is greater than $25 million.

		December 31, 2018
Contracts designated as hedges:		
Euro	$	364.7
Canadian dollar		97.1
British pound		76.4
Australian dollar		45.3
Japanese yen		25.2
Other (a)		50.1
Contracts not designated as hedges:		
Euro	$	274.4
British pound		81.5
Canadian dollar		46.0
Australian dollar		39.0
Indian rupee		37.2
Brazilian real		35.8
Japanese yen		34.3
Mexican peso		34.2
Other (a)		138.5

(a) Comprised of exposures to various currencies as of December 31, 2018. None of these individual currency exposures is greater than $25 million.

Business Solutions Operations

The Company writes derivatives, primarily foreign currency forward contracts and option contracts, mostly with small and medium size enterprises and derives a currency spread from this activity as part of its Business Solutions operations. The Company aggregates its Business Solutions foreign currency exposures arising from customer contracts, including the derivative contracts described above, and hedges the resulting net currency risks by entering into offsetting contracts with established financial institution counterparties (economic hedge contracts). The derivatives written are part of the broader portfolio of foreign currency positions arising from the Company's cross-currency payments operations, which primarily include spot exchanges of currency in addition to forwards and options. Foreign exchange revenues from the total portfolio of positions were $88.2 million and $88.4 million for the three months ended September 30, 2019 and 2018, respectively, and $257.1 million and $257.0 million for the nine months ended September 30, 2019 and 2018, respectively. None of the derivative contracts used in Business Solutions operations are designated as accounting hedges and the duration of these derivative contracts at inception is generally less than one year.

The aggregate equivalent United States dollar notional amount of derivative customer contracts held by the Company in its Business Solutions operations as of September 30, 2019 and December 31, 2018 was approximately $6.5 billion and $6.0 billion, respectively. The significant majority of customer contracts are written in the following currencies: the United States dollar, euro, and the Canadian dollar.

Interest Rate Hedging

The Company utilizes interest rate swaps to effectively change the interest rate payments on a portion of its notes from fixed-rate payments to short-term, LIBOR-based, variable rate payments in order to manage its overall exposure to interest rate fluctuations. The Company designates these derivatives as fair value hedges. The change in fair value of the interest rate swaps is offset by a change in the carrying value of the debt being hedged within Borrowings in the Condensed Consolidated Balance Sheets. Interest expense in the Condensed Consolidated Statements of Income has been adjusted to include the effects of interest accrued on the swaps.

The Company held interest rate swaps in an aggregate notional amount of $175.0 million as of September 30, 2019 and December 31, 2018, related to notes due in 2020.

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Balance Sheet

The following table summarizes the fair value of derivatives reported in the Company's Condensed Consolidated Balance Sheets as of September 30, 2019 and December 31, 2018 (in millions):

	Derivative Assets			Derivative Liabilities		
		Fair Value			Fair Value	
	Balance Sheet Location	September 30, 2019	December 31, 2018	Balance Sheet Location	September 30, 2019	December 31, 2018
Derivatives designated as hedges:						
Interest rate fair value hedges	Other assets	$ 4.0	$ 0.1	Other liabilities	$ —	$ —
Foreign currency cash flow hedges	Other assets	40.4	28.6	Other liabilities	0.5	2.8
Total derivatives designated as hedges		$ 44.4	$ 28.7		$ 0.5	$ 2.8
Derivatives not designated as hedges:						
Business Solutions operations - foreign currency [(a)]	Other assets	$ 219.6	$ 214.2	Other liabilities	$ 184.9	$ 170.9
Foreign currency	Other assets	4.8	2.6	Other liabilities	1.5	2.5
Total derivatives not designated as hedges		$ 224.4	$ 216.8		$ 186.4	$ 173.4
Total derivatives		$ 268.8	$ 245.5		$ 186.9	$ 176.2

(a) In many circumstances, the Company allows its Business Solutions customers to settle part or all of their derivative contracts prior to maturity. However, the offsetting positions originally entered into with financial institution counterparties do not allow for similar settlement. To mitigate this, additional foreign currency contracts are entered into with financial institution counterparties to offset the original economic hedge contracts. This frequently results in changes in the Company's derivative assets and liabilities that may not directly align to the growth in the underlying derivatives business.

The fair values of derivative assets and liabilities associated with contracts that include netting language that the Company believes to be enforceable have been netted in the following tables to present the Company's net exposure with these counterparties. The Company's rights under these agreements generally allow for transactions to be settled on a net basis, including upon early termination, which could occur upon the counterparty's default, a change in control, or other conditions.

In addition, certain of the Company's other agreements include netting provisions, the enforceability of which may vary: (i) from jurisdiction to jurisdiction, and (ii) depending on the circumstances. Due to the uncertainty related to the enforceability of these provisions, the derivative balances associated with these agreements are included within "Derivatives that are not or may not be subject to master netting arrangement or similar agreement" in the following tables. In certain circumstances, the Company may require its Business Solutions customers to maintain collateral balances which may mitigate the risk associated with potential customer defaults.

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The following tables summarize the gross and net fair value of derivative assets and liabilities as of September 30, 2019 and December 31, 2018 (in millions):

Offsetting of Derivative Assets

September 30, 2019	Gross Amounts of Recognized Assets	Gross Amounts Offset in the Condensed Consolidated Balance Sheets	Net Amounts Presented in the Condensed Consolidated Balance Sheets	Derivatives Not Offset in the Condensed Consolidated Balance Sheets	Net Amounts
Derivatives subject to a master netting arrangement or similar agreement	$ 199.6	$ —	$ 199.6	$ (95.4)	$ 104.2
Derivatives that are not or may not be subject to master netting arrangement or similar agreement	69.2				
Total	$ 268.8				
December 31, 2018					
Derivatives subject to a master netting arrangement or similar agreement	$ 162.6	$ —	$ 162.6	$ (95.7)	$ 66.9
Derivatives that are not or may not be subject to master netting arrangement or similar agreement	82.9				
Total	$ 245.5				

Offsetting of Derivative Liabilities

September 30, 2019	Gross Amounts of Recognized Liabilities	Gross Amounts Offset in the Condensed Consolidated Balance Sheets	Net Amounts Presented in the Condensed Consolidated Balance Sheets	Derivatives Not Offset in the Condensed Consolidated Balance Sheets	Net Amounts
Derivatives subject to a master netting arrangement or similar agreement	$ 112.6	$ —	$ 112.6	$ (95.4)	$ 17.2
Derivatives that are not or may not be subject to master netting arrangement or similar agreement	74.3				
Total	$ 186.9				
December 31, 2018					
Derivatives subject to a master netting arrangement or similar agreement	$ 104.1	$ —	$ 104.1	$ (95.7)	$ 8.4
Derivatives that are not or may not be subject to master netting arrangement or similar agreement	72.1				
Total	$ 176.2				

THE WESTERN UNION COMPANY

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)

Income Statement

Cash Flow and Fair Value Hedges

The effective portion of the change in fair value of derivatives that qualify as cash flow hedges is recorded in AOCL in the Company's Condensed Consolidated Balance Sheets. Generally, amounts are recognized in income when the related forecasted transaction affects earnings.

The following table presents the pre-tax amount of unrealized gains/(losses) recognized in other comprehensive income from cash flow hedges for the three and nine months ended September 30, 2019 and 2018 (in millions):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2019	2018	2019	2018
Foreign currency derivatives [(a)]	$ 20.8	$ 3.3	$ 21.3	$ 22.8

(a) For the three months ended September 30, 2019 and 2018, gains/(losses) of $(0.6) million and $(0.4) million, respectively, represent the amounts excluded from the assessment of effectiveness that were recognized in other comprehensive income, for which an amortization approach is applied. For the nine months ended September 30, 2019 and 2018, gains/(losses) of $1.1 million and $(0.6) million, respectively, represent amounts recorded in other comprehensive income for amounts excluded from the measurement of effectiveness.

The following table presents the location and pre-tax amount of gains/(losses) from fair value and cash flow hedging relationships recognized in the Condensed Consolidated Statements of Income for the three months ended September 30, 2019 and 2018 (in millions):

	Three Months Ended September 30,			
	2019		2018	
	Revenues	Interest Expense	Revenues	Interest Expense
Total amounts presented in the Condensed Consolidated Statements of Income in which the effects of fair value or cash flow hedges are recorded	$ 1,306.9	$ (36.2)	$ 1,387.8	$ (38.4)
The effects of fair value and cash flow hedging:				
Gain/(loss) on fair value hedges:				
Interest rate derivatives:				
Hedged items	—	0.2	—	(0.1)
Derivatives designated as hedging instruments	—	—	—	(0.3)
Gain/(loss) on cash flow hedges:				
Foreign currency derivatives:				
Amount of gain/(loss) reclassified from AOCL into income	6.1	—	0.2	—
Amount excluded from effectiveness testing recognized in earnings based on an amortization approach	3.0	—	1.3	—
Amount excluded from effectiveness testing recognized in earnings based on changes in fair value	0.5	—	1.9	—

The following table presents the location and pre-tax amount of gains/(losses) from fair value and cash flow hedging relationships recognized in the Condensed Consolidated Statements of Income for the nine months ended September 30, 2019 and 2018 (in millions):

	Nine Months Ended September 30,			
	2019		2018	
	Revenues	Interest Expense	Revenues	Interest Expense
Total amounts presented in the Condensed Consolidated Statements of Income in which the effects of fair value or cash flow hedges are recorded	$ 3,984.4	$ (114.5)	$ 4,188.3	$ (111.4)
The effects of fair value and cash flow hedging:				
Gain/(loss) on fair value hedges:				
Interest rate derivatives:				
Hedged items	—	(0.7)	—	1.3
Derivatives designated as hedging instruments	—	1.0	—	(2.3)
Gain/(loss) on cash flow hedges:				
Foreign currency derivatives:				
Amount of gain/(loss) reclassified from AOCL into income	9.6	—	(14.6)	—
Amount excluded from effectiveness testing recognized in earnings based on an amortization approach	8.1	—	2.3	—
Amount excluded from effectiveness testing recognized in earnings based on changes in fair value	2.8	—	5.7	—

Undesignated Hedges

The following table presents the location and amount of pre-tax net gains/(losses) from undesignated hedges for the three and nine months ended September 30, 2019 and 2018 (in millions):

	Gain/(Loss) Recognized in Income on Derivatives [a]				
		Three Months Ended September 30,		Nine Months Ended September 30,	
Derivatives	Income Statement Location	2019	2018	2019	2018
Foreign currency derivatives [b]	Selling, general, and administrative	$ 20.2	$ 8.9	$ 27.8	$ 44.1
Foreign currency derivatives [c]	Revenues	0.8	0.4	1.0	2.0
Foreign currency derivatives [c]	Other income/(expense), net	—	—	—	(1.9)
Total gain		$ 21.0	$ 9.3	$ 28.8	$ 44.2

(a) The Company uses foreign currency forward and option contracts as part of its Business Solutions payments operations. These derivative contracts are excluded from this table as they are managed as part of a broader currency portfolio that includes non-derivative currency exposures. The gains and losses on these derivatives are included as part of the broader disclosure of portfolio revenue for this business discussed above.

