RABBANI ELAZAR
Form 4
August 02, 2018

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number:	3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
RABBANI ELAZAR
(Last) (First) (Middle)
C/O ENZO BIOCHEM, INC., 527 MADISON AVENUE
(Street)
NEW YORK, NY 10022
(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
ENZO BIOCHEM INC [ENZ]

3. Date of Earliest Transaction (Month/Day/Year)
07/31/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chm of the Bd, CEO and Sec

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)		(Instr. 8)		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (to acquire common stock) (1)	$ 4.42	07/31/2018		A		90,000		08/01/2019 (1)	07/31/2023	Common Stock	90,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RABBANI ELAZAR C/O ENZO BIOCHEM, INC. 527 MADISON AVENUE NEW YORK, NY 10022	X		Chm of the Bd, CEO and Sec	

Signatures

/s/ Elazar Rabbani	08/02/2018
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The Reporting Person was granted 90,000 stock options. The options have a five-year term and shall vest in two equal annual tranches, beginning August 1, 2019.

(2) Does not include 10,000 Performance Stock Units granted to the Reporting Person on July 31, 2018, which will vest, if at all, based upon (i) achievement of average revenue growth and adjusted EBITDA growth goals on July 31, 2021, and (ii) the continued service of the Reporting Person through July 31, 2021.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Asia Pacific hotel and room count at 31 December

2009
Change over 2008

	2009 Change over 2008
Analysed by brand	
InterContinental	
	46
	6
	17,036
	1,638
Crowne Plaza	
	71
	5
	23,147
	1,618
Holiday Inn	
	102
	1
	28,995
	1,120
Holiday Inn Express	
	26
	2
	6,464
	258
Other	
	19
	(1)
	5,387
	(259)
Total	
	264

Explanation of Responses:

	13
	81,029
	4,375
Analysed by ownership type	
Franchised	
	34
	(8)
	7,321
	(2,500)
Managed	
	228
	21
	73,015
	6,875
Owned and leased	
	2
	-
	693
	-
Total	
	264
	13
	81,029
	4,375

Explanation of Responses:

Asia Pacific hotel and room count
Asia Pacific hotel and room count increased by 13 hotels (4,375 rooms) to 264 hotels (81,029 rooms), including the opening of 27 hotels (8,334 rooms) offset by the removal of 14 hotels (3,959 rooms). The growth was predominantly driven by the opening of 17 hotels (5,776 rooms) in Greater China reflecting continued expansion in one of IHG's strategic markets.

	Hotels		Rooms	
Asia Pacific pipeline at 31 December	**2009**	Change over 2008	**2009**	Change over 2008
Analysed by brand				
InterContinental	**34**	(2)	**12,033**	(496)
Crowne Plaza	**72**	7	**24,952**	417
Holiday Inn	**77**	3	**20,637**	(568)
Holiday Inn Express	**28**	5	**7,230**	1,215
Hotel Indigo	**2**	1	**322**	142
Total	**213**	14	**65,174**	710
Analysed by ownership type				
Franchised	**2**	-	**326**	(1)
Managed	**211**	14	**64,848**	711
Total	**213**	14	**65,174**	710

Asia Pacific pipeline
The pipeline in Asia Pacific increased by 14 hotels (710 rooms) to 213 hotels (65,174 rooms). Pipeline growth was fuelled by the Greater China market which generated 75% of the region's room signings, followed by India, which contributed a further 16%. From a brand perspective, Crowne Plaza experienced the highest demand with 45% of the region's room signings, followed by Holiday Inn, which contributed a further 32%. During the year the first Hotel Indigo was signed in Hong Kong.

Central

	12 months ended 31 December		
Central results	**2009 $m**	2008 $m	% change
Revenue	**124**	126	(1.6)
Gross central costs	**(228)**	(281)	18.9
Net central costs	**(104)**	(155)	32.9

Central Results
During 2009, net central costs decreased by 32.9% from $155m to $104m. The significant reduction was driven by management actions to increase efficiencies and implement cost-saving measures across the Group. Relative to 2008, the 2009 net central costs also benefited from a $16m favourable movement in foreign exchange whilst the 2008 results include the receipt of a favourable $3m insurance settlement.

