

FORD MOTOR CO
Form 10-K/A
March 29, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-K/A
(Amendment No. 1)

(Mark One)

Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended December 31, 2016

or

Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from _____ to _____

Commission file number 1-3950

Ford Motor Company
(Exact name of Registrant as specified in its charter)

Delaware 38-0549190
(State of incorporation) (I.R.S. Employer Identification No.)

One American Road, Dearborn, Michigan 48126
(Address of principal executive offices) (Zip Code)
313-322-3000
(Registrant's telephone number, including area code)

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

| Title of each class | Name of each exchange on which registered* |
|---|--|
| Common Stock, par value \$.01 per share | New York Stock Exchange |

* In addition, shares of Common Stock of Ford are listed on certain stock exchanges in Europe.

Securities registered pursuant to Section 12(g) of the Act: None.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
Yes No

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Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No R

Indicate by check mark if 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 o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No o

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. R

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

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

As of June 30, 2016, Ford had outstanding 3,902,375,117 shares of Common Stock and 70,852,076 shares of Class B Stock. Based on the New York Stock Exchange Composite Transaction closing price of the Common Stock on that date (\$12.57 per share), the aggregate market value of such Common Stock was \$49,052,855,221. Although there is no quoted market for our Class B Stock, shares of Class B Stock may be converted at any time into an equal number of shares of Common Stock for the purpose of effecting the sale or other disposition of such shares of Common Stock. The shares of Common Stock and Class B Stock outstanding at June 30, 2016 included shares owned by persons who may be deemed to be "affiliates" of Ford. We do not believe, however, that any such person should be considered to be an affiliate. For information concerning ownership of outstanding Common Stock and Class B Stock, see the Proxy Statement for Ford's Annual Meeting of Stockholders currently scheduled to be held on May 11, 2017 (our "Proxy Statement"), which is incorporated by reference under various Items of this Report as indicated below.

As of January 31, 2017, Ford had outstanding 3,903,445,093 shares of Common Stock and 70,852,076 shares of Class B Stock. Based on the New York Stock Exchange Composite Transaction closing price of the Common Stock on that date (\$12.36 per share), the aggregate market value of such Common Stock was \$48,246,581,349.

DOCUMENTS INCORPORATED BY REFERENCE

| Document | Where Incorporated |
|------------------|---|
| Proxy Statement* | Part III (Items 10, 11, 12, 13, and 14) |

* As stated under various Items of this Report, only certain specified portions of such document are incorporated by reference in this Report.

Exhibit Index begins on page

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EXPLANATORY NOTE

Ford Motor Company is filing this Amendment No. 1 on Form 10-K/A (“Amended 10-K”) to its Annual Report on Form 10-K for the year ended December 31, 2016 (“Original 10-K”) filed with the U.S. Securities and Exchange Commission (“SEC”) on February 9, 2017 to include the financial statements and related notes of Changan Ford Automobile Corporation Limited (“CAF”), an unconsolidated joint venture incorporated in the People’s Republic of China.

We own a 50% non-controlling interest in CAF and account for CAF using the equity method of accounting. Rule 3-09 of Regulation S-X under the Securities Exchange Act of 1934, as amended, provides that if a 50 percent-or-less-owned person accounted for by the equity method meets the first or third condition of the significant subsidiary tests set forth in Rule 1-02(w) of Regulation S-X, substituting 20 percent for 10 percent, separate financial statements for such 50 percent-or-less-owned person shall be filed. CAF met the significant subsidiary test described above for fiscal years ended December 31, 2014 and 2016. The Original 10-K is being amended by this Amended 10-K to include as exhibits: (i) the CAF audited financial statements for fiscal years ended December 31, 2014, 2015, and 2016 prepared in accordance with generally accepted accounting principles in the United States; (ii) the consent of the independent auditor of CAF; and (iii) certifications by our Chief Executive Officer and Chief Financial Officer. This Amended 10-K does not otherwise update any exhibits as originally filed and does not otherwise reflect events that occurred after the filing date of the Original 10-K.

PART IV.

ITEM 15. Exhibits and Financial Statement Schedules.

(a) 1. Financial Statements – Ford Motor Company and Subsidiaries

The following are contained in this 2016 Form 10-K Report:

Report of Independent Registered Public Accounting Firm.

Consolidated Income Statement for the years ended December 31, 2014, 2015, and 2016.

Consolidated Statement of Comprehensive Income for the years ended December 31, 2014, 2015, and 2016.