(b) The Company uses foreign currency forward contracts to offset foreign exchange rate fluctuations on settlement assets and obligations as well as certain foreign currency denominated positions. Foreign exchange gains/(losses) on settlement assets and obligations, cash balances, and other assets and liabilities, not including amounts related to derivatives activity as displayed above and included in Selling, general and administrative in the Condensed Consolidated Statements of Income, were $(23.4) million and $(8.2) million for the three months ended September 30, 2019 and 2018, respectively, and $(38.5) million and $(39.5) million for the nine months ended September 30, 2019 and 2018, respectively.

(c) All derivative contracts executed in the Company's revenue hedging program prior to January 1, 2018 are not designated as hedges in the final month of the contract. The change in fair value in this final month was recorded to Revenues in the Company's Condensed Consolidated Statements of Income for the three and nine months ended September 30, 2019 and 2018. The amount recorded to Other income/(expense), net for the nine months ended September 30, 2018 relates to losses on certain undesignated foreign currency derivative contracts that were recognized after the Company determined that certain forecasted transactions were no longer probable of occurring.

All cash flows associated with derivatives are included in Cash flows from operating activities in the Condensed Consolidated Statements of Cash Flows.

Based on September 30, 2019 foreign exchange rates, an accumulated other comprehensive pre-tax gain of $22.1 million related to the foreign currency forward contracts is expected to be reclassified into Revenues within the next 12 months.

13. Borrowings

The Company’s outstanding borrowings consisted of the following (in millions):

	September 30, 2019	December 31, 2018
Commercial paper [a]	$ 435.0	$ 125.0
Notes:		
3.350% notes due 2019 [b]	—	250.0
Floating rate notes due 2019 [b]	—	250.0
5.253% notes due 2020 [c]	324.9	324.9
3.600% notes due 2022 [c]	500.0	500.0
4.250% notes due 2023 [c]	300.0	300.0
6.200% notes due 2036 [c]	500.0	500.0
6.200% notes due 2040 [c]	250.0	250.0
Term loan facility borrowing (effective rate of 3.3%)	950.0	950.0
Total borrowings at par value	3,259.9	3,449.9
Fair value hedge accounting adjustments, net [d]	0.6	(0.1)
Debt issuance costs and unamortized discount, net	(12.5)	(16.1)
Total borrowings at carrying value [e]	$ 3,248.0	$ 3,433.7

(a) Pursuant to the Company’s commercial paper program, the Company may issue unsecured commercial paper notes in an amount not to exceed $1.5 billion outstanding at any time, reduced to the extent of borrowings outstanding on the Company’s revolving credit facility. The commercial paper notes may have maturities of up to 397 days from date of issuance. The Company’s commercial paper borrowings as of September 30, 2019 had a weighted-average annual interest rate of approximately 2.4% and a weighted-average term of approximately 2 days.

(b) Proceeds from the Speedpay divestiture, commercial paper, and cash, including cash generated from operations, were used to repay the May 2019 maturities of $250.0 million of aggregate principal amount unsecured notes and $250.0 million of aggregate principal amount unsecured floating rate notes.

(c) The difference between the stated interest rate and the effective interest rate is not significant.

(d) The Company utilizes interest rate swaps designated as fair value hedges to effectively change the interest rate payments on a portion of its notes from fixed-rate payments to short-term LIBOR-based variable rate payments in order to manage its overall exposure to interest rates. The changes in fair value of these interest rate swaps result in an offsetting hedge accounting adjustment recorded to the carrying value of the related note. These hedge accounting adjustments will be reclassified as reductions to or increases in Interest expense in the Condensed Consolidated Statements of Income over the life of the related notes, and cause the effective rate of interest to differ from the notes’ stated rate.

(e) As of September 30, 2019, the Company’s weighted-average effective rate on total borrowings was approximately 4.3%.

The following summarizes the Company’s maturities of notes and term loan at par value as of September 30, 2019 (in millions):

Due within 1 year	$ 324.9
Due after 1 year through 2 years	35.6
Due after 2 years through 3 years	547.5
Due after 3 years through 4 years	383.1
Due after 4 years through 5 years	783.8
Due after 5 years	750.0

The Company’s obligations with respect to its outstanding borrowings, as described above, rank equally.

14. Income Taxes

The Company's provision for income taxes for the three and nine months ended September 30, 2019 and 2018 is based on the estimated annual effective tax rate, in addition to discrete items. The Company's effective tax rates on pre-tax income were 16.8% and 21.7% for the three months ended September 30, 2019 and 2018, respectively, and 17.9% and 15.4% for the nine months ended September 30, 2019 and 2018, respectively. The decrease in the Company's effective tax rate for the three months ended September 30, 2019 compared to the prior period is primarily due to discrete items recognized in the prior period, including adjustments to the Company's accounting for the implementation of the Tax Act for the three months ended September 30, 2018 which increased the Company's effective tax rate by 10.0%, partially offset by an increase in 2019 domestic pre-tax income due to the net gain on the sales of the Speedpay and Paymap businesses. The increase in the Company's effective tax rate for the nine months ended September 30, 2019 compared to the prior period is primarily due to an increase in 2019 domestic pre-tax income due to the net gain on the sales of the Speedpay and Paymap businesses, partially offset by discrete items recognized in the prior period, including adjustments to the Company's accounting for the implementation of the Tax Act for the nine months ended September 30, 2018 which increased the Company's effective tax rate by 1.9%. The Company currently expects that approximately 69% of the Company's pre-tax income will be derived from foreign sources for the year ending December 31, 2019. Certain portions of the Company's foreign source income are subject to United States federal and state income tax as earned due to the nature of the income.

Uncertain Tax Positions

The Company has established contingency reserves for a variety of material, known tax exposures. The Company's tax reserves reflect management's judgment as to the resolution of the issues involved if subject to judicial review or other settlement. While the Company believes its reserves are adequate to cover reasonably expected tax risks, there can be no assurance that, in all instances, an issue raised by a tax authority will be resolved at a financial cost that does not exceed its related reserve. With respect to these reserves, the Company's income tax expense would include (i) any changes in tax reserves arising from material changes during the period in the facts and circumstances (i.e. new information) surrounding a tax issue and (ii) any difference from the Company's tax position as recorded in the financial statements and the final resolution of a tax issue during the period. Such resolution could materially increase or decrease income tax expense in the Company's consolidated financial statements in future periods and could impact operating cash flows.

Unrecognized tax benefits represent the aggregate tax effect of differences between tax return positions and the amounts otherwise recognized in the Company's consolidated financial statements and are reflected in Income taxes payable in the Condensed Consolidated Balance Sheets. The total amount of unrecognized tax benefits as of September 30, 2019 and December 31, 2018 was $296.0 million and $295.0 million, respectively, excluding interest and penalties. The total amount of unrecognized tax benefits that, if recognized, would affect the effective tax rate was $282.8 million and $284.2 million as of September 30, 2019 and December 31, 2018, respectively, excluding interest and penalties.

The Company recognizes interest and penalties with respect to unrecognized tax benefits in Provision for income taxes in its Condensed Consolidated Statements of Income and records the associated liability in Income taxes payable in its Condensed Consolidated Balance Sheets. The Company recognized $1.2 million and $1.6 million of interest and penalties during the three months ended September 30, 2019 and 2018, respectively, and $4.5 million and $2.4 million during the nine months ended September 30, 2019 and 2018, respectively. The Company has accrued $28.3 million and $23.9 million for the payment of interest and penalties as of September 30, 2019 and December 31, 2018, respectively.

The Company and its subsidiaries file tax returns for the United States, for multiple states and localities, and for various non-United States jurisdictions, and the Company has identified the United States as its major tax jurisdiction, as the income tax imposed by any one foreign country is not material to the Company. The Company's United States federal income tax returns since 2016 are eligible to be examined.

15. Stock Compensation Plans

For the three months ended September 30, 2019 and 2018, the Company recognized stock-based compensation expense of $9.7 million and $11.2 million, respectively, resulting from stock options, restricted stock units, performance-based restricted stock units and deferred stock units in the Condensed Consolidated Statements of Income. For the nine months ended September 30, 2019 and 2018, the Company recognized stock-based compensation expense of $35.0 million and $36.6 million, respectively.

During the nine months ended September 30, 2019, the Company granted 0.6 million options at a weighted-average exercise price of $17.63 and 3.5 million performance-based restricted stock units and restricted stock units at a weighted-average grant date fair value of $15.88. As of September 30, 2019, the Company had 4.9 million outstanding options at a weighted-average exercise price of $18.31, of which 3.8 million options were exercisable at a weighted-average exercise price of $18.19. The Company had 7.7 million performance-based restricted stock units (based on target performance) and restricted stock units at a weighted-average grant date fair value of $17.00 as of September 30, 2019.

16. Segments

As described in Note 1, the Company classifies its business into two segments: Consumer-to-Consumer and Business Solutions. Operating segments are defined as components of an enterprise that engage in business activities, about which separate financial information is available that is evaluated regularly by the Company's CODM in allocating resources and assessing performance.

The Consumer-to-Consumer operating segment facilitates money transfers between two consumers. The Company views its money transfer service as one interconnected global network where a money transfer can be sent from one location to another, around the world. The segment includes five geographic regions whose functions are primarily related to generating, managing and maintaining agent relationships and localized marketing activities. The Company includes westernunion.com in its regions. By means of common processes and systems, these regions, including westernunion.com, create an interconnected network for consumer transactions, thereby constituting one global Consumer-to-Consumer money transfer business and one operating segment.

The Business Solutions operating segment facilitates payment and foreign exchange solutions, primarily cross-border, cross-currency transactions, for small and medium size enterprises and other organizations and individuals.

All businesses and other services that have not been classified in the above segments are reported as Other, which primarily includes the Company's cash-based and electronic-based bill payment services which facilitate payments from consumers to businesses and other organizations. The CODM allocates resources and assesses performance using discrete information for these separate bill payments components, neither of which is material from either a quantitative or qualitative perspective. In May 2019, the Company sold a substantial majority of its United States based electronic bill payments services, as discussed in Note 4. The Company's money order and other services are also included in Other.

Corporate costs, including stock-based compensation and other overhead, are allocated to the segments primarily based on a percentage of the segments' revenue compared to total revenue.

THE WESTERN UNION COMPANY

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)

The following table presents the Company's reportable segment results for the three and nine months ended September 30, 2019 and 2018 (in millions):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2019	2018	2019	2018
Revenues:				
Consumer-to-Consumer	$ 1,113.0	$ 1,107.4	$ 3,282.8	$ 3,325.9
Business Solutions	100.6	100.2	291.8	290.0
Other [(a)]	93.3	180.2	409.8	572.4
Total consolidated revenues	$ 1,306.9	$ 1,387.8	$ 3,984.4	$ 4,188.3
Operating income:				
Consumer-to-Consumer	$ 263.8	$ 277.8	$ 747.3	$ 785.7
Business Solutions	16.7	14.3	35.8	18.2
Other [(a)]	8.4	10.5	23.3	47.2
Total segment operating income	288.9	302.6	806.4	851.1
Restructuring-related expenses (Note 5)	(91.5)	—	(98.9)	—
Total consolidated operating income	$ 197.4	$ 302.6	$ 707.5	$ 851.1

(a) Other primarily consists of the Company's electronic-based and cash-based bill payment services which facilitate payments from consumers to businesses and other organizations. In May 2019, the Company sold a substantial majority of its United States based electronic bill payments services, as discussed in Note 4. Speedpay revenues included in the Company's results were $85.3 million for the three months ended September 30, 2018, and $125.4 million and $267.7 million for the nine months ended September 30, 2019 and 2018, respectively. Speedpay direct operating expenses were $62.0 million for the three months ended September 30, 2018, and $98.2 million and $189.7 million for the nine months ended September 30, 2019 and 2018, respectively. Paymap revenues included in the Company's results were $3.9 million for the three months ended September 30, 2018, and $5.3 million and $12.2 million for the nine months ended September 30, 2019 and 2018, respectively. Paymap direct operating expenses were $1.5 million for the three months ended September 30, 2018, and $2.2 million and $4.7 million for the nine months ended September 30, 2019 and 2018, respectively.

THE WESTERN UNION COMPANY

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Item 2.

The following discussion should be read in conjunction with the condensed consolidated financial statements and the notes to those statements included elsewhere in this report on Form 10-Q. This report on Form 10-Q contains certain statements that are forward-looking within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions that are difficult to predict. Actual outcomes and results may differ materially from those expressed in, or implied by, our forward-looking statements. Words such as "expects," "intends," "targets," "anticipates," "believes," "estimates," "guides," "provides guidance," "provides outlook" and other similar expressions or future or conditional verbs such as "may," "will," "should," "would," "could," and "might" are intended to identify such forward-looking statements. Readers of the Form 10-Q of The Western Union Company (the "Company," "Western Union," "we," "our" or "us") should not rely solely on the forward-looking statements and should consider all uncertainties and risks discussed in the Risk Factors section and throughout the Annual Report on Form 10-K for the year ended December 31, 2018. The statements are only as of the date they are made, and the Company undertakes no obligation to update any forward-looking statement.

Possible events or factors that could cause results or performance to differ materially from those expressed in our forward-looking statements include the following: (i) events related to our business and industry, such as: changes in general economic conditions and economic conditions in the regions and industries in which we operate, including global economic downturns and trade disruptions, or significantly slower growth or declines in the money transfer, payment service, and other markets in which we operate, including downturns or declines related to interruptions in migration patterns, or non-performance by our banks, lenders, insurers, or other financial services providers; failure to compete effectively in the money transfer and payment service industry, including among other things, with respect to price, with global and niche or corridor money transfer providers, banks and other money transfer and payment service providers, including electronic, mobile and Internet-based services, card associations, and card-based payment providers, and with digital currencies and related protocols, and other innovations in technology and business models; political conditions and related actions, including trade restrictions and government sanctions in the United States and abroad which may adversely affect our business and economic conditions as a whole, including interruptions of United States or other government relations with countries in which we have or are implementing significant business relationships with agents or clients; deterioration in customer confidence in our business, or in money transfer and payment service providers generally; our ability to adopt new technology and develop and gain market acceptance of new and enhanced services in response to changing industry and consumer needs or trends; changes in, and failure to manage effectively, exposure to foreign exchange rates, including the impact of the regulation of foreign exchange spreads on money transfers and payment transactions; any material breach of security, including cybersecurity, or safeguards of or interruptions in any of our systems or those of our vendors or other third parties; cessation of or defects in various services provided to us by third-party vendors; mergers, acquisitions, and the integration of acquired businesses and technologies into our Company, divestitures and the failure to realize anticipated financial benefits from these transactions, and events requiring us to write down our goodwill; decisions to change our business mix; failure to manage credit and fraud risks presented by our agents, clients and consumers; failure to maintain our agent network and business relationships under terms consistent with or more advantageous to us than those currently in place, including due to increased costs or loss of business as a result of increased compliance requirements or difficulty for us, our agents or their subagents in establishing or maintaining relationships with banks needed to conduct our services; changes in tax laws, or their interpretation, including with respect to United States tax reform legislation enacted in December 2017 (the "Tax Act"), any subsequent regulation and potential related state income tax impacts, and unfavorable resolution of tax contingencies; adverse rating actions by credit rating agencies; our ability to realize the anticipated benefits from business transformation, productivity and cost-savings, and other related initiatives, which may include decisions to downsize or to transition operating activities from one location to another, and to minimize any disruptions in our workforce that may result from those initiatives; our ability to protect our brands and our other intellectual property rights and to defend ourselves against potential intellectual property infringement claims; our ability to attract and retain qualified key employees and to manage our workforce successfully; material changes in the market value or liquidity of securities that we hold; restrictions *imposed by our debt obligations; (ii) events related to our regulatory and litigation environment, such as: liabilities or loss of business resulting from a failure by us, our agents or their subagents to comply with laws and regulations and regulatory or judicial interpretations thereof, including laws and regulations designed to protect consumers, or detect and prevent money laundering, terrorist financing, fraud and other illicit activity; increased costs or loss of business due to regulatory initiatives and changes in laws, regulations and industry practices and standards, including changes in interpretations in the United States, and abroad, affecting us, our agents or their subagents, or the banks with which we or our agents maintain bank accounts needed to provide our services, including related to anti-money laundering regulations, anti-fraud measures, our licensing arrangements, customer due diligence, agent and subagent due diligence, registration and monitoring requirements, consumer protection requirements, remittances, and immigration; liabilities, increased costs or loss of business and unanticipated developments resulting from governmental investigations and consent agreements with or enforcement actions by regulators, including those associated with the settlement agreements with the United States Department of Justice, certain United States Attorney's Offices, the United States Federal Trade Commission, the Financial Crimes Enforcement Network of the United States Department of Treasury, and various state attorneys general (the "Joint Settlement Agreements"), and those associated with the January 4, 2018 consent order which resolved a matter with the New York State Department of Financial Services (the "NYDFS Consent Order"); liabilities resulting from litigation, including class-action lawsuits and similar matters, and regulatory enforcement actions, including costs, expenses, settlements and judgments; failure to comply with regulations and evolving industry standards regarding consumer privacy and data use and security, including with respect to the General Data Protection Regulation ("GDPR") approved by the European Union ("EU"); failure to comply with the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act"), as well as regulations issued pursuant to it and the actions of the Consumer Financial Protection Bureau and similar legislation and regulations enacted by other governmental authorities in the United States and abroad related to consumer protection and derivative transactions; effects of unclaimed property laws or their interpretation or the enforcement thereof; failure to maintain sufficient amounts or types of regulatory capital or other restrictions on the use of our working capital to meet the changing requirements of our regulators worldwide; changes in accounting standards, rules and interpretations or industry standards affecting our business; and (iii) other events, such as: catastrophic events; and management's ability to identify and manage these and other risks.*

Overview

We are a leading provider of money movement and payment services, operating in two business segments:

- *Consumer-to-Consumer* - The Consumer-to-Consumer operating segment facilitates money transfers between two consumers, primarily through a network of third-party agents. We view our multi-currency money transfer service as one interconnected global network where a money transfer can be sent from one location to another around the world. This service is available for international cross-border transfers and, in certain countries, intra-country transfers. This segment also includes money transfer transactions that can be initiated through websites and mobile devices.

- *Business Solutions* - The Business Solutions operating segment facilitates payment and foreign exchange solutions, primarily cross-border, cross-currency transactions, for small and medium size enterprises and other organizations and individuals. The majority of the segment's business relates to exchanges of currency at spot rates, which enable customers to make cross-currency payments. In addition, in certain countries, we write foreign currency forward and option contracts for customers to facilitate future payments.

All businesses and other services that have not been classified in the above segments are reported as Other, which primarily includes our cash-based and electronic-based bill payment services which facilitate payments from consumers to businesses and other organizations. The Chief Operating Decision Maker ("CODM") allocates resources and assesses performance using discrete information for these separate bill payments components, neither of which is material from either a quantitative or qualitative perspective. Our money order and other services, in addition to certain corporate costs such as costs related to strategic initiatives, including costs for the review and closing of mergers, acquisitions, and divestitures, are also included in Other. Additional information on our reportable segments is further described in the Segment Discussion below.

Results of Operations

The following discussion of our consolidated results of operations and segment results refers to the three and nine months ended September 30, 2019 compared to the same periods in 2018. The results of operations should be read in conjunction with the discussion of our segment results of operations, which provide more detailed discussions concerning certain components of the Condensed Consolidated Statements of Income. All significant intercompany accounts and transactions between our segments have been eliminated. The below information has been prepared in conformity with generally accepted accounting principles in the United States of America ("GAAP") unless otherwise noted. All amounts provided in this section are rounded to the nearest tenth of a million, except as otherwise noted. As a result, the percentage changes and margins disclosed herein may not recalculate precisely using the rounded amounts provided.

Our revenues and operating income for the three and nine months ended September 30, 2019 were negatively impacted by fluctuations in the United States dollar compared to foreign currencies. Fluctuations in the United States dollar compared to foreign currencies, net of the impact of foreign currency hedges, resulted in a reduction to revenues of $45.8 million and $197.2 million for the three and nine months ended September 30, 2019, relative to the corresponding periods in the prior year. Included within these amounts are impacts related to the strengthening of the dollar against the Argentine peso, which resulted in a reduction to revenues of $30.9 million and $129.1 million for the three and nine months ended September 30, 2019, relative to the corresponding periods in the prior year. Fluctuations in the United States dollar compared to foreign currencies negatively impacted operating income by $15.3 million and $54.4 million for the three and nine months ended September 30, 2019, relative to the corresponding periods in the prior year. Included within these amounts are impacts related to the strengthening of the dollar against the Argentine peso, which resulted in a reduction to operating income of $9.5 million and $36.5 million for the three and nine months ended September 30, 2019, relative to the corresponding periods in the prior year.

On February 28, 2019, we entered into an agreement with ACI Worldwide Corp. and ACW Worldwide, Inc. to sell our United States electronic bill payments business known as “Speedpay,” which has been included as a component of Other in our segment reporting. We received approximately $750 million and recorded a pre-tax gain on the sale of approximately $523 million in the all-cash transaction that closed on May 9, 2019. Speedpay revenues included in our results were $85.3 million for the three months ended September 30, 2018, and $125.4 million and $267.7 million for the nine months ended September 30, 2019 and 2018, respectively. Speedpay direct operating expenses were $62.0 million for the three months ended September 30, 2018, and $98.2 million and $189.7 million for the nine months ended September 30, 2019 and 2018, respectively.