SYSTEM FUNDS

	12 months ended 31 December		
System fund results	**2009 $m**	2008 $m	% change
Assessments	**1,008**	990	1.8

In the year to 31 December 2009, system fund assessments increased by 1.8% to $1.01bn primarily as a result of the growth in system size and marketing programmes.

Hotels operated under IHG brands are, pursuant to terms within their contracts, subject to cash assessments for the provision of brand marketing, reservations systems and the Priority Club loyalty programme. These assessments, typically based upon room revenue, are pooled for the collective benefit of all hotels by brand or geography into the System Funds (the Funds). The Group acts on behalf of hotel owners with regard to the Funds, and the Owners' Association, the IAHI, provides a governance overview of the operation of the Funds. The operation of the Funds does not result in a profit or loss for the Group and consequently the revenues and expenses of the Funds are not included in the Group Income Statement.

OTHER FINANCIAL INFORMATION

Exceptional operating items
Exceptional operating items of $373m consisted of:

- $91m charge, comprising an onerous contract provision of $65m for the future net unavoidable costs under a performance guarantee related to certain management contracts with one US hotel owner, and a deposit of $26m written off as it is no longer considered recoverable under the terms of the same management contracts;
- $19m in relation to the Holiday Inn brand family relaunch;

- $21m

  enhanced pension transfers to deferred members of the InterContinental Hotels UK Pension Plan who accepted an offer to receive the enhancement as either a cash lump sum or an additional transfer value to an alternative pension plan provider;
- $197m of non-cash impairment charges reflecting the poorer trading environment in 2009, including $45m relating to hotels reclassified from held for sale assets;
- $43m which primarily relates to the closure of certain corporate offices together with severance costs arising from a review of the Group's cost base; and
- $2m loss on disposal of hotels

Exceptional operating items are treated as exceptional by reason of their size or nature and are excluded from the calculation of adjusted earnings per share in order to provide a more meaningful comparison of performance.

Net financial expenses

Net financial expenses decreased from $101m in 2008 to $54m in 2009, due to lower net debt levels and lower interest rates. Average net debt levels in 2009 were lower than 2008 primarily as a result of cost reduction programmes and an increased focus on cash.

Financing costs included $2m (2008 $12m) of interest costs associated with Priority Club Rewards where interest is charged on the accumulated balance of cash received in advance of the redemption points awarded. Financing costs in 2009 also included $18m (2008 $18m) in respect of the InterContinental Boston finance lease.

Taxation

The effective rate of tax on the combined profit from continuing and discontinued operations, excluding the impact of exceptional items, was 5% (2008 23%). The rate is particularly low in 2009 due to the impact of prior year items relative to a lower level of profit than in 2008. By excluding the impact of prior year items, which are included wholly within continuing operations, the equivalent tax rate would be 42% (2008 39%). This rate is higher than the UK statutory rate of 28% due mainly to certain overseas profits (particularly in the US) being subject to statutory rates higher than the UK statutory rate, unrelieved foreign taxes and disallowable expenses.

Taxation within exceptional items totalled a credit of $287m (2008 $42m) in respect of continuing operations. This represented the release of exceptional provisions relating to tax matters which were settled during the year, or in respect of which the statutory limitation period had expired, together with tax relief on exceptional costs.

Net tax paid in 2009 totalled $2m (2008 $2m) including $1m (2008 $3m) in respect of disposals. Tax paid is lower than the current period income tax charge, primarily due to the receipt of refunds in respect of prior years, together with provisions for tax for which no payment of tax has currently been made.

Earnings per share

Basic earnings per share in 2009 was 74.7¢, compared with 91.3¢ in 2008. Adjusted earnings per share was 102.8¢, against 120.9¢ in 2008.

Dividends

The Board has proposed a final dividend per share of 29.2¢ (18.7p). With the interim dividend per share of 12.2¢ (7.3p), the full-year dividend per share for 2009 will total 41.4¢ (26.0p).

Share price and market capitalisation
The IHG share price closed at £8.93 on 31 December 2009, up from £5.62 on 31 December 2008. The market capitalisation of the Group at the year end was £2.6bn.

