



**IBM Personal Learning Accounts Plan**

**Director of Compensation and Benefits**

**IBM**

**North Castle Drive, M/D 147**

**Armonk, New York 10504**

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

**INTERNATIONAL BUSINESS MACHINES CORPORATION**

**New Orchard Road**

**Armonk, New York 10504**

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\* Other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA have been omitted because they are not applicable.

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**SIGNATURE**

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned thereunto duly authorized.

**IBM Personal Learning Accounts Plan**

Date: June 28, 2012

By:

/s/ James J. Kavanaugh  
James J. Kavanaugh  
Vice President and Controller

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**Report of Independent Registered Public Accounting Firm**

To the Participants and Plan Administrators of the

IBM Personal Learning Accounts Plan

In our opinion, the accompanying statements of net assets available for benefits and the related statement of changes in net assets available for benefits present fairly, in all material respects, the net assets available for benefits of the IBM Personal Learning Accounts Plan (the Plan) at February 29, 2012, and December 31, 2011, and the changes in net assets available for benefits for the two months ended February 29, 2012 in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of reportable transactions is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

As discussed in Note 1, management of International Business Machines Corporation, the Plan's sponsor, voted on November 11, 2011 to terminate the Plan. In accordance with accounting principles generally accepted in the United States of America, the financial statements of the Plan have been presented on the liquidation basis.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP

New York, NY

June 28, 2012



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**International Business Machines Corporation**

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**Statements of Net Assets Available for Benefits**

**At February 29, 2012 and December 31, 2011 (dollars in thousands)**



<b>Assets</b>			
Investment, at fair value			
Goldman Sachs Financial Square Government Fund	\$	\$	1,765
Net assets available for benefits	\$	\$	1,765

The accompanying notes are an integral part of these financial statements.

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**International Business Machines Corporation**

**Personal Learning Accounts Plan**

**Statement of Changes in Net Assets Available for Benefits**

**For the Two Months Ended February 29, 2012 (dollars in thousands)**

	<b>2012 (Liquidation Basis)</b>
<b>Additions in net assets attributable to:</b>	
Interest income from investments	\$ 0
Contributions	
Employer (Note 1)	97
Total contributions	97
Total additions	97
<b>Deductions from net assets attributable to:</b>	
Benefits paid to participants	291
Participant withdrawals	1,571
Plan expenses (Note 2)	0
Total deductions	1,862
Net decrease in net assets available for benefits	(1,765)
Net assets available for benefits	
Beginning of period	1,765
End of period	\$ 0

The accompanying notes are an integral part of these financial statements.



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**International Business Machines Corporation**

**Personal Learning Accounts Plan**

**Notes to Financial Statements**

**February 29, 2012**

**1. Description of the Plan**

The following description of the IBM Personal Learning Accounts Plan (PLAP or the Plan ) provides only general information. Participants should refer to the Plan prospectus for a complete description of the Plan s provisions.

**General**

The Plan was established effective July 1, 2008 and Plan assets are held in trust for the benefit of its participants. The Plan provides U.S. IBM employees, with a length of service greater than 5 years, an opportunity to establish and fund a specialized account to pay for eligible education expenses. At February 29, 2012, the plan was closed and no participants had an account balance. At December 31, 2011, the number of participants with an account balance in the Plan was 1,671.

On November 11, 2011, IBM Management made the decision to terminate the Plan effective December 15, 2011. In conjunction with the termination, effective December 1, 2011 no new participants were allowed to enter the Plan and effective December 15, 2011 contributions were frozen. In addition, on February 29, 2012 participants were paid out any remaining balances in their account (the Participant Contributions Account ).

The Plan was a welfare benefit plan subject to the Employee Retirement Income Security Act of 1974 ( ERISA ). The Plan was administered in accordance with fiduciary, claim and appeal, and certain other applicable provisions of ERISA.

**Administration**

The Plan is administered by a Committee, which appointed certain officials of IBM to assist in administering the Plan (the Plan Administrator ). Budco, The Dialog Company (herein called Budco ) provided record keeping services including tracking of the IBM matching contribution liability, creation and maintenance of a participant Web site and customer service support. Budco also provided direction to Comerica, the Plan trustee.

### **Contributions**

Prior to December 15, 2011, the Plan allowed participants to contribute (on an after-tax basis) up to \$1,000 annually (\$500 in inception year). IBM would match 50% of a participant's contribution, up to \$500 annually (\$250 in inception year) at the time eligible educational expenses are reimbursed (the IBM Match). No special fund had been established for purposes of paying benefits attributable to the IBM Match.