Consolidated Balance Sheet at December 31, 2015 and 2016.

Consolidated Statement of Cash Flows for the years ended December 31, 2014, 2015, and 2016.

Consolidated Statement of Equity for the years ended December 31, 2014, 2015, and 2016.

Notes to the Financial Statements.

The Report of Independent Registered Public Accounting Firm, the Consolidated Financial Statements, and the Notes to the Financial Statements listed above are filed as part of this Report and are set forth beginning on page FS-1 immediately following the signature pages of this Report.

(a) 2. Financial Statement Schedules

Designation Description

Schedule II Valuation and Qualifying Accounts

Schedule II is filed as part of this Report and is set forth on page FSS-1 immediately following the Notes to the Financial Statements referred to above. The other schedules are omitted because they are not applicable, the information required to be contained in them is disclosed elsewhere on our Consolidated Financial Statements or the amounts involved are not sufficient to require submission.

(a) 3. Exhibits

| Designation | Description | Method of Filing |
|---------------|--|---|
| Exhibit 3-A | Restated Certificate of Incorporation, dated August 2, 2000. | Filed as Exhibit 3-A to our Annual Report on Form 10-K for the year ended December 31, 2000.* |
| Exhibit 3-A-1 | Certificate of Designation of Series A Junior Participating Preferred Stock filed on September 11, 2009. | Filed as Exhibit 3.1 to our Current Report on Form 8-K filed September 11, 2009.* |
| Exhibit 3-B | By-laws. | Filed as Exhibit 3.2 to our Form 8-A/A filed on September 11, 2015.* |
| Exhibit 4-A | Tax Benefit Preservation Plan (“TBPP”) dated September 11, 2009 between Ford Motor Company and Computershare Trust Company, N.A. | Filed as Exhibit 4.1 to our Current Report on Form 8-K filed September 11, 2009.* |
| Exhibit 4-A-1 | Amendment No. 1 to TBPP dated September 11, 2012. | Filed as Exhibit 4 to our Current Report on Form 8-K filed September 12, 2012.* |

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|---------------|---|--|
| Exhibit 4-A-2 | Amendment No. 2 to TBPP dated September 9, 2015. | Filed as Exhibit 4.3 to our Current Report on Form 8-K filed September 11, 2015.* |
| Exhibit 10-A | Executive Separation Allowance Plan as amended and restated effective as of January 1, 2012** | Filed as Exhibit 10-A to our Annual Report on Form 10-K for the year ended December 31, 2012.* |
| Exhibit 10-B | Deferred Compensation Plan for Non-Employee Directors, as amended and restated as of January 1, 2012.** | Filed as Exhibit 10-B to our Annual Report on Form 10-K for the year ended December 31, 2011.* |
| Exhibit 10-C | 2014 Stock Plan for Non-Employee Directors** | Filed as Exhibit 10-C to our Annual Report on Form 10-K for the year ended December 31, 2013.* |
| Exhibit 10-D | Benefit Equalization Plan, as amended and restated as of January 1, 2012.** | Filed as Exhibit 10-C to our Annual Report on Form 10-K for the year ended December 31, 2012.* |
| Exhibit 10-E | Description of financial counseling services provided to certain executives.** | Filed as Exhibit 10-F to our Annual Report on Form 10-K for the year ended December 31, 2002.* |