Capital structure and liquidity management

In response to the challenging economic environment the Group continued its focus on cash management during 2009. In the year, $432m of cash was generated from operating activities, with the other key elements of the cash flow being:

- proceeds from the disposal of hotels and investments of $35m; and
- capital expenditure of $148m, including $65m to purchase the Indigo San Diego.

The Group is mainly funded by a $1.2bn syndicated bank facility, of which $1.1bn matures in May 2013 and $85m is a term loan that matures in November 2010.

In December 2009, the Group issued a seven-year £250m public bond, at a coupon of 6%, which was initially priced at 99.465% of face value. The £250m was immediately swapped into US dollar debt using currency swaps and the proceeds were used to reduce the term loan which matures in November 2010 from $500m to $85m. Additional funding is provided by a finance lease on the InterContinental Boston.

Net debt at 31 December 2009 decreased by $191m to $1,082m and, in the table below, included $204m in respect of the finance lease commitment for the InterContinental Boston and $415m in respect of currency swaps related to the sterling bond.

Net debt at 31 December	**2009 $m**	2008 $m
Borrowings		
Sterling*	**-**	152
US Dollar*	**866**	889
Euro	**216**	224
Other	**53**	90
Cash*	**(53)**	(82)
Net debt	**1,082**	1,273

Average debt levels	**1,231**	1,498

* Including the impact of currency derivatives.

Facilities at 31 December	2009 $m	2008 $m
Committed	**1,693**	2,107
Uncommitted	**25**	25
Total	**1,718**	2,132

Interest risk profile of gross debt for major currencies at 31 December	2009 %	2008 %
At fixed rates	**90**	53
At variable rates	**10**	47

InterContinental Hotels Group PLC
GROUP INCOME STATEMENT
For the year ended 31 December 2009

	Year ended 31 December 2009			Year ended 31 December 2008		
	Before exceptional items $m	Exceptional items (note 4) $m	Total $m	Before exceptional items $m	Exceptional items (note 4) $m	Total $m
Continuing operations						
Revenue (note 3)	**1,538**	**-**	**1,538**	**1,897**	**-**	**1,897**
Cost of sales	(769)	(91)	(860)	(852)	-	(852)
Administrative expenses	(303)	(83)	(386)	(400)	(59)	(459)
Other operating income and expenses	6	(2)	4	14	25	39

	472	(176)	296	659	(34)	625
Depreciation and amortisation	(109)	-	(109)	(110)	(2)	(112)
Impairment	-	(197)	(197)	-	(96)	(96)
Operating (loss)/profit (note 3)	**363**	**(373)**	**(10)**	**549**	**(132)**	**417**
Financial income	3	-	3	12	-	12
Financial expenses	(57)	-	(57)	(113)	-	(113)
(Loss)/profit before tax (note 3)	**309**	**(373)**	**(64)**	**448**	**(132)**	**316**
Tax (note 5)	(15)	287	272	(101)	42	(59)
Profit for the year from continuing operations	**294**	**(86)**	**208**	**347**	**(90)**	**257**
Profit for the year from discontinued operations	-	6	6	-	5	5
Profit for the year	**294**	**(80)**	**214**	**347**	**(85)**	**262**
	====	====	====	====	====	====
Attributable to:						
Equity holders of the parent	293	(80)	213	347	(85)	262
Non-controlling interest	1	-	1	-	-	-
	294	**(80)**	**214**	**347**	**(85)**	**262**
	====	====	====	====	====	====
Earnings per ordinary share (note 6)						
Continuing operations:						
Basic			72.6 ¢			89.5 ¢
Diluted			70.2 ¢			86.8 ¢
Adjusted	102.8 ¢			120.9 ¢		
Adjusted diluted	99.3 ¢			117.2 ¢		
Total operations:						
Basic			74.7 ¢			91.3 ¢
Diluted			72.2 ¢			88.5 ¢
Adjusted	102.8 ¢			120.9 ¢		
Adjusted diluted	99.3			117.2		