Employee contributions into the Plan were deposited in a trust and invested in a Goldman Sachs fund (presently the Goldman Sachs Financial Square Government Fund).

### **Participant Accounts**

The Plan record keeper maintained a Participant Contributions Account in the name of each participant to which each participant's contributions and share of net earnings and expenses, if any, were recorded. The Plan record keeper also maintained a notional recordkeeping account in the name of each participant to which the available IBM Match with earnings was recorded (the IBM Match Account). Participants may have used amounts accumulated in their Plan accounts to pay for eligible education expenses.

### **Vesting** (dollars in thousands)

Participants were 100% vested in their contributions and earnings thereon. Since payroll deductions will occur on an after-tax basis, participants must have been allowed to withdraw the value of their own contributions (including the earnings thereon) at any time; however, to do so, the participant must agree to forfeit the corresponding IBM Match and associated earnings, specifically, 50% of the withdrawal amount. Participant withdrawals during 2012 relating to the termination were \$1,571.

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**February 29, 2012**

**Reimbursement** (dollars in thousands)

Participants who have submitted appropriate documentation for an eligible educational expense were reimbursed up to the full value of their contributions (and earnings), plus a portion of the value of the IBM Match (with earnings). Reimbursements were made two-thirds (2/3) from the Participant Contributions Account and one-third (1/3) from the IBM Match Account. The value of the IBM Match Account was always 50% of the value of the Participant Contributions Account. Reimbursements to participants for eligible educational expenses during 2012 were \$291.

**Payment of Benefits**

Distributions were recorded when paid. Benefit claims that have been processed and approved for payment prior to December 31, but have not yet been distributed as of that date, are shown as a liability on Form 5500, filed with the Department of Labor (See Note 5).

**Risk and Uncertainties**

The Plan invested in a short term investment money market fund which was exposed to various risks, such as interest and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it was at least reasonably possible that changes in values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits and the statement of changes in net assets available for benefits.

**2. Summary of Significant Accounting Policies**

**Basis of Accounting**

The financial statements of the Plan were maintained on the liquidation basis of accounting.

## Fair Value Measurement

The Plan's investments were stated at fair value, which is the price that would be received for an asset or paid to transfer a liability in an orderly transaction between market participants on the measurement date (an exit price). Under fair value measurement guidance, the Plan was required to classify certain assets and liabilities based on the fair value hierarchy. The framework establishes a three-level fair value hierarchy based on the nature of the information used to measure fair value. These levels are accounting terms that refer to different methods of valuing assets and do not represent relative risk or credit quality of an investment. The levels of assets are as follows:

- Level 1 Quoted prices in active markets that are unadjusted and accessible at the measurement date for identical, unrestricted assets or liabilities;
- Level 2 Quoted prices for identical assets and liabilities in markets that are not active, quoted prices for similar assets and liabilities in active markets or financial instruments for which significant inputs are observable, either directly or indirectly; and
- Level 3 Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

Assets are classified within the fair value hierarchy according to the lowest level input that is significant to the fair value measurement. Valuation techniques used maximize the use of observable inputs and minimize the use of unobservable inputs.

The Goldman Sachs Financial Square Government fund was valued at the net asset value per share using available inputs to measure fair value as of the valuation date.

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**Notes to Financial Statements**

**February 29, 2012**

**Security Transactions and Related Investment Income and Expenses**

Security transactions were recorded on a trade date basis and interest income was recorded on the accrual basis.

**Use of Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make significant estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein and disclosures at the date of the financial statements. Actual results could differ from these estimates.

**Administrative Expenses and Investment Management Fees**

IBM paid the costs of administering the Plan. However, the Plan Administrator had the right to impose reasonable administrative fees on participants to defray the administrative cost of the Plan, which shall in no event exceed the actual administrative costs of the plan.

**Standards Implemented**

In January 2010, the FASB issued additional disclosure requirements for fair value measurements. According to the guidance, the fair value hierarchy disclosures are to be disaggregated by class of assets and liabilities. A class is often a subset of assets or liabilities within a line item in the Statements of Net Assets Available for Benefits. In addition, significant transfers between levels of the fair value hierarchy are required to be disclosed. The guidance also requires more detailed disclosures of the changes in Level 3 assets. These additional requirements became effective for the year ended December 31, 2010 and did not have an impact on the Plan's Financial Statements as this guidance relates only to additional disclosures.

**3. Federal Income Tax Status**

The Trust established under the plan is qualified under Section 501(c) of the Internal Revenue Code. The trust received a favorable determination letter from the IRS on September 8, 2010. