

BCE INC
Form 40-F
March 08, 2017

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 40-F

**REGISTRATION STATEMENT PURSUANT TO
SECTION 12 OF THE SECURITIES EXCHANGE ACT
OF 1934**

OR

**X ANNUAL REPORT PURSUANT TO SECTION 13(A)
OR 15(D) OF THE SECURITIES EXCHANGE ACT OF
1934**

For the fiscal year ended: **December 31, 2016** Commission File Number: **1-8481**

BCE INC.

(Exact name of Registrant as specified in its charter)

Canada

(Province or other jurisdiction of incorporation or organization)

4813

(Primary Standard Industrial Classification Code Number (if applicable))

98-0134477

(I.R.S. Employer Identification Number (if applicable))

**1, carrefour Alexander-Graham-Bell, Building A, 8th Floor,
Verdun, Québec, Canada H3E 3B3, (514) 870-8777**

(Address and telephone number of Registrant's principal executive offices)

CT Corporation System, 111 Eighth Avenue, 13th Floor, New York, N.Y. 10011, (212) 894-8940
(Name, address (including zip code) and telephone number (including area code) of agent for service in the United States)

Copies of all correspondence should be sent to:

Michel Lalande
Senior Vice-President -
General Counsel & Corporate
Secretary
BCE Inc.
1, carrefour
Alexander-Graham-Bell
Building A, 7th Floor
Verdun, Québec H3E 3B3
Canada
Tel: (514) 786-8424

Donald R. Crawshaw
Sullivan & Cromwell LLP
125 Broad Street
New York, New York 10004-2498
Tel: (212) 558-4000

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

| Title of each class | Name of each exchange on which registered |
|----------------------|---|
| Common shares | New York Stock Exchange |

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

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: **None**

For annual reports, indicate by check mark the information filed with this form:

| | | | |
|-------------------------------------|-------------------------|-------------------------------------|-------------------------------------|
| <input checked="" type="checkbox"/> | Annual Information Form | <input checked="" type="checkbox"/> | Audited Annual Financial Statements |
|-------------------------------------|-------------------------|-------------------------------------|-------------------------------------|

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report:

| | |
|------------------------------|------------------|
| Common Shares | 870,706,332 |
| First Preferred Shares | |
| Series R | 8,000,000 |
| Series S | 3,513,448 |
| Series T | 4,486,552 |
| Series Y | 8,772,468 |
| Series Z | 1,227,532 |
| Series AA | 10,144,302 |
| Series AB | 9,855,698 |
| Series AC | 5,069,935 |
| Series AD | 14,930,065 |
| Series AE | 9,292,133 |
| Series AF | 6,707,867 |
| Series AG | 4,985,351 |
| Series AH | 9,014,649 |
| Series AI | 5,949,884 |
| Series AJ | 8,050,116 |
| Series AK | 22,745,921 |
| Series AL | 2,254,079 |
| Series AM | 9,546,615 |
| Series AN | 1,953,385 |
| Series AO | 4,600,000 |
| Series AQ | <u>9,200,000</u> |
| Total First Preferred Shares | 160,300,000 |

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the *Exchange Act* 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.

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YES: X NO:

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files).

YES: NO:

2

PRIOR FILINGS MODIFIED AND SUPERSEDED

The annual report on Form 40-F of BCE Inc. (*BCE*) for the year ended December 31, 2016, at the time of filing with the U.S. Securities and Exchange Commission (the *SEC* or *Commission*), modifies and supersedes all prior documents filed pursuant to Sections 13, 14 and 15(d) of the U.S. *Securities Exchange Act of 1934*, as amended (the *Exchange Act*) for purposes of any offers or sales of any securities after the date of such filing pursuant to any registration statement or prospectus filed pursuant to the *Securities Act of 1933* which incorporates by reference such annual report on Form 40-F.

ANNUAL AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND MANAGEMENT'S DISCUSSION AND ANALYSIS

A. Annual Audited Consolidated Financial Statements

For the BCE annual audited consolidated financial statements for the year ended December 31, 2016 (the *BCE 2016 Financial Statements*), see pages 112 to 155 of the BCE 2016 Annual Report (the *BCE 2016 Annual Report*), which BCE 2016 Financial Statements are contained in Exhibit 99.2 and are incorporated herein by reference.