The following table sets forth our consolidated results of operations for the three and nine months ended September 30, 2019 and 2018:

(in millions, except per share amounts)	Three Months Ended September 30, 2019	Three Months Ended September 30, 2018	% Change	Nine Months Ended September 30, 2019	Nine Months Ended September 30, 2018	% Change
Revenues	$ 1,306.9	$ 1,387.8	(6)%	$ 3,984.4	$ 4,188.3	(5)%
Expenses:						
Cost of services	768.6	812.4	(5)%	2,330.0	2,467.0	(6)%
Selling, general and administrative	340.9	272.8	25 %	946.9	870.2	9 %
Total expenses	1,109.5	1,085.2	2 %	3,276.9	3,337.2	(2)%
Operating income	197.4	302.6	(35)%	707.5	851.1	(17)%
Other income/(expense):						
Gain on divestitures of businesses	—	—	(a)	524.6	—	(a)
Interest income	1.1	1.6	(32)%	4.2	3.6	16 %
Interest expense	(36.2)	(38.4)	(6)%	(114.5)	(111.4)	3 %
Other income/(expense), net	(0.1)	0.6	(a)	2.1	13.1	(84)%
Total other income/(expense), net	(35.2)	(36.2)	(3)%	416.4	(94.7)	(a)
Income before income taxes	162.2	266.4	(39)%	1,123.9	756.4	49 %
Provision for income taxes	27.2	57.8	(53)%	201.0	116.6	73 %
Net income	$ 135.0	$ 208.6	(35)%	$ 922.9	$ 639.8	44 %
Earnings per share:						
Basic	$ 0.32	$ 0.47	(32)%	$ 2.14	$ 1.41	52 %
Diluted	$ 0.32	$ 0.46	(30)%	$ 2.13	$ 1.40	52 %
Weighted-average shares outstanding:						
Basic	423.3	446.8		430.3	454.8	
Diluted	426.8	449.0		433.0	457.4	

(a) Calculation not meaningful.

Revenues Overview

Transaction volume is the primary generator of revenue in our businesses. Revenues are primarily derived from consideration paid by customers to transfer money. These revenues vary by transaction based upon channel, send and receive locations, the principal amount sent, whether the money transfer involves different send and receive currencies, the difference between the exchange rate we set to the customer and the rate available in the wholesale foreign exchange market, and speed of service, as applicable. We also offer several other services, including foreign exchange and payment services and other bill payment services, for which revenue is impacted by similar factors.

Due to the significance of the effect that foreign exchange fluctuations against the United States dollar can have on our reported revenues, constant currency results have been provided in the table below for consolidated revenues. Additionally, due to the significance of our Consumer-to-Consumer segment to our overall results, we have also provided constant currency results for our Consumer-to-Consumer segment revenues. Constant currency results assume foreign revenues are translated from foreign currencies to the United States dollar, net of the effect of foreign currency hedges, at rates consistent with those in the same periods of the prior year. Constant currency measures are non-GAAP financial measures and are provided so that revenue can be viewed without the effect of fluctuations in foreign currency exchange rates, which is consistent with how management evaluates our revenue results and trends. We believe that these measures provide management and investors with information about revenue results and trends that eliminates currency volatility and provides greater clarity regarding, and increases the comparability of, our underlying results and trends. This constant currency disclosure is provided in addition to, and not as a substitute for, the percentage change in revenue on a GAAP basis for the three and nine months ended September 30, 2019 compared to the corresponding periods in the prior year. Other companies may calculate and define similarly labeled items differently, which may limit the usefulness of this measure for comparative purposes.

The following table sets forth our consolidated revenue results for the three and nine months ended September 30, 2019 and 2018:

(dollars in millions)	Three Months Ended September 30, 2019	Three Months Ended September 30, 2018	% Change	Nine Months Ended September 30, 2019	Nine Months Ended September 30, 2018	% Change
Revenues, as reported - (GAAP)	$ 1,306.9	$ 1,387.8	(6)%	$ 3,984.4	$ 4,188.3	(5)%
Foreign currency impact (a)			3 %			5 %
Divestitures impact (b)			7 %			4 %
Revenue change, constant currency adjusted and excluding divestitures - (Non-GAAP)			4 %			4 %

(a) Fluctuations in the United States dollar compared to foreign currencies, net of the impact of foreign currency hedges, resulted in a reduction to revenues of $45.8 million and $197.2 million for the three and nine months ended September 30, 2019 when compared to foreign currency rates in the prior year period. Included within these amounts are impacts related to the strengthening of the dollar against the Argentine peso, which resulted in a reduction to revenues of $30.9 million and $129.1 million for the three and nine months ended September 30, 2019, when compared to foreign currency rates in the prior year period.

(b) In May 2019, we sold a substantial majority of our United States based electronic bill payments services. Speedpay revenues included in our results were $85.3 million for the three months ended September 30, 2018, and $125.4 million and $267.7 million for the nine months ended September 30, 2019 and 2018, respectively. Paymap Inc. ("Paymap"), which provides electronic mortgage bill payment services, revenues included in our results were $3.9 million for the three months ended September 30, 2018, and $5.3 million and $12.2 million for the nine months ended September 30, 2019 and 2018, respectively. We have included the impact of these divestitures on our revenues because management believes that presenting the revenue change, as adjusted, to exclude divestitures will provide investors with a more meaningful comparison of results for the periods presented.

For both the three and nine months ended September 30, 2019, GAAP revenues decreased when compared to the corresponding periods in the prior year due to fluctuations in the exchange rate between the United States dollar and other currencies, and the divestitures of the Speedpay and Paymap businesses during the second quarter of 2019, partially offset by an increase in transactions in our Consumer-to-Consumer segment. Fluctuations in the exchange rate between the United States dollar and other currencies negatively impacted revenue by 3% and 5% for the three and nine months ended September 30, 2019, respectively. The increase in revenues constant currency adjusted and excluding divestitures (Non-GAAP) for both the three and nine months ended September 30, 2019 was primarily the result of an increase in local currency revenue per transaction in our Argentine operations, including in our cash-based bill payment business, primarily due to inflation, and an increase in transactions in our Consumer-to-Consumer segment.

Operating Expenses Overview

Enhanced Regulatory Compliance

The financial services industry, including money services businesses, continues to be subject to increasingly strict legal and regulatory requirements, and we continue to focus on and regularly review our compliance programs. In connection with these reviews, and in light of growing and rapidly evolving regulatory complexity and heightened attention of, and increased dialogue with, governmental and regulatory authorities related to our compliance activities, we have made, and continue to make, enhancements to our processes and systems designed to detect and prevent money laundering, terrorist financing, and fraud and other illicit activity. We also continue to improve consumer protection, including enhancements related to the Joint Settlement Agreements and the NYDFS Consent Order described further in Part I, Item 1, *Financial Statements*, Note 8, Commitments and Contingencies, and similar regulations outside the United States, and other matters. In coming periods, we expect these enhancements will continue to result in changes to certain of our business practices and increased costs. Some of these changes have had, and we believe will continue to have, an adverse effect on our business, financial condition and results of operations.

Restructuring-Related Expenses

On August 1, 2019, our Board of Directors approved a plan to change our operating model and improve our business processes and cost structure by reorganizing our senior management, including those managers reporting to our chief executive officer, reducing our headcount, and consolidating various facilities. We expect to incur approximately $150 million of total expenses in 2019 and 2020, with approximately $110 million related to severance and employee-related benefits and approximately $40 million related to costs associated with the relocation of various operations to other Company facilities, costs related to facility closures, lease terminations, consulting, and other expenses. Substantially all of these expenses are expected to be paid in cash. We expect the plan to generate expense savings of approximately $50 million in 2020 and approximately $100 million in 2021. The foregoing figures are our estimates and are subject to change as the plan is anticipated to be completed by the end of 2020.

For the three and nine months ended September 30, 2019, we incurred $91.5 million and $98.9 million, respectively, related to this plan, with a significant majority of these expenses related to severance and employee benefits. For the three and nine months ended September 30, 2019, $33.9 million is included within Cost of services in the Condensed Consolidated Statements of Income. For the three and nine months ended September 30, 2019, $57.6 million and $65.0 million, respectively, is included within Selling, general, and administrative in the Condensed Consolidated Statements of Income. Refer to Part I, Item 1, *Financial Statements*, Note 5, Restructuring-Related Expenses for further discussion.

These expenses are specific to this initiative; however, the types of expenses related to this initiative are similar to expenses that we have previously incurred and can reasonably be expected to incur in the future.

Cost of Services

Cost of services primarily consists of agent commissions, which represented approximately 60% of total cost of services for both the three and nine months ended September 30, 2019. Cost of services decreased for the three and nine months ended September 30, 2019, compared to the corresponding periods in the prior year, due to the Speedpay divestiture during the second quarter of 2019. Additionally, cost of services decreased for both periods due to a decrease in variable costs, including agent commissions in our Consumer-to-Consumer money transfer business, which vary with revenues, including due to fluctuations in the exchange rate between the United States dollar and foreign currencies. These decreases were partially offset by an increase in severance and employee benefits related to our restructuring plan, as further discussed above.

Selling, General, and Administrative

Selling, general, and administrative increased for the three and nine months ended September 30, 2019, compared to the corresponding periods in the prior year, due to restructuring-related expenses, including severance and related employee benefits, costs associated with the relocation of various operations to our other facilities, and costs related to facility closures, lease terminations, and consulting. In addition, selling, general and administrative increased for the nine months ended September 30, 2019 compared to the prior period due to an increase in costs related to strategic initiatives, including for the review and closing of mergers, acquisitions, and divestitures.

Total Other Income/Expense, Net

Total other income/expense, net for the nine months ended September 30, 2019 was favorably impacted by the gain on the sale of Speedpay during the second quarter of 2019 as compared to the corresponding period in the prior year, partially offset by foreign exchange gains in the prior period on certain U.S. dollar-denominated assets in our Argentina cash-based bill payments business which did not recur.

Income Taxes

Our effective tax rates on pre-tax income were 16.8% and 21.7% for the three months ended September 30, 2019 and 2018, respectively, and 17.9% and 15.4% for the nine months ended September 30, 2019 and 2018, respectively. The decrease in our effective tax rate for the three months ended September 30, 2019 compared to the prior period is primarily due to discrete items recognized in the prior period, including adjustments to our accounting for the implementation of the Tax Act for the three months ended September 30, 2018 which increased our effective tax rate by 10.0%, partially offset by an increase in 2019 domestic pre-tax income due to the net gain on the sales of the Speedpay and Paymap businesses. The increase in our effective tax rate for the nine months ended September 30, 2019 compared to the prior period is primarily due to an increase in 2019 domestic pre-tax income due to the net gain on the sales of the Speedpay and Paymap businesses, partially offset by discrete items recognized in the prior period, including adjustments to our accounting for the implementation of the Tax Act for the nine months ended September 30, 2018 which increased our effective tax rate by 1.9%.

We have established contingency reserves for a variety of material, known tax exposures. As of September 30, 2019, the total amount of tax contingency reserves was $309.5 million, including accrued interest and penalties, net of related items. Our tax reserves reflect our judgment as to the resolution of the issues involved if subject to judicial review or other settlement. While we believe that our reserves are adequate to cover reasonably expected tax risks, there can be no assurance that, in all instances, an issue raised by a tax authority will be resolved at a financial cost that does not exceed our related reserve. With respect to these reserves, our income tax expense would include (i) any changes in tax reserves arising from material changes in facts and circumstances (i.e. new information) surrounding a tax issue during the period; and (ii) any difference from our tax position as recorded in the financial statements and the final resolution of a tax issue during the period. Such resolution could materially increase or decrease income tax expense in our consolidated financial statements in future periods and could impact our operating cash flows.