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| Designation | Description | Method of Filing |
|----------------|---|---|
| Exhibit 10-F | Supplemental Executive Retirement Plan, amended and restated effective as of January 1, 2013.** | Filed as Exhibit 10-E to our Annual Report on Form 10-K for the year ended December 31, 2012.* |
| Exhibit 10-F-1 | Defined Contribution Supplemental Executive Retirement Plan, effective January 1, 2013.** | Filed as Exhibit 10-E-1 to our Annual Report on Form 10-K for the year ended December 31, 2012.* |
| Exhibit 10-G | Description of Director Compensation as of July 13, 2006.** | Filed as Exhibit 10-G-3 to our Quarterly Report on Form 10-Q for the quarter ended September 30, 2006.* |
| Exhibit 10-G-1 | Amendment to Description of Director Compensation as of February 8, 2012.** | Filed as Exhibit 10-F-3 to our Annual Report on Form 10-K for the year ended December 31, 2011.* |
| Exhibit 10-G-2 | Amendment to Description of Director Compensation as of July 1, 2013.** | Filed as Exhibit 10-G-2 to our Annual Report on Form 10-K for the year ended December 31, 2013.* |
| Exhibit 10-G-3 | Amendment to Description of Director Compensation as of January 1, 2017.** | Filed with this Report.# |
| Exhibit 10-H | 2008 Long-Term Incentive Plan.** | Filed as Exhibit 10.1 to our Quarterly Report on Form 10-Q for the quarter ended June 30, 2008.* |
| Exhibit 10-I | Description of Matching Gift Program and Vehicle Evaluation Program for Non-Employee Directors.** | Filed as Exhibit 10-I to our Annual Report on Form 10-K/A for the year ended December 31, 2005.* |
| Exhibit 10-J | Non-Employee Directors Life Insurance and Optional Retirement Plan as amended and restated as of December 31, 2010.** | Filed as Exhibit 10-I to our Annual Report on Form 10-K for the year ended December 31, 2010.* |
| Exhibit 10-K | Description of Non-Employee Directors Accidental Death, Dismemberment and Permanent Total Disablement Indemnity.** | Filed as Exhibit 10-S to our Annual Report on Form 10-K for the year ended December 31, 1992.* |
| Exhibit 10-K-1 | Description of Amendment to Basic Life Insurance and Accidental Death & Dismemberment Insurance.** | Filed as Exhibit 10-K-1 to our Annual Report on Form 10-K for the year ended December 31, 2013.* |
| Exhibit 10-L | Description of Compensation Arrangements for Mark Fields.** | Filed as Exhibit 10-L to our Annual Report on Form 10-K for the year ended December 31, 2014.* |
| Exhibit 10-M | Select Retirement Plan, amended and restated effective as of January 1, 2014.** | Filed as Exhibit 10-M to our Annual Report on Form 10-K for the year ended December 31, 2013.* |
| Exhibit 10-N | Deferred Compensation Plan, as amended and restated as of December 31, 2010.** | Filed as Exhibit 10-M to our Annual Report on Form 10-K for the year ended December 31, 2010.* |
| Exhibit 10-N-1 | Suspension of Open Enrollment in Deferred Compensation Plan.** | Filed as Exhibit 10-M-1 to our Annual Report on Form 10-K for the year ended December 31, 2009.* |
| Exhibit 10-O | Annual Incentive Compensation Plan, as amended and restated as of March 1, 2008.** | Filed as Exhibit 10.2 to our Quarterly Report on Form 10-Q for the quarter ended June 30, 2008.* |
| Exhibit 10-O-1 | Amendment to the Ford Motor Company Annual Incentive Compensation Plan (effective as of | Filed as Exhibit 10-N-1 to our Annual Report on Form 10-K for the year ended |

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| | December 31, 2008).** | December 31, 2008.* |
| Exhibit 10-O-2 | Annual Incentive Compensation Plan Metrics for 2015.** | Filed as Exhibit 10-O-5 to our Annual Report on Form 10-K for the year ended December 31, 2014.* |
| Exhibit 10-O-3 | Annual Incentive Compensation Plan Metrics for 2016.** | Filed as Exhibit 10-O-4 to our Annual Report on Form 10-K for the year ended December 31, 2015.* |
| Exhibit 10-O-4 | Annual Incentive Compensation Plan Metrics for 2017.** | Filed with this Report.# |
| Exhibit 10-O-5 | Performance-Based Restricted Stock Unit Metrics for 2012.** | Filed as Exhibit 10-N-9 to our Annual Report on Form 10-K for the year ended December 31, 2011.* |
| Exhibit 10-O-6 | Performance-Based Restricted Stock Unit Metrics for 2013.** | Filed as Exhibit 10-N-9 to our Annual Report on Form 10-K for the year ended December 31, 2012.* |
| Exhibit 10-O-7 | Performance-Based Restricted Stock Unit Metrics for 2014.** | Filed as Exhibit 10-O-9 to our Annual Report on Form 10-K for the year ended December 31, 2013.* |
| Exhibit 10-O-8 | Performance-Based Restricted Stock Unit Metrics for 2015.** | Filed as Exhibit 10-O-11 to our Annual Report on Form 10-K for the year ended December 31, 2014.* |
| Exhibit 10-O-9 | Performance-Based Restricted Stock Unit Metrics for 2016.** | Filed as Exhibit 10-O-9 to our Annual Report on Form 10-K for the year ended December 31, 2015.* |
| Exhibit 10-O-10 | Performance-Based Restricted Stock Unit Metrics for 2017.** | Filed with this Report.# |
| Exhibit 10-O-11 | Executive Compensation Recoupment Policy.** | Filed as Exhibit 10-N-8 to our Annual Report on Form 10-K for the year ended December 31, 2010.* |
| Exhibit 10-O-12 | Incremental Bonus Description.** | Filed as Exhibit 10-N-9 to our Annual Report on Form 10-K for the year ended December 31, 2010.* |
| Exhibit 10-P | 1998 Long-Term Incentive Plan, as amended and restated effective as of January 1, 2003.** | Filed as Exhibit 10-R to our Annual Report on Form 10-K for the year ended December 31, 2002.* |
| Exhibit 10-P-1 | Amendment to Ford Motor Company 1998 Long-Term Incentive Plan (effective as of January 1, 2006).** | Filed as Exhibit 10-P-1 to our Annual Report on Form 10-K/A for the year ended December 31, 2005.* |
| Exhibit 10-P-2 | Form of Stock Option Agreement (NQO) with Terms and Conditions.** | Filed as Exhibit 10-P-2 to our Annual Report on Form 10-K/A for the year ended December 31, 2005.* |