	¢		¢	
	====	====	====	====

InterContinental Hotels Group PLC
GROUP STATEMENT OF COMPREHENSIVE INCOME
For the year ended 31 December 2009

	2009 Year ended 31 December $m	**2008 Year ended 31 December $m**
Profit for the year	**214**	**262**
Other comprehensive income		
Available-for-sale financial assets:		
Gains/(losses) on valuation	11	(4)
Losses/(gains) reclassified to income on impairment/disposal	4	(17)
Cash flow hedges:		
Losses arising during the year	(7)	(14)
Reclassified to financial expenses	11	2
Defined benefit pension plans:		
Actuarial losses, net of related tax credit of $1m (2008 $13m)	(57)	(23)
Decrease/(increase) in asset restriction on plans in surplus	21	(14)
Exchange differences on retranslation of foreign operations, including related tax credit of $4m (2008 $1m)	43	(56)
Tax related to pension contributions	**-**	8
Other comprehensive income/(loss) for the year	**26**	**(118)**
Total comprehensive income for the year attributable to equity holders of the parent	**240**	**144**
	====	====

InterContinental Hotels Group PLC
GROUP STATEMENT OF CHANGES IN EQUITY
For the year ended 31 December 2009

	Year ended 31 December 2009				
	Equity share capital $m	**Other reserves* $m**	**Retained earnings $m**	**Non-controlling interest $m**	**Total equity $m**
At beginning of the year	118	(2,748)	2,624	7	1
Total comprehensive income for the year	-	63	177	-	240
Issue of ordinary shares	11	-	-	-	11
Movement in shares in employee share trusts	-	49	(61)	-	(12)
Equity-settled share-based cost	-	-	24	-	24
Tax related to share schemes	-	-	10	-	10
Equity dividends paid	-	-	(118)	-	(118)
Exchange and other adjustments	13	(13)	-	-	-
At end of the year	**142**	**(2,649)**	**2,656**	**7**	**156**
	====	====	====	====	====

	Year ended 31 December 2008				
	Equity share capital $m	**Other reserves* $m**	**Retained earnings $m**	**Non-controlling interest $m**	**Total equity $m**
At beginning of the year	163	(2,720)	2,649	6	98
Total comprehensive income for the year	-	(90)	234	-	144
Issue of ordinary shares	2	-	-	-	2
Repurchase of shares	(3)	-	(136)	-	(139)
Transfer to capital redemption reserve	-	3	(3)	-	-
Movement in shares in employee share trusts	-	15	(53)	-	(38)
Equity-settled share-based cost	-	-	49	-	49
Tax related to share schemes	-	-	2	-	2
Equity dividends paid	-	-	(118)	-	(118)
	(44)	44	-	1	1

Exchange and other adjustments					
At end of the year	**118**	**(2,748)**	**2,624**	**7**	**1**
	====	====	====	====	====

* Other reserves comprise the capital redemption reserve, shares held by employee share trusts, other reserves, unrealised gains and losses reserve and currency translation reserve.

InterContinental Hotels Group PLC
GROUP STATEMENT OF FINANCIAL POSITION
31 December 2009

	2009 31 December $m	**2008 31 December $m**
ASSETS		
Property, plant and equipment	1,836	1,684
Goodwill	82	143
Intangible assets	274	302
Investment in associates	45	43
Retirement benefit assets	12	40
Other financial assets	130	152
Deferred tax receivable	95	-
Total non-current assets	**2,474**	**2,364**
Inventories	4	4
Trade and other receivables	335	412
Current tax receivable	35	36
Cash and cash equivalents	40	82
Other financial assets	5	10
Total current assets	**419**	**544**
Non-current assets classified as held for sale	-	210
Total assets (note 3)	**2,893**	**3,118**
	=====	=====
LIABILITIES		
Loans and other borrowings	(106)	(21)
Trade and other payables	(688)	(746)
Provisions	(65)	-