Earnings Per Share

During the three months ended September 30, 2019 and 2018, basic earnings per share were $0.32 and $0.47, respectively, and diluted earnings per share were $0.32 and $0.46, respectively. During the nine months ended September 30, 2019 and 2018, basic earnings per share were $2.14 and $1.41, respectively, and diluted earnings per share were $2.13 and $1.40, respectively. Outstanding options to purchase Western Union stock and unvested shares of restricted stock are excluded from basic shares outstanding. Diluted earnings per share reflects the potential dilution that could occur if outstanding stock options at the presented dates are exercised and shares of restricted stock have vested. Shares excluded from the diluted earnings per share calculation under the treasury stock method, primarily due to outstanding options to purchase shares of Western Union stock, as their exercise prices were above our weighted-average share price during the periods and their effect was anti-dilutive, were 0.5 million and 2.2 million for the three months ended September 30, 2019 and 2018, respectively, and 2.4 million and 2.0 million for the nine months ended September 30, 2019 and 2018, respectively.

Earnings per share for both the three and nine months ended September 30, 2019 compared to the corresponding periods in the prior year were impacted by the previously described factors impacting net income, including expenses associated with our restructuring activities, and a lower number of shares outstanding. The lower number of shares outstanding is due to stock repurchases exceeding stock issuances related to our stock compensation programs. For the nine months ended September 30, 2019, the increase in earnings per share compared to the corresponding period in the prior year was primarily due to the gain on the sale of Speedpay during the second quarter of 2019.

Segment Discussion

We manage our business around the consumers and businesses we serve and the types of services we offer. Each of our segments addresses a different combination of consumer groups, distribution networks, and services offered. Our reportable segments are Consumer-to-Consumer and Business Solutions.

During the three and nine months ended September 30, 2019, we incurred $91.5 million and $98.9 million, respectively, of restructuring-related expenses, as further discussed above. While certain of these expenses may be identifiable to our segments, primarily to our Consumer-to-Consumer segment, they have been excluded from the measurement of segment operating income provided to the CODM for purposes of performance assessment and resource allocation. These expenses are therefore excluded from our segment operating income results.

The following table sets forth the components of segment revenues as a percentage of the consolidated totals for the three and nine months ended September 30, 2019 and 2018:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2019	2018	2019	2018
Consumer-to-Consumer	85 %	80 %	83 %	79 %
Business Solutions	8 %	7 %	7 %	7 %
Other	7 %	13 %	10 %	14 %
	100 %	100 %	100 %	100 %

Corporate costs, including stock-based compensation and other overhead, continue to be consistently allocated to the segments based on historical practice. For the three and nine months ended September 30, 2019, approximately $19 million and $31 million, respectively, of corporate expenses were allocated to the Consumer-to-Consumer segment that would have previously been included in Other prior to the sale of Speedpay on May 9, 2019.

Consumer-to-Consumer Segment

The following table sets forth our Consumer-to-Consumer segment results of operations for the three and nine months ended September 30, 2019 and 2018:

	Three Months Ended September 30,			Nine Months Ended September 30,		
(dollars and transactions in millions)	2019	2018	% Change	2019	2018	% Change
Revenues	$ 1,113.0	$ 1,107.4	1 %	$ 3,282.8	$ 3,325.9	(1)%
Operating income	$ 263.8	$ 277.8	(5)%	$ 747.3	$ 785.7	(5)%
Operating income margin	24 %	25 %		23 %	24 %	
Key indicator:						
Consumer-to-Consumer transactions	73.0	71.8	2 %	215.6	212.7	1 %

We view our Consumer-to-Consumer money transfer service, including our online money transfer transactions through Western Union branded websites and mobile apps ("westernunion.com"), as one interconnected global network where a money transfer can be sent from one location to another, around the world. The segment includes five geographic regions whose functions are primarily related to generating, managing and maintaining agent relationships and localized marketing activities. We include westernunion.com in our regions. By means of common processes and systems, these regions, including westernunion.com, create an interconnected network for consumer transactions, thereby constituting one global Consumer-to-Consumer money transfer business and one operating segment.

The geographic split for transactions and revenue in the table that follows, including transactions conducted and funded through westernunion.com, is determined entirely based upon the region where the money transfer is initiated. Included in each region's transaction and revenue percentages in the tables below are transactions conducted and funded through westernunion.com for the three and nine months ended September 30, 2019 and 2018, respectively. Where reported separately in the discussion below, westernunion.com consists of 100% of the transactions that are conducted and funded through westernunion.com and the related revenues.

The table below sets forth revenue and transaction changes by geographic region compared to the same period in the prior year. Consumer-to-Consumer segment constant currency revenue growth/(decline) is a non-GAAP financial measure, as further discussed in Revenues overview above.

	Three Months Ended September 30, 2019				Nine Months Ended September 30, 2019			
	Revenue Growth/ (Decline), as Reported - (GAAP)	Foreign Exchange Translation Impact	Constant Currency Revenue Growth/ (Decline) [(a)] - (Non-GAAP)	Transaction Growth/ (Decline)	Revenue Growth/ (Decline), as Reported - (GAAP)	Foreign Exchange Translation Impact	Constant Currency Revenue Growth/ (Decline) [(a)] - (Non-GAAP)	Transaction Growth/ (Decline)
Consumer-to-Consumer regional growth/(decline):								
North America (United States & Canada) ("NA")	2 %	0 %	2 %	(1)%	2 %	0 %	2 %	(1)%
Europe and Russia/CIS ("EU & CIS")	(1)%	(2)%	1 %	6 %	(3)%	(4)%	1 %	5 %
Middle East, Africa, and South Asia ("MEASA")	4 %	(1)%	5 %	1 %	(2)%	(1)%	(1)%	0 %
Latin America and the Caribbean ("LACA") [(b)]	4 %	(8)%	12 %	10 %	2 %	(11)%	13 %	10 %
East Asia and Oceania ("APAC")	(13)%	0 %	(13)%	(6)%	(13)%	(1)%	(12)%	(7)%
Total Consumer-to-Consumer growth/(decline):	1 %	(1)%	2 %	2 %	(1)%	(2)%	1 %	1 %
westernunion.com [(c)]	16 %	(1)%	17 %	16 %	17 %	(2)%	19 %	17 %

(a) Constant currency revenue growth assumes that revenues denominated in foreign currencies are translated to the United States dollar, net of the effect of foreign currency hedges, at rates consistent with those in the corresponding prior period.
(b) Our LACA region results were impacted by the strengthening of the United States dollar against the Argentine peso, in addition to an increase in local currency revenue per transaction, primarily due to inflation.
(c) Westernunion.com revenues have also been included in each region, as described earlier.

The table below sets forth regional revenues as a percentage of our Consumer-to-Consumer revenue for the three and nine months ended September 30, 2019 and 2018:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2019	2018	2019	2018
Consumer-to-Consumer revenue as a percentage of segment revenue:				
NA	38 %	37 %	38 %	37 %
EU & CIS	32 %	32 %	32 %	32 %
MEASA	15 %	15 %	15 %	15 %
LACA	9 %	9 %	9 %	9 %
APAC	6 %	7 %	6 %	7 %

Westernunion.com, which is included in the regional percentages above, represented approximately 14% and 13% of our Consumer-to-Consumer revenues for the three and nine months ended September 30, 2019, respectively. Westernunion.com represented approximately 12% and 11% of our Consumer-to-Consumer revenues for the three and nine months ended September 30, 2018, respectively.

Our consumers transferred $22.4 billion and $22.1 billion in Consumer-to-Consumer principal for the three months ended September 30, 2019 and 2018, of which $20.6 billion and $20.1 billion related to cross-border principal for the same corresponding periods described above, respectively. Our consumers transferred $65.5 billion and $65.3 billion in Consumer-to-Consumer principal for the nine months ended September 30, 2019 and 2018, of which $60.2 billion and $59.4 billion related to cross-border principal for the same corresponding periods described above, respectively.

Revenues

All comparisons in the discussion below are for the three and nine months ended September 30, 2019 compared to the corresponding periods in the prior year.

Consumer-to-Consumer money transfer revenue increased 1% for the three months ended September 30, 2019, compared to the corresponding period in the prior year, with transaction growth of 2%. For the nine months ended September 30, 2019, Consumer-to-Consumer money transfer revenue decreased 1% compared to the corresponding period in the prior year, with transaction growth of 1%. Fluctuations in the United States dollar compared to foreign currencies, net of the impact of foreign currency hedges, negatively impacted revenue by 1% and 2% for the three and nine months ended September 30, 2019 compared to the corresponding periods in the prior year, respectively. Constant currency revenue increased 2% and 1% for the three and nine months ended September 30, 2019, respectively, primarily due to transaction growth.

Our NA region revenue increased 2% for both the three and nine months ended September 30, 2019, compared to the corresponding periods in the prior year, with transaction declines of 1% for both periods. The increase in revenue for the three and nine months ended September 30, 2019 was primarily due to net price increases and transaction growth in our United States outbound services, including to Mexico, partially offset by lower revenue generated from money transfers sent and received within the United States.

Our EU & CIS region revenue decreased 1% and 3% for the three and nine months ended September 30, 2019, compared to the corresponding periods in the prior year, with transaction growth of 6% and 5%, respectively. Fluctuations in the exchange rate between the United States dollar and the euro, the British pound, and other currencies, net of the impact of foreign currency hedges, negatively impacted revenue by 2% and 4% for the three and nine months ended September 30, 2019, respectively. Revenue was positively impacted by transaction growth in Spain, France, and Russia for both the three and nine months ended September 30, 2019.

Our MEASA region revenue increased 4% for the three months ended September 30, 2019, compared to the corresponding period in the prior year, with transaction growth of 1%. For the nine months ended September 30, 2019, MEASA region revenue decreased by 2% while transaction growth was flat. Net pricing increases positively affected revenue for the three and nine months ended September 30, 2019. Fluctuations in the exchange rate between the United States dollar and other currencies negatively impacted revenue by 1% for both the three and nine months ended September 30, 2019.

Our LACA region revenue increased 4% and 2% for the three and nine months ended September 30, 2019, respectively, compared to the corresponding periods in the prior year, with transaction growth of 10% for both periods. Fluctuations in the exchange rate between the United States dollar and other currencies negatively impacted revenue by 8% and 11% for the three and nine months ended September 30, 2019, respectively. Revenues were negatively impacted by the strengthening of the United States dollar against the Argentine peso, partially offset by an increase in local currency revenue per transaction, primarily due to inflation.

Our APAC region revenue decreased 13% for both the three and nine months ended September 30, 2019, compared to the corresponding periods in the prior year, with transaction decreases of 6% and 7%, respectively. Revenue for both the three and nine months ended September 30, 2019 was negatively impacted by net price decreases.

We have historically implemented price reductions or price increases throughout many of our global corridors. We will likely continue to implement price changes from time to time in response to competition and other factors. Price reductions generally reduce margins and adversely affect financial results in the short term and may also adversely affect financial results in the long term if transaction volumes do not increase sufficiently. Price increases may adversely affect transaction volumes, as consumers may not use our services if we fail to price them appropriately.