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| Designation | Description | Method of Filing |
|-----------------|--|--|
| Exhibit 10-P-3 | Form of Stock Option (NQO) Terms and Conditions for 2008 Long-Term Incentive Plan.** | Filed as Exhibit 10-O-3 to our Annual Report on Form 10-K for the year ended December 31, 2008.* |
| Exhibit 10-P-4 | Form of Stock Option (NQO) Agreement for 2008 Long-Term Incentive Plan.** | Filed as Exhibit 10-O-4 to our Annual Report on Form 10-K for the year ended December 31, 2008.* |
| Exhibit 10-P-5 | Form of Stock Option Agreement (ISO) with Terms and Conditions.** | Filed as Exhibit 10-P-3 to our Annual Report on Form 10-K/A for the year ended December 31, 2005.* |
| Exhibit 10-P-6 | Form of Stock Option (ISO) Terms and Conditions for 2008 Long-Term Incentive Plan.** | Filed as Exhibit 10-O-6 to our Annual Report on Form 10-K for the year ended December 31, 2008.* |
| Exhibit 10-P-7 | Form of Stock Option Agreement (ISO) for 2008 Long-Term Incentive Plan.** | Filed as Exhibit 10-O-7 to our Annual Report on Form 10-K for the year ended December 31, 2008.* |
| Exhibit 10-P-8 | Form of Stock Option Agreement (U.K. NQO) with Terms and Conditions.** | Filed as Exhibit 10-P-4 to our Annual Report on Form 10-K/A for the year ended December 31, 2005.* |
| Exhibit 10-P-9 | Form of Stock Option (U.K.) Terms and Conditions for 2008 Long-Term Incentive Plan.** | Filed as Exhibit 10-O-9 to our Annual Report on Form 10-K for the year ended December 31, 2009.* |
| Exhibit 10-P-10 | Form of Stock Option Agreement (U.K.) for 2008 Long-Term Incentive Plan.** | Filed as Exhibit 10-O-10 to our Annual Report on Form 10-K for the year ended December 31, 2009.* |
| Exhibit 10-P-11 | Form of Restricted Stock Grant Letter.** | Filed as Exhibit 10-O-14 to our Annual Report on Form 10-K for the year ended December 31, 2008.* |
| Exhibit 10-P-12 | Form of Restricted Stock Grant Letter as of January 1, 2011.** | Filed as Exhibit 10-O-12 to our Annual Report on Form 10-K for the year ended December 31, 2010.* |
| Exhibit 10-P-13 | Form of Final Award Notification Letter for Performance-Based Restricted Stock Units.** | Filed as Exhibit 10-P-13 to our Annual Report on Form 10-K for the year ended December 31, 2015.* |
| Exhibit 10-P-14 | Form of Performance-Based Restricted Stock Unit Opportunity Letter (2008 Long-Term Incentive Plan).** | Filed as Exhibit 10-P-14 to our Annual Report on Form 10-K for the year ended December 31, 2015.* |
| Exhibit 10-P-15 | 2008 Long-Term Incentive Plan Restricted Stock Unit Agreement.** | Filed as Exhibit 10-O-22 to our Annual Report on Form 10-K for the year ended December 31, 2008.* |
| Exhibit 10-P-16 | 2008 Long-Term Incentive Plan Restricted Stock Unit Terms and Conditions.** | Filed as Exhibit 10-P-16 to our Annual Report on Form 10-K for the year ended December 31, 2015.* |
| Exhibit 10-P-17 | Form of Final Award Agreement for Performance-Based Restricted Stock Units under 2008 Long-Term Incentive Plan.** | Filed as Exhibit 10-O-26 to our Annual Report on Form 10-K for the year ended December 31, 2008.* |
| Exhibit 10-P-18 | Form of Final Award Terms and Conditions for Performance-Based Restricted Stock Units under 2008 Long-Term Incentive Plan.** | Filed as Exhibit 10-P-18 to our Annual Report on Form 10-K for the year ended December 31, 2015.* |