B. Management's Discussion and Analysis

For the BCE management's discussion and analysis of financial condition and results of operations for the year ended December 31, 2016 (the *BCE 2016 MD&A*), see pages 26 to 109 of the BCE 2016 Annual Report, which BCE 2016 MD&A is contained in Exhibit 99.2 and is incorporated herein by reference.

DISCLOSURE CONTROLS AND PROCEDURES

Our disclosure controls and procedures are designed to provide reasonable assurance that information required to be disclosed by us in reports filed or submitted under Canadian or U.S. securities laws is recorded, processed, summarized and reported within the time periods specified under those laws, and include controls and procedures that are designed to ensure that the information is accumulated and communicated to management, including BCE's President and Chief Executive Officer (*CEO*) and Executive Vice-President and Chief Financial Officer (*CFO*), to allow timely decisions regarding required disclosure.

As at December 31, 2016, management evaluated, under the supervision of and with the participation of the CEO and the CFO, the effectiveness of our disclosure controls and procedures, as defined in Rule 13a-15(e) under the *Exchange Act*, and under National Instrument 52-109 *Certification of Disclosure in Issuers - Annual and Interim Filings*.

Based on that evaluation, the CEO and CFO concluded that our disclosure controls and procedures were effective as at December 31, 2016.

INTERNAL CONTROL OVER FINANCIAL REPORTING

A. Management's report on internal control over financial reporting

The report of BCE's management entitled *Management's report on internal control over financial reporting* appearing at page 110 of the BCE 2016 Annual Report, which report is contained in Exhibit 99.3, is incorporated herein by reference.

3

B. Auditors' report on internal control over financial reporting

The report of BCE's external auditors concerning BCE's internal control over financial reporting appearing at page 111 of the BCE 2016 Annual Report, which report is contained in Exhibit 99.3, is incorporated herein by reference.

C. Changes in internal control over financial reporting

There have been no changes during the year ended December 31, 2016 in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

STATEMENT REGARDING CONTROLS AND PROCEDURES

There can be no assurance that our disclosure controls and procedures will detect or uncover all failures to disclose all material information otherwise required to be set forth in our disclosure. Furthermore, a control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance with respect to the reliability of financial reporting and financial statement preparation. Accordingly, BCE does not expect that BCE's internal control over financial reporting will prevent or detect all errors and all fraud. BCE will continue to periodically review its disclosure controls and procedures and internal control over financial reporting and may make modifications from time to time as considered necessary or desirable.

AUDIT COMMITTEE FINANCIAL EXPERT

In respect of the current members of BCE's Audit Committee (Audit Committee), the board of directors of BCE determined that the current Chair of the Audit Committee, Mr. P.R. Weiss, and Mr. D.F. Denison, Ms. K. Lee and Ms. M.F. Leroux are qualified as audit committee financial experts, and that all members of the Audit Committee are independent under the listing standards of the New York Stock Exchange.

CODE OF ETHICS

All employees, directors and officers must follow Bell Canada's Code of Business Conduct (the Code of Conduct), which provides guidelines for ethical behaviour. The Code of Conduct includes additional guidelines for executive officers and management, including the CEO, CFO, Controller and Treasurer. The Code of Conduct is available in the governance section of BCE's website at BCE.ca and will be provided in print at no charge to any person who sends a written request by mail to BCE Inc. addressed to the Corporate Secretary, at 1, carrefour Alexander-Graham-Bell, Building A, 7th Floor, Verdun, Québec, Canada H3E 3B3.

In 2016, amendments were adopted to the Code of Conduct in order to:

- update the section entitled *Information Classification and Records Management* as it relates to the confidentiality of information
- update the sections entitled *Customer Relations* and *Diversity and Employment Equity* as it relates to the use of the French and English languages in the province of Québec
- update the section entitled *Information Security* as it relates to the maintenance of information security and associated reporting processes
- update the section entitled *Health and Safety* to clarify the organization's expectations as it relates to health and safety

In addition to these changes, certain other technical, administrative and non-substantive amendments were made to clarify the Code of Conduct and update various references.