Current tax payable	(194)	(374)
Total current liabilities	**(1,053)**	**(1,141)**
Loans and other borrowings	(1,016)	(1,334)
Retirement benefit obligations	(142)	(129)
Trade and other payables	(408)	(392)
Deferred tax payable	(118)	(117)
Total non-current liabilities	**(1,684)**	**(1,972)**
Liabilities classified as held for sale	-	(4)
Total liabilities	**(2,737)**	**(3,117)**
	=====	=====
Net assets	**156**	**1**
	=====	=====
EQUITY		
Equity share capital	142	118
Capital redemption reserve	11	10
Shares held by employee share trusts	(4)	(49)
Other reserves	(2,900)	(2,890)
Unrealised gains and losses reserve	29	9
Currency translation reserve	215	172
Retained earnings	2,656	2,624
IHG shareholders' equity	**149**	**(6)**
Non-controlling interest	7	7
Total equity	**156**	**1**
	=====	=====

InterContinental Hotels Group PLC
GROUP STATEMENT OF CASH FLOWS
For the year ended 31 December 2009

	2009 Year ended 31 December $m	**2008 Year ended 31 December $m**
Profit for the year	**214**	**262**
Adjustments for:		
Net financial expenses	54	101
Income tax (credit)/charge	(272)	59
Depreciation and amortisation	109	112

Impairment	197	96
Other exceptional operating items	176	34
Gain on disposal of assets, net of tax	(6)	(5)
Equity-settled share-based cost, net of payments	14	31
Other items	1	3
Operating cash flow before movements in working capital	487	693
Decrease in net working capital	59	123
Retirement benefit contributions, net of cost	(2)	(27)
Cash flows relating to exceptional operating items	(60)	(49)
Cash flow from operations	**484**	**740**
Interest paid	(53)	(112)
Interest received	2	12
Tax (paid)/received on operating activities	(1)	1
Net cash from operating activities	**432**	**641**
Cash flow from investing activities		
Purchases of property, plant and equipment	(100)	(53)
Purchase of intangible assets	(33)	(49)
Investment in associates and other financial assets	(15)	(6)
Disposal of assets, net of costs and cash disposed of	20	25
Proceeds from associates and other financial assets	15	61
Tax paid on disposals	(1)	(3)
Net cash from investing activities	**(114)**	**(25)**
Cash flow from financing activities		
Proceeds from the issue of share capital	11	2
Purchase of own shares	-	(139)
Purchase of own shares by employee share trusts	(8)	(22)
Proceeds on release of own shares by employee share trusts	2	2
Dividends paid to shareholders	(118)	(118)
Issue of £250m 6% bonds	411	-
Decrease in other borrowings	(660)	(316)
Net cash from financing activities	**(362)**	**(591)**
Net movement in cash and cash equivalents in the year	**(44)**	**25**
Cash and cash equivalents at beginning of the year	82	105
Exchange rate effects	2	(48)
Cash and cash equivalents at end of the year	**40**	**82**
	=====	=====

I
nterContinental Hotels Group plc
NOTES TO THE FINANCIAL STATEMENTS

1. Basis of preparation

The audited consolidated financial statements of InterContinental Hotels Group PLC (IHG) for the year ended 31 December 2009 have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union and as applied in accordance with the provisions of the Companies Act 2006.

With effect from 1 January 2009, the Group has implemented IAS 1 (Revised) 'Presentation of Financial Statements', IAS 23 (Revised) 'Borrowing Costs', IFRS 8 'Operating Segments' and IFRIC 13 'Customer Loyalty Programmes'. Except for certain presentational changes, including the introduction of a 'Group Statement of Changes in Equity' as a primary financial statement, the adoption of these standards has had no material impact on the financial statements and there has been no requirement to restate prior year comparatives.

In all other respects, these preliminary financial statements have been prepared on a consistent basis using the accounting policies set out in the IHG Annual Report and Financial Statements for the year ended 31 December 2008.

Two hotels, which, prior to 30 June 2009, were classified as assets held for sale and whose results were presented as discontinued operations, no longer meet the criteria for designation as held for sale assets. Consequently, the results of these hotels are now reported as continuing operations and prior period results have been re-presented on a consistent basis. The impact has been to increase revenue from continuing operations for the year by $34m (2008 $43m) and to increase operating profit from continuing operations, before exceptional items, for the year by $8m (2008 $14m).