Operating Income

Consumer-to-Consumer operating income decreased 5% for both the three and nine months ended September 30, 2019 compared to the corresponding periods in the prior year. Results for the three and nine months ended September 30, 2019, compared to the corresponding periods in the prior year, were negatively impacted by increased allocations of corporate overhead as a result of the Speedpay divestiture, as previously discussed, partially offset by decreased variable costs, including agent commissions. Additionally, for the nine months ended September 30, 2019, revenues were negatively impacted, and expenses were favorably impacted by fluctuations in the United States dollar compared to foreign currencies, net of the impact of foreign currency hedges.

Business Solutions

The following table sets forth our Business Solutions segment results of operations for the three and nine months ended September 30, 2019 and 2018:

	Three Months Ended September 30,			Nine Months Ended September 30,		
(dollars in millions)	**2019**	**2018**	**% Change**	**2019**	**2018**	**% Change**
Revenues	$ 100.6	$ 100.2	0 %	$ 291.8	$ 290.0	1 %
Operating income	$ 16.7	$ 14.3	18 %	$ 35.8	$ 18.2	97 %
Operating income margin	17 %	14 %		12 %	6 %	

Revenues

Business Solutions revenue was flat for the three months ended September 30, 2019 and increased 1% for the nine months ended September 30, 2019 when compared to the corresponding periods in the prior year. Fluctuations in the exchange rate between the United States dollar and other currencies negatively impacted revenue by 3% for both the three and nine months ended September 30, 2019. The increase in revenue for the nine months ended September 30, 2019 compared to the prior period is primarily due to increases in hedging activity in Europe and Australia.

Operating Income

For both the three and nine months ended September 30, 2019, operating income and operating income margin increased when compared to the corresponding periods in the prior year due to certain expense reductions, some of which are not expected to recur.

Other

Other primarily consisted of Speedpay and our cash-based bill payments businesses in Argentina, both of which facilitate bill payments from consumers to businesses and other organizations. As previously described, we entered into an agreement on February 28, 2019 to sell Speedpay, and closed the transaction on May 9, 2019. Speedpay revenues included in our results were $85.3 million for the three months ended September 30, 2018, and $125.4 million and $267.7 million for the nine months ended September 30, 2019 and 2018, respectively. Speedpay direct operating expenses were $62.0 million for the three months ended September 30, 2018, and $98.2 million and $189.7 million for the nine months ended September 30, 2019 and 2018, respectively.

On May 6, 2019, we completed the sale of Paymap for contingent consideration and immaterial cash proceeds received at closing. Paymap revenues included in our results were $3.9 million for the three months ended September 30, 2018, and $5.3 million and $12.2 million for the nine months ended September 30, 2019 and 2018, respectively. Paymap direct operating expenses were $1.5 million for the three months ended September 30, 2018, and $2.2 million and $4.7 million for the nine months ended September 30, 2019 and 2018, respectively.

The following table sets forth Other results for the three and nine months ended September 30, 2019 and 2018:

	Three Months Ended September 30,			Nine Months Ended September 30,		
(dollars in millions)	2019	2018	% Change	2019	2018	% Change
Revenues	$ 93.3	$ 180.2	(48)%	$ 409.8	$ 572.4	(28)%
Operating income	$ 8.4	$ 10.5	(21)%	$ 23.3	$ 47.2	(51)%
Operating income margin	9 %	6 %		6 %	8 %	

Revenues

Other revenue decreased 48% and 28% for the three and nine months ended September 30, 2019, respectively, compared to the corresponding periods in the prior year, primarily due to the sale of Speedpay. In addition, for the nine months ended September 30, 2019, the decrease in revenues was also due to a decrease in our Argentine bill payments business, due to the strengthening of the United States dollar against the Argentine peso.

Operating Income

Other operating income decreased for the three and nine months ended September 30, 2019, compared to the corresponding periods in the prior year, due to a decrease in Speedpay and Paymap revenues, net of a reduction in direct expenses and allocated expenses, as previously discussed. For the nine months ended September 30, 2019 compared to the corresponding period in the prior year, other operating income was also negatively impacted by an increase in costs related to strategic initiatives, including for the review and closing of mergers, acquisitions, and divestitures.

Capital Resources and Liquidity

Our primary source of liquidity has been cash generated from our operating activities, primarily from net income and fluctuations in working capital. Our working capital is affected by the timing of interest payments on our outstanding borrowings and timing of income tax payments, among other items. The majority of our interest payments are due in the second and fourth quarters which results in a decrease in the amount of cash provided by operating activities in those quarters and a corresponding increase to the first and third quarters. The annual payments of our 2017 United States federal tax liability, including amounts related to the United States taxation of certain previously undistributed earnings of foreign subsidiaries as specified in the Tax Act, are due in the second quarter of each year through 2025.

Our future cash flows could be impacted by a variety of factors, some of which are out of our control, including changes in economic conditions, especially those impacting migrant populations, changes in income tax laws or the status of income tax audits, including the resolution of outstanding tax matters, and the settlement or resolution of legal contingencies.

Substantially all of our cash flows from operating activities have been generated from subsidiaries. Most of these cash flows are generated from our regulated subsidiaries. Our regulated subsidiaries may transfer all excess cash to the parent company for general corporate use, except for assets subject to legal or regulatory restrictions, including: (i) requirements to maintain cash and other qualifying investment balances, free of any liens or other encumbrances, related to the payment of certain of our money transfer and other payment obligations, (ii) other legal or regulatory restrictions, including statutory or formalized minimum net worth requirements, and (iii) restrictions on transferring assets outside of the countries where these assets are located.

We currently believe we have adequate liquidity to meet our business needs, including payments under our debt and other obligations, through our existing cash balances, our ability to generate cash flows through operations, and our $1.5 billion revolving credit facility ("Revolving Credit Facility"), which expires in January 2024 and supports our commercial paper program. Our commercial paper program enables us to issue unsecured commercial paper notes in an amount not to exceed $1.5 billion outstanding at any time, reduced to the extent of any borrowings outstanding on our Revolving Credit

Facility. As of September 30, 2019, we had no outstanding borrowings on our Revolving Credit Facility and $435.0 million of outstanding borrowings on the commercial paper program.

To help ensure availability of our worldwide cash where needed, we utilize a variety of planning and financial strategies, including decisions related to the amounts, timing and manner by which cash is made available from our international subsidiaries. These decisions can influence our overall tax rate and impact our total liquidity. We regularly evaluate, taking tax consequences and other factors into consideration, our United States cash requirements and also the potential uses of cash internationally to determine the appropriate level of dividend repatriations of our foreign source income.

Cash and Investment Securities

As of September 30, 2019 and December 31, 2018, we had cash and cash equivalents of $1,390.9 million and $973.4 million, respectively. As described in Part I, Item 1, *Financial Statements*, Note 4, Divestitures and Assets Held for Sale, we completed the sale of Speedpay during the second quarter of 2019 and received approximately $750 million in cash, a portion of which we used to fund our note maturities, as discussed below, and for ongoing share repurchases. In many cases, we receive funds from money transfers and certain other payment services before we settle the payment of those transactions. These funds, referred to as Settlement assets on our Condensed Consolidated Balance Sheets, are not used to support our operations. However, we earn income from investing these funds. We maintain a portion of these settlement assets in highly liquid investments, classified as Cash and cash equivalents within Settlement assets, to fund settlement obligations.

Investment securities classified within Settlement assets on the Condensed Consolidated Balance Sheets were $1.6 billion and $1.2 billion as of September 30, 2019 and December 31, 2018, respectively, and consist primarily of highly-rated state and municipal debt securities, including fixed-rate term notes and variable-rate demand notes. The substantial majority of our investment securities are held in order to comply with state licensing requirements in the United States and are required to have credit ratings of "A-" or better from a major credit rating agency.

Investment securities are exposed to market risk due to changes in interest rates and credit risk. We regularly monitor credit risk and attempt to mitigate our exposure by investing in highly-rated securities and diversifying our investment portfolio. Our investment securities are also actively managed with respect to concentration. As of September 30, 2019, all investments with a single issuer and each individual security represented less than 10% of our investment securities portfolio.

Cash Flows from Operating Activities

Cash provided by operating activities increased to $665.3 million during the nine months ended September 30, 2019, from $518.5 million in the corresponding period in the prior year. The increase was primarily due to the timing of significant payments made during 2018, including payments of approximately $120 million related to an agreement with the IRS resolving substantially all of the issues related to our restructuring of our international operations in 2003 and approximately $60 million related to the NYDFS Consent Order. This increase was partially offset by payments made during the nine months ended September 30, 2019 related to the taxes resulting from the net gain on the sale of Speedpay and Paymap businesses. Cash provided by operating activities can also be impacted by changes to our consolidated net income, in addition to fluctuations in our working capital balances, among other factors.

Financing Resources

As of September 30, 2019, we have outstanding borrowings at par value of $3,259.9 million. The majority of these outstanding borrowings consist of unsecured fixed-rate notes and associated swaps with maturities ranging from 2020 to 2040, and our borrowings also include our floating rate term loan.

Our Revolving Credit Facility expires in January 2024 and provides for unsecured financing facilities in an aggregate amount of $1.5 billion, including a $250.0 million letter of credit sub-facility. Interest due under the Revolving Credit Facility is fixed for the term of each borrowing and is payable according to the terms of that borrowing. Generally, interest is calculated using a selected LIBOR rate plus an interest rate margin of 110 basis points. A facility fee is also payable quarterly at an annual rate of 15 basis points on the total facility, regardless of usage. Both the interest rate margin and facility fee percentage are based on certain of our credit ratings.

The purpose of our Revolving Credit Facility, which is diversified through a group of 19 participating institutions, is to provide general liquidity and to support our commercial paper program, which we believe enhances our short-term credit rating. The largest commitment from any single financial institution within the total committed balance of $1.5 billion is approximately 11%. As of September 30, 2019, we had no outstanding borrowings under our Revolving Credit Facility. If the amount available to borrow under the Revolving Credit Facility decreased, or if the Revolving Credit Facility were eliminated, the cost and availability of borrowing under the commercial paper program may be impacted.

Pursuant to our commercial paper program, we may issue unsecured commercial paper notes in an amount not to exceed $1.5 billion outstanding at any time, reduced to the extent of borrowings outstanding on our Revolving Credit Facility. Our commercial paper borrowings may have maturities of up to 397 days from date of issuance. Interest rates for borrowings are based on market rates at the time of issuance. We had $435.0 million of commercial paper borrowings outstanding as of September 30, 2019. During the nine months ended September 30, 2019, the average commercial paper balance outstanding was $206.4 million and the maximum balance outstanding was $630.0 million. Proceeds from our commercial paper borrowings were used to repay portions of the May 2019 maturities of our 2019 notes of $250.0 million and floating rate notes of $250.0 million and were used for general corporate purposes and working capital needs.

Cash Priorities

Liquidity

Our objective is to maintain strong liquidity and a capital structure consistent with investment-grade credit ratings. We have existing cash balances, cash flows from operating activities, access to the commercial paper markets and our Revolving Credit Facility available to support the needs of our business.

Capital Expenditures

The total aggregate amount paid for contract costs, purchases of property and equipment and purchased and developed software was $93.5 million and $248.1 million for the nine months ended September 30, 2019 and 2018, respectively. Amounts paid for new and renewed agent contracts vary depending on the terms of existing contracts as well as the timing of new and renewed contract signings.