A copy of the Code of Conduct, as amended, has been posted on BCE's website at BCE.ca and is included as Exhibit 99.4 to this annual report on Form 40-F.

PRINCIPAL ACCOUNTANT FEES AND SERVICES

A brief description of our pre-approval policies and procedures and information about principal accountant fees and services can be found under the sections entitled Pre-approval policies and procedures and External auditors' fees on pages 34 and 35 of our Annual Information Form contained in Exhibit 99.1, which sections are incorporated by reference in this annual report on Form 40-F.

In 2016 and 2015, no audit-related, tax or other services were submitted to BCE's Audit Committee for approval pursuant to the pre-approval requirement waiver provision set out in paragraph (c)(7)(i)(C) of Rule 2-01 of Regulation S-X.

OFF-BALANCE SHEET ARRANGEMENTS

Please see the sections entitled Contractual obligations and Indemnifications and guarantees (off-balance sheet) at page 84 of the BCE 2016 MD&A contained in Exhibit 99.2 (which sections are incorporated by reference in this annual report on Form 40-F) for a discussion of certain off-balance sheet arrangements.

TABULAR DISCLOSURE OF CONTRACTUAL OBLIGATIONS

Please see the section entitled Contractual obligations at page 84 of the BCE 2016 MD&A contained in Exhibit 99.2 (which section is incorporated by reference in this annual report on Form 40-F) for a tabular disclosure and discussion of contractual obligations.

IDENTIFICATION OF THE AUDIT COMMITTEE

BCE has a separately designated standing Audit Committee established in accordance with section 3(a)(58)(A) of the *Exchange Act*. BCE's Audit Committee is comprised of seven independent members: Mr. P.R. Weiss (Chair), Mr. D.F. Denison, Mr. R.P. Dexter, Mr. I. Greenberg, Ms. K. Lee, Ms. M.F. Leroux and Mr. R.C. Simmonds.

MINE SAFETY DISCLOSURE

Not applicable.

UNDERTAKING

BCE undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to the securities in relation to which the obligation to file this annual report on Form 40-F arises or transactions in said securities.

WEBSITE INFORMATION

Notwithstanding any reference to BCE's website or other websites on the World Wide Web in this annual report on Form 40-F or in the documents attached as Exhibits hereto, the information contained in BCE's website or any other site on the World Wide Web referred to in this annual report on Form 40-F or in the documents attached as Exhibits hereto, or referred to in BCE's website, is not a part of this annual report on Form 40-F and, therefore, is not filed with the Commission.

SUMMARY OF SIGNIFICANT DIFFERENCES FROM NYSE CORPORATE GOVERNANCE RULES

A summary of significant differences between corporate governance practices followed by BCE and corporate governance practices required to be followed by U.S. domestic companies under the New York Stock Exchange's Listing Standards (disclosure required by section 303A.11 of the NYSE Listed Company Manual) is available in the governance section of BCE's website at BCE.ca.

6

SIGNATURES

Pursuant to the requirements of the Exchange Act, the registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this annual report to be signed on its behalf by the undersigned, thereto duly authorized.

BCE Inc.

By: *(signed) Glen LeBlanc*
Glen LeBlanc
Executive Vice-President and Chief Financial Officer

Date: March 8, 2017

7

LIST OF EXHIBITS TO FORM 40-F

| | |
|---|--------------|
| Annual Information Form of BCE Inc. for the year ended December 31, 2016 | Exhibit 99.1 |
| Annual audited consolidated financial statements of BCE Inc. for the year ended December 31, 2016 and the related management's discussion and analysis of financial condition and results of operations | Exhibit 99.2 |
| Reports of BCE Inc.'s management and of BCE Inc.'s external auditors concerning internal control over | Exhibit 99.3 |

6

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financial reporting

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|---|---------------|
| Code of Business Conduct | Exhibit 99.4 |
| Consent of Independent Registered Public Accounting Firm | Exhibit 99.5 |
| Bell Canada Unaudited Selected Summary Financial Information | Exhibit 99.6 |
| Exhibit to 2016 Annual Financial Statements Earnings Coverage | Exhibit 99.7 |
| Certifications of the Chief Executive Officer and the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 | Exhibit 99.31 |
| Certification of the Chief Executive Officer and the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 | Exhibit 99.32 |