2. Exchange rates

The results of operations have been translated into US dollars at the average rates of exchange for the year. In the case of sterling, the translation rate is $1= £0.64 (2008 $1=£0.55). In the case of the euro, the translation rate is $1 = €0.72 (2008 $1 = €0.68).

Assets and liabilities have been translated into US dollars at the rates of exchange on the last day of the period. In the case of sterling, the translation rate is $1=£0.62 (2008 $1 = £0.69). In the case of the euro, the translation rate is $1 = €0.69 (2008 $1 = €0.71).

3. Segmental information

Revenue

	2009 $m	2008 $m
Americas	772	963
EMEA	397	518
Asia Pacific	245	290
Central	124	126
Total revenue	**1,538**	**1,897**
	====	====

All results relate to continuing operations.

Profit	2009 $m	2008 $m
Americas	288	465
EMEA	127	171
Asia Pacific	52	68
Central	(104)	(155)
Reportable segments' operating profit	**363**	**549**
Exceptional operating items (note 4)	(373)	(132)
Operating (loss)/profit	**(10)**	**417**
Financial income	3	12
Financial expenses	(57)	(113)
Total (loss)/profit before tax	**(64)**	**316**
	====	====

All results relate to continuing operations.

Assets	2009 $m	2008 $m
Americas	970	1,240
EMEA	926	958
Asia Pacific	631	613
Central	196	189
Segment assets	**2,723**	**3,000**
Unallocated assets:		
Deferred tax receivable	95	-
Current tax receivable	35	36
Cash and cash equivalents	40	82
Total assets	**2,893**	**3,118**

4. Exceptional items

	2009 $m	2008 $m
Continuing operations:		
Exceptional operating items		
Cost of sales:		
Onerous management contracts (a)	(91)	-
Administrative expenses:		
Holiday Inn brand relaunch (b)	(19)	(35)
Reorganisation and related costs (c)	(43)	(24)
Enhanced pension transfer (d)	(21)	-
	(83)	(59)
Other operating income and expenses:		
Gain on sale of associate investments	-	13
Gain on sale of other financial assets	-	14
Loss on disposal of hotels*	(2)	(2)
	(2)	25

Depreciation and amortisation:		
Reorganisation and related costs (c)	-	(2)
Impairment:		
Property, plant and equipment (e)	(28)	(12)
Assets held for sale (f)	(45)	-
Goodwill (g)	(78)	(63)
Intangible assets (h)	(32)	(21)
Other financial assets (i)	(14)	-
	(197)	(96)
	(373)	**(132)**
Tax		
Tax on exceptional operating items	112	17
Exceptional tax credit (j)	175	25
	287	42
Discontinued operations:		
Gain on disposal of assets (k):		
Gain on disposal of hotels **	2	-
Tax credit	4	5
	6	5

* Relates to hotels classified as continuing operations.
** Relates to hotels classified as discontinued operations.

4. Exceptional items (continued)

These items are treated as exceptional by reason of their size or nature.

a) An onerous contract provision of $65m has been recognised for the future net unavoidable costs under a performance guarantee related to certain management contracts with one US hotel owner. In addition to the provision, a deposit of $26m has been written off as it is no longer considered recoverable under the terms of the same management contracts.
b) Relates to costs incurred in support of the worldwide relaunch of the Holiday Inn brand family that was announced on 24 October 2007.
c)

Primarily relates to the closure of certain corporate offices together with severance costs arising from a review of the Group's cost base.

d) Relates to the payment of enhanced pension transfers to those deferred members of the InterContinental Hotels UK Pension Plan who had accepted an offer to receive the enhancement either as a cash lump sum or as an additional transfer value to an alternative pension plan provider. The exceptional item comprises the lump sum payments ($9m), the IAS 19 settlement loss arising on the pension transfers ($11m) and the costs of the arrangement ($1m). The payments and transfers were made in January 2009.

e) Recognised at 30 June 2009, comprising $20m relating to a North American hotel and $8m relating to a European hotel, arising from a review of estimated recoverable amounts taking into account the current economic climate. The charge of $12m in 2008 related to a North American hotel.