Share Repurchases and Dividends

During the nine months ended September 30, 2019 and 2018, 24.4 million and 17.4 million shares were repurchased for $475.2 million and $350.0 million, respectively, excluding commissions, at an average cost of $19.48 and $20.07, respectively. As of September 30, 2019, $69.0 million and $1.0 billion remained available under the share repurchase authorizations approved by our Board of Directors through December 31, 2019 and December 31, 2021, respectively.

Our Board of Directors declared quarterly cash dividends of $0.20 per common share in each of the first three quarters of 2019, representing $257.1 million in total dividends.

Debt Service Requirements

Our 2019 and future debt service requirements will include payments on all outstanding indebtedness, including any borrowings under our commercial paper program. In May 2019, our 2019 notes of $250.0 million and floating rate notes of $250.0 million matured. We funded these maturities using proceeds from the Speedpay divestiture, commercial paper, and cash, including cash generated from operating activities.

In April 2020, our notes of $324.9 million will mature. We plan to fund this maturity by refinancing all or a portion of this debt, or by using a combination of commercial paper and cash balances, including cash generated from operations.

2017 United States Federal Tax Liability

As previously discussed, the Tax Act imposed a tax on certain of our previously undistributed foreign earnings. This tax charge, combined with our other 2017 United States taxable income and tax attributes, resulted in a 2017 United States federal tax liability of approximately $800 million, which we have elected to pay in periodic installments through 2025. Under the terms of the law, we are required to pay the remaining installment payments as summarized in Contractual Obligations located in Part II, Item 7, *Management's Discussion and Analysis of Financial Condition and Results of Operations* in our Annual Report on Form 10-K for the year ended December 31, 2018. These payments have affected and will continue to adversely affect our cash flows and liquidity and may adversely affect future share repurchases.

Our ability to grow the business, make investments in our business, make acquisitions, return capital to shareholders, including through dividends and share repurchases, and service our debt and tax obligations will depend on our ability to continue to generate excess operating cash through our operating subsidiaries and to continue to receive dividends from those operating subsidiaries, our ability to obtain adequate financing and our ability to identify acquisitions that align with our long-term strategy.

Restructuring Activities

As previously discussed, on August 1, 2019, our Board of Directors approved a plan to change our operating model and improve our business processes and cost structure by reorganizing our senior management, including those managers reporting to our chief executive officer, reducing our headcount, and consolidating various facilities. As of September 30, 2019, the accrual balance related to our restructuring plan was approximately $80 million. We plan to pay these restructuring accruals, and any additional restructuring accruals, using our existing cash balances and cash generated from operations.

Off-Balance Sheet Arrangements

We have no material off-balance sheet arrangements that have or are reasonably likely to have a material current or future effect on our financial condition, results of operations, liquidity, capital expenditures, or capital resources.

Other Commercial Commitments

We had approximately $335 million in outstanding letters of credit and bank guarantees as of September 30, 2019 that are primarily held in connection with safeguarding consumer funds, lease arrangements, and certain agent agreements. The letters of credit and bank guarantees have expiration dates through 2024, with many having a one-year renewal option. We expect to renew the letters of credit and bank guarantees prior to expiration in most circumstances. These letters of credit and bank guarantees exclude guarantees that we may provide as part of our legal matters described in Part I, Item 1, *Financial Statements*, Note 8, Commitments and Contingencies.

As of September 30, 2019, our total amount of unrecognized income tax benefits was $322.4 million, including associated interest and penalties. The timing of related cash payments for substantially all of these liabilities is inherently uncertain because the ultimate amount and timing of such liabilities are affected by factors which are variable and outside our control.

Critical Accounting Policies and Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts and disclosures in the financial statements and accompanying notes. Actual results could differ from those estimates. Our Critical Accounting Policies and Estimates disclosed in Part II, Item 7, *Management's Discussion and Analysis of Financial Condition and Results of Operations* in our Annual Report on Form 10-K for the year ended December 31, 2018, for which there were no material changes, included:

- Income taxes, including income tax contingencies

- Derivative financial instruments
- Other intangible assets
- Goodwill
- Legal contingencies

In our Annual Report on Form 10-K for the year ended December 31, 2018, we disclosed that the fair value of the Business Solutions reporting unit was sensitive to changes in projections for revenue growth rates and EBITDA margins, quantified the decrease in the projected revenue growth rate that would result in the fair value of the reporting unit approximating its carrying value, and described key factors impacting our ability to achieve the projected revenue growth and EBITDA margins. The reporting unit's fair value continues to be sensitive to changes in projected revenue growth rates and EBITDA margins, which are impacted by these same factors. As of September 30, 2019, the Business Solutions reporting unit had goodwill of $532.0 million.

Recent Accounting Pronouncements

Refer to Part I, Item 1, *Financial Statements*, Note 1, Business and Basis of Presentation for further discussion.

Risk Management

We are exposed to market risks arising from changes in market rates and prices, including changes in foreign currency exchange rates and interest rates and credit risk related to our agents and customers. A risk management program is in place to manage these risks.

Foreign Currency Exchange Rates

We provide our services primarily through a network of agent locations in more than 200 countries and territories. We manage foreign exchange risk through the structure of the business and an active risk management process. We currently settle with the substantial majority of our agents in United States dollars, euros, or Mexican pesos, requiring those agents to obtain local currency to pay recipients, and we generally do not rely on international currency markets to obtain and pay illiquid currencies. However, in certain circumstances, we settle in other currencies. The foreign currency exposure that does exist is limited by the fact that the majority of transactions are paid by the next day after they are initiated. To mitigate this risk further, we enter into short duration foreign currency forward contracts, generally with maturities from a few days up to one month, to offset foreign exchange rate fluctuations between transaction initiation and settlement. We also have exposure to certain foreign currency denominated cash and other asset and liability positions and may utilize foreign currency forward contracts, typically with maturities of less than one year at inception, to offset foreign exchange rate fluctuations on these positions. In certain consumer money transfer, bill payment and Business Solutions transactions involving different send and receive currencies, we generate revenue based on the difference between the exchange rate set by us to the consumer or business and the rate available in the wholesale foreign exchange market, helping to provide protection against currency fluctuations. We attempt to promptly buy and sell foreign currencies as necessary to cover our net payables and receivables which are denominated in foreign currencies.

We use longer-term foreign currency forward contracts to help mitigate risks associated with changes in foreign currency exchange rates on revenues denominated primarily in the euro, and to a lesser degree the Canadian dollar, British pound, and other currencies. We use contracts with maturities of up to 36 months at inception to mitigate some of the impact that changes in foreign currency exchange rates could have on forecasted revenues, with a targeted weighted-average maturity of approximately one year. We believe the use of longer-term foreign currency forward contracts provides predictability of future cash flows from our international operations.

We have bill payment, money transfer, and other operations in Argentina, which together represented less than 5% of our total consolidated revenues for both the three and nine months ended September 30, 2019 and 2018. The strengthening of the United States dollar against the Argentine peso has had adverse impacts on our historical results of operations and cash flows, as our Argentine peso-denominated revenue and operating income have been reduced when translated into United States dollars for inclusion in our financial statements. Additionally, beginning in the third quarter of 2018, we reflected the impact of all changes in the value of the Argentine peso on our monetary assets and liabilities in net income, given Argentina's status as a highly inflationary economy. Prior to the third quarter of 2018, changes in the Argentine peso exchange rate were reflected in net income for our money transfer operations, whereas these effects were reflected in other comprehensive income for our bill payment operations. During the third quarter of 2019, the Argentine government imposed restrictions that limit the transfer of cash outside of the country. While we manage our working capital balances to have minimal net monetary assets denominated in the Argentine peso, further policy restrictions could cause our cash and cash equivalents held in the Argentine peso to increase in future periods, including as a result of cash flows generated by our operations. Therefore, the continued devaluation of the Argentine peso could adversely affect our results of operations, and limits on repatriating excess cash balances could adversely affect future distributions of excess cash from Argentina or increase the costs of these repatriations.

We have additional foreign exchange risk and associated foreign exchange risk management requirements due to the nature of our Business Solutions business. The majority of this business' revenue is from exchanges of currency at spot rates, which enable customers to make cross-currency payments. In certain countries, this business also writes foreign currency forward and option contracts for our customers to facilitate future payments. The duration of these derivative contracts at inception is generally less than one year. Business Solutions aggregates its foreign exchange exposures arising from customer contracts, including the derivative contracts described above, and hedges the resulting net currency risks by entering into offsetting contracts with established financial institution counterparties.

As of September 30, 2019 and December 31, 2018, a hypothetical uniform 10% strengthening or weakening in the value of the United States dollar relative to all other currencies in which our net income is generated would have resulted in a decrease/increase to pre-tax annual income of approximately $35 million and $30 million, respectively, based on our forecast of unhedged exposure to foreign currency for the next twelve months at those dates. There are inherent limitations in this sensitivity analysis, primarily due to the following assumptions: (i) foreign exchange rate movements are linear and instantaneous, (ii) fixed exchange rates between certain currency pairs are retained, (iii) the unhedged exposure is static, and (iv) we would not hedge any additional exposure. As a result, the analysis is unable to reflect the potential effects of more complex market changes that could arise, which may positively or negatively affect income.

Interest Rates

We invest in several types of interest-bearing assets, with a total value as of September 30, 2019 of approximately $2.7 billion. Approximately $1.4 billion of these assets bear interest at floating rates and are therefore sensitive to changes in interest rates. These assets primarily include cash in banks, money market instruments, and state and municipal variable rate securities and are included in our Condensed Consolidated Balance Sheets within Cash and cash equivalents and Settlement assets. To the extent these assets are held in connection with money transfers and other related payment services awaiting redemption, they are classified as Settlement assets. Earnings on these investments will increase and decrease with changes in the underlying short-term interest rates.

The remainder of our interest-bearing assets primarily consists of highly-rated state and municipal debt securities, which are fixed rate term notes. These investments may include investments made from cash received from our money order services, money transfer business, and other related payment services awaiting redemption classified within Settlement assets in the Condensed Consolidated Balance Sheets. As interest rates rise, the fair value of these fixed-rate interest-bearing securities will decrease; conversely, a decrease to interest rates would result in an increase to the fair values of the securities. We have classified these investments as available-for-sale within Settlement assets in the Condensed Consolidated Balance Sheets, and accordingly, recorded these instruments at their fair value with the net unrealized gains and losses, net of the applicable deferred income tax effect, being added to or deducted from our Total stockholders' deficit on our Condensed Consolidated Balance Sheets.

As of September 30, 2019, we had a total of approximately $1.1 billion of borrowings, not including commercial paper, that are subject to floating interest rates. A total of $175.0 million of our fixed-rate borrowings at par value are effectively floating rate debt through interest rate swap agreements, changing this fixed-rate debt to LIBOR-based floating rate debt with weighted-average spreads of approximately 325 basis points above LIBOR. Additionally, interest on $950.0

million borrowed under our Term Loan Facility is calculated using a selected LIBOR rate plus an interest rate margin of 125 basis points. Borrowings of $435.0 million under our commercial paper program mature in such a short period that the financing is also effectively floating rate.