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| Exhibit 10-P-19 | Form of Notification Letter for Time-Based Restricted Stock Units.** | Filed as Exhibit 10-P-19 to our Annual Report on Form 10-K for the year ended December 31, 2015.* |
| Exhibit 10-Q | Agreement dated January 13, 1999 between Ford Motor Company and Edsel B. Ford II.** | Filed as Exhibit 10-X to our Annual Report on Form 10-K for the year ended December 31, 1998.* |
| Exhibit 10-Q-1 | Amendment dated May 5, 2010 to the Consulting Agreement between Ford Motor Company and Edsel B. Ford II.** | Filed as Exhibit 10.3 to our Quarterly Report on Form 10-Q for the quarter ended March 31, 2010.* |
| Exhibit 10-Q-2 | Amendment dated January 1, 2012 to the Consulting Agreement between Ford Motor Company and Edsel B. Ford II.** | Filed as Exhibit 10-P-2 to our Annual Report on Form 10-K for the year ended December 31, 2011.* |
| Exhibit 10-R | Amended and Restated Relationship Agreement dated April 30, 2015 between Ford Motor Company and Ford Motor Credit Company LLC. | Filed as Exhibit 10.2 to our Current Report on Form 8-K filed May 1, 2015.* |
| Exhibit 10-S | Form of Trade Secrets/Non-Compete Statement between Ford and certain of its Executive Officers.** | Filed as Exhibit 10-V to our Annual Report on Form 10-K for the year ended December 31, 2003.* |
| Exhibit 10-T | Arrangement between Ford Motor Company and William C. Ford, Jr., dated February 25, 2009.** | Filed as Exhibit 10-V to our Annual Report on Form 10-K for the year ended December 31, 2008.* |
| Exhibit 10-U | 2015 Incentive Compensation Grants - Exclusion of Pension & OPEB Accounting Change.** | Filed as Exhibit 10-U to our Annual Report on Form 10-K for the year ended December 31, 2015.* |
| Exhibit 10-V | Description of Company Practices regarding Club Memberships for Executives.** | Filed as Exhibit 10-BB to our Annual Report on Form 10-K for the year ended December 31, 2006.* |
| Exhibit 10-W | Accession Agreement between Ford Motor Company and James D. Farley, Jr. as of October 9, 2007.** | Filed as Exhibit 10-W to our Annual Report on Form 10-K for the year ended December 31, 2012.* |
| Exhibit 10-W-1 | Form of James D. Farley, Jr. Agreement Amendment, effective as of October 12, 2008.** | Filed as Exhibit 10-W-1 to our Annual Report on Form 10-K for the year ended December 31, 2012.* |
| Exhibit 10-X | Amended and Restated Credit Agreement dated as of November 24, 2009. | Filed as Exhibit 99.2 to our Current Report on Form 8-K filed November 25, 2009.* |
| Exhibit 10-X-1 | Seventh Amendment dated as of March 15, 2012 to our Credit Agreement dated as of December 15, 2006, as amended and restated as of November 24, 2009, and as further amended. | Filed as Exhibit 99.2 to our Current Report on Form 8-K filed March 15, 2012.* |