f) Relates to the valuation adjustments required at 30 June 2009 on the reclassification to property, plant and equipment of four North American hotels no longer meeting the 'held for sale' criteria of IFRS 5 'Non-current Assets Held for Sale and Discontinued Operations' as sales are no longer considered highly probable within the next 12 months. The adjustments comprise $14m of depreciation not charged whilst held for sale and $31m of further write-downs to recoverable amounts, as required by IFRS 5. The results of two of the hotels, previously classified as discontinued operations, are now reported as continuing operations and prior period results have been re-presented on a consistent basis.

g) Relates to the Americas managed operations and reflects the impact of the global economic downturn and, in particular, IHG's funding obligations under certain management contracts with one US hotel owner. $21m was charged at 30 September 2009 and $57m at 30 June 2009, following on from the $63m recognised at 31 December 2008.

h) The impairment charges relate to the capitalised value of management contracts and arise from revisions to expected fee income. In 2009, the impairment was recorded at 30 June 2009 and relates to Americas managed operations. In 2008, the impairment related to EMEA managed operations.

i) Relates to an available-for-sale equity investment and arises as a result of a significant and prolonged decline in its fair value below its cost.

j) Relates to the release of provisions which are exceptional by reason of their size or nature relating to tax matters which have been settled or in respect of which the relevant statutory limitation period has expired.

k) Relates to tax arising on disposals together with the release of provisions no longer required in respect of hotels disposed of in prior years.

5. Tax

The tax charge on the combined profit from continuing and discontinued operations, excluding the impact of exceptional items (note 4), has been calculated using an estimated effective annual tax rate of 5% (2008 23%) analysed as follows.

2009 Profit	2009 Tax	2009 Tax	2008 Profit	2008 Tax	2008 Tax

Year ended 31 December	**$m**	**$m**	**rate**	**$m**	**$m**	**rate**
Before exceptional items						
Continuing operations	309	(15)	5%	448	(101)	23%
Exceptional items						
Continuing operations	(373)	287		(132)	42	
Discontinued operations	2	4		-	5	
	(62)	276		316	(54)	
Analysed as:						
UK tax		9			(5)	
Foreign tax		267			(49)	
		276			(54)	

By also excluding the effect of prior year items, the equivalent effective tax rate would be approximately 42% (2008 39%). Prior year items have been treated as relating wholly to continuing operations.

6. Earnings per ordinary share

Basic earnings per ordinary share is calculated by dividing the profit for the year available for IHG equity holders by the weighted average number of ordinary shares, excluding investment in own shares, in issue during the year.

Diluted earnings per ordinary share is calculated by adjusting basic earnings per ordinary share to reflect the notional exercise of the weighted average number of dilutive ordinary share options outstanding during the year.

Adjusted earnings per ordinary share is disclosed in order to show performance undistorted by exceptional items, to give a more meaningful comparison of the Group's performance.

	2009 Continuing operations	2009 Total	2008 Continuing operations	2008 Total
Basic earnings per ordinary share				
Profit available for equity holders ($m)	207	213	257	262
Basic weighted average number of ordinary shares (millions)	285	285	287	287
Basic earnings per ordinary share (cents)	72.6	74.7	89.5	91.3
	====	====	====	====
Diluted earnings per ordinary share				
Profit available for equity holders ($m)	207	213	257	262
Diluted weighted average number of ordinary shares (millions)	295	295	296	296
Diluted earnings per ordinary share (cents)	70.2	72.2	86.8	88.5
	====	====	====	====
Adjusted earnings per ordinary share				
Profit available for equity holders ($m)	207	213	257	262
Adjusting items (note 4):				
Exceptional operating items ($m)	373	373	132	132
Tax on exceptional operating items ($m)	(112)	(112)	(17)	(17)
Exceptional tax credit ($m)	(175)	(175)	(25)	(25)
Gain on disposal of assets, net of tax ($m)	-	(6)	-	(5)
Adjusted earnings ($m)	293	293	347	347
Basic weighted average number of ordinary shares (millions)	285	285	287	287
Adjusted earnings per ordinary share (cents)	102.8	102.8	120.9	120.9
	====	====	====	====
Diluted weighted average number of ordinary shares (millions)	295	295	296	296
Adjusted diluted earnings per ordinary share (cents)	99.3	99.3	117.2	117.2
	====	====	====	====