We review our overall exposure to floating and fixed rates by evaluating our net asset or liability position and the duration of each individual position. We manage this mix of fixed versus floating exposure in an attempt to minimize risk, reduce costs, and improve returns. Our exposure to interest rates can be modified by changing the mix of our interest-bearing assets as well as adjusting the mix of fixed versus floating rate debt. The latter is accomplished primarily through the use of interest rate swaps and the decision regarding terms of any new debt issuances (i.e., fixed versus floating). We use interest rate swaps designated as hedges to vary the ratio of fixed to floating rate debt, subject to market conditions. As of September 30, 2019, our weighted-average effective rate on total borrowings was approximately 4.3%. For further detail on our variable rate borrowings, see risk factor "*We have substantial debt and other obligations that could restrict our operations*" in Part I, Item 1A, *Risk Factors* in our Annual Report on Form 10-K for the year ended December 31, 2018.

A hypothetical 100 basis point increase/decrease in interest rates would result in a decrease/increase to pre-tax income for the next twelve months of approximately $16 million based on borrowings sensitive to interest rate fluctuations, net of the impact of hedges, on September 30, 2019. The same 100 basis point increase/decrease in interest rates, if applied to our cash and investment balances on September 30, 2019 that are sensitive to interest rate fluctuations, would result in an offsetting increase/decrease to pre-tax income for the next twelve months of approximately $14 million. There are inherent limitations in the sensitivity analysis presented, primarily due to the assumptions that interest rate changes would be instantaneous and consistent across all geographies in which our interest-bearing assets are held and our liabilities are payable. As a result, the analysis is unable to reflect the potential effects of more complex market changes, including changes in credit risk regarding our investments, which may positively or negatively affect income. In addition, the mix of fixed versus floating rate debt and investments and the level of assets and liabilities will change over time, including the impact from commercial paper borrowings that may be outstanding in future periods.

Credit Risk

To manage our exposures to credit risk with respect to investment securities, money market fund investments, derivatives, and other credit risk exposures resulting from our relationships with banks and financial institutions, we regularly review investment concentrations, trading levels, credit spreads, and credit ratings, and we attempt to diversify our investments among global financial institutions.

We are also exposed to credit risk related to receivable balances from agents in the money transfer, walk-in bill payment, and money order settlement process. We perform a credit review before each agent signing and conduct periodic analyses of agents and certain other parties we transact with directly. In addition, we are exposed to credit risk directly from consumer transactions, particularly through our electronic channels, where transactions are originated through means other than cash and are therefore subject to "chargebacks," insufficient funds or other collection impediments, such as fraud, which are anticipated to increase as electronic channels become a greater proportion of our money transfer business.

We are exposed to credit risk in our Business Solutions business relating to: (i) derivatives written by us, primarily to our customers, and (ii) the extension of trade credit when transactions are paid to recipients prior to our receiving cleared funds from the sending customers. For the derivatives, the duration of these contracts at inception is generally less than one year. The credit risk associated with our derivative contracts increases when foreign currency exchange rates move against our customers, possibly impacting their ability to honor their obligations to deliver currency to us or to maintain appropriate collateral with us. For those receivables where we have offered trade credit, collection ordinarily occurs within a few days. To mitigate the risk associated with potential customer defaults, we perform credit reviews of the customer on an ongoing basis, and, for our derivatives, we may require certain customers to post or increase collateral.

Our losses associated with bad debts have been approximately 1% of our consolidated revenues in all periods presented.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

The information under Risk Management in Part I, Item 2, *Management's Discussion and Analysis of Financial Condition and Results of Operations* of this report is incorporated herein by reference.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our management, under the supervision and with the participation of the Principal Executive Officer and Principal Financial Officer, has evaluated the effectiveness of our controls and procedures related to our reporting and disclosure obligations (as defined by Rules 13a-15(e) and 15d-15(e) within the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of September 30, 2019, which is the end of the period covered by this Quarterly Report on Form 10-Q. Based on that evaluation, the Principal Executive Officer and Principal Financial Officer have concluded that, as of September 30, 2019, the disclosure controls and procedures were effective to ensure that information required to be disclosed by us, including our consolidated subsidiaries, in the reports we file or submit under the Exchange Act, is recorded, processed, summarized and reported, as applicable, within the time periods specified in the rules and forms of the Securities and Exchange Commission, and are designed to ensure that information required to be disclosed by us in the reports that we file or submit is accumulated and communicated to our management, including our Principal Executive Officer and Principal Financial Officer, to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

On August 1, 2019, our Board of Directors approved a restructuring plan to change our operating model and improve our cost structure by reducing our headcount and transitioning certain functions to existing Company facilities and third-party providers. Accordingly, we will experience significant turnover in these functions during the duration of these transition activities. Management believes it is taking the necessary steps to monitor and maintain appropriate internal control over financial reporting during this period of change.

There were no other changes that occurred during the fiscal quarter covered by this Quarterly Report on Form 10-Q that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Review Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders of The Western Union Company

Results of Review of Interim Financial Statements

We have reviewed the condensed consolidated balance sheet of The Western Union Company (the Company) as of September 30, 2019, the related condensed consolidated statements of income, comprehensive income, and stockholders' equity/(deficit) for the three-month and nine-month periods ended September 30, 2019 and 2018, the condensed consolidated statements of cash flows for the nine-month periods ended September 30, 2019 and 2018, and the related notes (collectively referred to as the "condensed consolidated interim financial statements"). Based on our reviews, we are not aware of any material modifications that should be made to the condensed consolidated interim financial statements for them to be in conformity with U.S. generally accepted accounting principles.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheet of the Company as of December 31, 2018, the related consolidated statements of income/(loss), comprehensive income/(loss), cash flows, and stockholders' equity/(deficit) for the year then ended, and the related notes and schedule (not presented herein); and in our report dated February 21, 2019, we expressed an unqualified audit opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of December 31, 2018, is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

Basis for Review Results

These financial statements are the responsibility of the Company's management. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the SEC and the PCAOB. We conducted our review in accordance with the standards of the PCAOB. A review of interim financial statements consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the PCAOB, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

/s/ Ernst & Young LLP

Denver, Colorado
October 31, 2019

PART II

OTHER INFORMATION

Item 1. Legal Proceedings

The information required by this Item 1 is incorporated herein by reference to the discussion in Part I, Item 1, *Financial Statements*, Note 8, Commitments and Contingencies.

Item 1A. Risk Factors

There have been no material changes to the risk factors described in our Annual Report on Form 10-K for the year ended December 31, 2018.

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

The following table sets forth stock repurchases for each of the three months of the quarter ended September 30, 2019:

Period	Total Number of Shares Purchased*	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs**	Remaining Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs (in millions)
July 1 - 31	2,351,562	$ 20.55	2,336,600	$ 1,160.8
August 1 - 31	2,247,002	$ 21.50	2,233,600	$ 1,112.7
September 1 - 30	1,923,762	$ 22.77	1,919,447	$ 1,069.0
Total	6,522,326	$ 21.53	6,489,647	

* These amounts represent both shares authorized by our Board of Directors for repurchase under a publicly announced authorization, as described below, as well as shares withheld from employees to cover tax withholding obligations on restricted stock units that have vested.

** On February 9, 2017, our Board of Directors authorized $1.2 billion of common stock repurchases through December 31, 2019, of which $69.0 million remained available as of September 30, 2019. On February 28, 2019, our Board of Directors authorized $1.0 billion of common stock repurchases through December 31, 2021, all of which remained available as of September 30, 2019. In certain instances, management has historically and may continue to establish prearranged written plans pursuant to Rule 10b5-1. A Rule 10b5-1 plan permits us to repurchase shares at times when we may otherwise be unable to do so, provided the plan is adopted when we are not aware of material non-public information.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Table of Contents

Item 6. Exhibits

See Exhibit Index for documents filed or furnished herewith and incorporated herein by reference.

EXHIBIT INDEX

Exhibit Number	Description
15	Letter from Ernst & Young LLP Regarding Unaudited Interim Financial Information
31.1	Certification of Chief Executive Officer of The Western Union Company Pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934
31.2	Certification of Chief Financial Officer of The Western Union Company Pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934
32	Certification of Chief Executive Officer and Chief Financial Officer Pursuant to Section 1350 of Chapter 63 of Title 18 of the United States Code
101.INS	Inline XBRL Instance Document (the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document)
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)

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.

The Western Union Company (Registrant)

Date: October 31, 2019	By:	/s/ Hikmet Ersek
		Hikmet Ersek **President and Chief Executive Officer** **(Principal Executive Officer)**
Date: October 31, 2019	By:	/s/ Raj Agrawal
		Raj Agrawal **Chief Financial Officer (Principal Financial Officer)**
Date: October 31, 2019	By:	/s/ Amintore T.X. Schenkel
		Amintore T.X. Schenkel **Senior Vice President, Chief Accounting Officer and Controller** **(Principal Accounting Officer)**

Exhibit 15

Letter from Ernst & Young LLP Regarding Unaudited Interim Financial Information

The Board of Directors and Stockholders of The Western Union Company

We are aware of the incorporation by reference in the following Registration Statements:

(1) Registration Statement (Form S-3 No. 333-234014) of The Western Union Company, and

(2) Registration Statement (Form S-8 Nos. 333-137665 and 333-204183) pertaining to The Western Union Company 2006 Long-Term Incentive Plan, The Western Union Company 2006 Non-Employee Director Equity Compensation Plan, The Western Union Company Supplemental Incentive Savings Plan, and The Western Union Company 2015 Long-Term Incentive Plan;

of our report dated October 31, 2019, relating to the unaudited condensed consolidated interim financial statements of The Western Union Company that are included in its Form 10-Q for the quarter ended September 30, 2019.

/s/ Ernst & Young LLP

Denver, Colorado
October 31, 2019

Exhibit 31.1

CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER

I, Hikmet Ersek, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of The Western Union Company;

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

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

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

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

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

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

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

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

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

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

Date: October 31, 2019

/s/ HIKMET ERSEK

Hikmet Ersek

President and Chief Executive Officer

Exhibit 31.2

CERTIFICATION OF THE CHIEF FINANCIAL OFFICER

I, Raj Agrawal, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of The Western Union Company;

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

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

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

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

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

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

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

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

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

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

Date: October 31, 2019

/s/ RAJ AGRAWAL

Raj Agrawal

Chief Financial Officer

Exhibit 32

CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER

The certification set forth below is being submitted in connection with the Quarterly Report of The Western Union Company on Form 10-Q for the period ended September 30, 2019 (the "Report") for the purpose of complying with Rule 13a-14(b) or Rule 15d-14(b) of the Securities Exchange Act of 1934 (the "Exchange Act") and Section 1350 of Chapter 63 of Title 18 of the United States Code.

Hikmet Ersek and Raj Agrawal certify that, to the best of each of their knowledge:

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

Date: October 31, 2019

/s/ HIKMET ERSEK

Hikmet Ersek

President and Chief Executive Officer

Date: October 31, 2019

/s/ RAJ AGRAWAL

Raj Agrawal

Chief Financial Officer