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| Designation | Description | Method of Filing |
|-----------------|--|---|
| Exhibit 10-X-2 | Ninth Amendment dated as of April 30, 2013 to our Credit Agreement dated as of December 15, 2006, as amended and restated as of November 24, 2009, and as further amended. | Filed as Exhibit 10 to our Quarterly Report on Form 10-Q for the quarter ended March 31, 2013.* |
| Exhibit 10-X-3 | Tenth Amendment dated as of April 30, 2014 to our Credit Agreement dated as of December 15, 2006, as amended and restated as of November 24, 2009, and as further amended. | Filed as Exhibit 10.1 to our Quarterly Report on Form 10-Q for the quarter ended March 31, 2014.* |
| Exhibit 10-X-4 | Eleventh Amendment dated as of April 30, 2015 to our Credit Agreement dated as of December 15, 2006, as amended and restated as of November 24, 2009, as amended and restated as of April 30, 2014, and as further amended, including the Third Amended and Restated Credit Agreement. | Filed as Exhibit 10.1 to our Current Report on Form 8-K filed May 1, 2015.* |
| Exhibit 10-X-5 | Twelfth Amendment dated as of April 29, 2016 to our Credit Agreement dated as of December 15, 2006, as amended and restated as of November 24, 2009, as amended and restated as of April 30, 2014, and as further amended and restated as of April 30, 2015. | Filed as Exhibit 10 to our Current Report on Form 8-K filed April 29, 2016.* |
| Exhibit 10-Y | Loan Arrangement and Reimbursement Agreement between Ford Motor Company and the U.S. Department of Energy dated as of September 16, 2009. | Filed as Exhibit 10.1 to our Current Report on Form 8-K filed September 22, 2009.* |
| Exhibit 10-Z | Note Purchase Agreement dated as of September 16, 2009 among the Federal Financing Bank, Ford Motor Company, and the U.S. Secretary of Energy. | Filed as Exhibit 10.2 to our Current Report on Form 8-K filed September 22, 2009.* |
| Exhibit 12 | Calculation of Ratio of Earnings to Fixed Charges. | Filed with this Report.# |
| Exhibit 21 | List of Subsidiaries of Ford as of January 31, 2017. | Filed with this Report.# |
| Exhibit 23 | Consent of Independent Registered Public Accounting Firm. | Filed with this Report.# |
| Exhibit 23.1 | Consent of Independent Accountants regarding opinion in Exhibit 99. | Filed with this Report.## |
| Exhibit 24 | Powers of Attorney. | Filed with this Report.# |
| Exhibit 31.1 | Rule 15d-14(a) Certification of CEO. | Filed with this Report.# |
| Exhibit 31.2 | Rule 15d-14(a) Certification of CFO. | Filed with this Report.# |
| Exhibit 31.3 | Rule 15d-14(a) Certification of CEO. | Filed with this Report.## |
| Exhibit 31.4 | Rule 15d-14(a) Certification of CFO. | Filed with this Report.## |
| Exhibit 32.1 | Section 1350 Certification of CEO. | Furnished with this Report.# |
| Exhibit 32.2 | Section 1350 Certification of CFO. | Furnished with this Report.# |
| Exhibit 32.3 | Section 1350 Certification of CEO. | Furnished with this Report.## |
| Exhibit 32.4 | Section 1350 Certification of CFO. | Furnished with this Report.## |
| Exhibit 99 | Financial Statements of Changan Ford Automobile Corporation Limited. | Filed with this Report.## |
| Exhibit 101.INS | XBRL Instance Document. | ***# |
| Exhibit 101.SCH | XBRL Taxonomy Extension Schema Document. | ***# |
| Exhibit 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document. | ***# |
| Exhibit 101.LAB | XBRL Taxonomy Extension Label Linkbase Document. | ***# |
| Exhibit 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document. | ***# |

Exhibit
101.DEF

XBRL Taxonomy Extension Definition Linkbase Document.

***#

#Incorporated by reference to the corresponding exhibit to the Original 10-K.

##Filed or furnished with the Amended 10-K.

*Incorporated by reference as an exhibit to this Report (file number reference 1-3950, unless otherwise indicated).

**Management contract or compensatory plan or arrangement.

*** Submitted electronically with this Report in accordance with the provisions of Regulation S-T.

Instruments defining the rights of holders of certain issues of long-term debt of Ford and of certain consolidated subsidiaries and of any unconsolidated subsidiary, for which financial statements are required to be filed with this Report, have not been filed as exhibits to this Report because the authorized principal amount of any one of such issues does not exceed 10% of the total assets of Ford and our subsidiaries on a consolidated basis. Ford agrees to furnish a copy of each of such instrument to the Securities and Exchange Commission upon request.

SIGNATURE

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, Ford has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

FORD MOTOR COMPANY

By: /s/ John Lawler
John Lawler, Vice President and Controller
(principal accounting officer)

Date: March 29, 2017