Earnings per ordinary share from discontinued operations	**2009 cents per share**	**2008 cents per share**
Basic	2.1	1.8
Diluted	2.0	1.7
	====	====

The diluted weighted average number of ordinary shares is calculated as:

	2009 millions	2008 millions
Basic weighted average number of ordinary shares	285	287
Dilutive potential ordinary shares - employee share options	10	9
	____	____
	295	296
	====	====

7. Dividends

	2009 cents per share	2008 cents per share	2009 $m	2008 $m
Paid during the year:				
Final (declared for previous year)	29.2	29.2	83	86
Interim	12.2	12.2	35	32
	====	====	====	====
	41.4	41.4	118	118
	====	====	====	====
Proposed for approval at the Annual General Meeting (not recognised as a liability at 31 December)				
Final	29.2	29.2	84	83
	====	====	====	====

The proposed final dividend is payable on the shares in issue on 26 March 2010.

8. Net debt

	2009 $m	2008 $m
Cash and cash equivalents	40	82
Loans and other borrowings - current	(106)	(21)
Loans and other borrowings - non-current	(1,016)	(1,334)
	____	____

Net debt	**(1,082)**	**(1,273)**
	====	====
Finance lease liability included above	(204)	(202)
	====	====

9. Movement in net debt

	2009 $m	2008 $m
Net (decrease)/increase in cash and cash equivalents	(44)	25
Add back cash flows in respect of other components of net debt:		
Issue of £250m 6% bonds	(411)	-
Decrease in other borrowings	660	316
Decrease in net debt arising from cash flows	205	341
Non-cash movements:		
Finance lease liability	(2)	(2)
Exchange and other adjustments	(12)	47
Decrease in net debt	**191**	**386**
Net debt at beginning of the year	(1,273)	(1,659)
Net debt at end of the year	**(1,082)**	**(1,273)**
	====	====

10. Capital commitments and contingencies

At 31 December 2009, the amount contracted for but not provided for in the financial statements for expenditure on property, plant and equipment and intangible assets was $9m (2008 $40m).

At 31 December 2009, the Group had contingent liabilities of $16m (2008 $12m) mainly relating to litigation claims.

In limited cases, the Group may provide performance guarantees to third-party owners to secure management contracts. The maximum outstanding exposure under such guarantees is $106m (2008 $249m). Payments under any such guarantees are charged to the income statement as incurred.

From time to time, the Group is subject to legal proceedings the ultimate outcome of each being always subject to many uncertainties inherent in litigation. The Group has also given warranties in respect of the disposal of certain of its former subsidiaries. It is the view of the Directors that, other than to the extent that liabilities have been provided for in these financial statements, such legal proceedings and warranties are not expected to result in material financial loss to the Group.

11. Other commitments

On 24 October 2007, the Group announced a worldwide relaunch of its Holiday Inn brand family. In support of this relaunch, IHG will make a non recurring revenue investment of $60m which will be charged to the Group income statement as an exceptional item. During the year, $19m (2008 $35m) has been charged.

12. Group financial statements

The preliminary statement of results was approved by the Board on 15 February 2010. The preliminary statement of results does not represent the full Group financial statements of InterContinental Hotels Group PLC and its subsidiaries which will be delivered to the Registrar of Companies in due course. The financial information for the year ended 31 December 2008 has been extracted from the IHG Annual Report and Financial Statements for that year as filed with the Registrar of Companies, except as re-presented for discontinued operations (note 1).

Auditors' review

The auditors, Ernst & Young LLP, have given an unqualified report under Chapter 3 of Part 16 of the Companies Act 2006 in respect of the full Group financial statements (2008: Section 235 of the Companies Act 1985).

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.

InterContinental Hotels Group PLC
(Registrant)

By:	/s/ C. Cox
Name:	C. COX
Title:	COMPANY SECRETARIAL OFFICER
Date:	16 February 2010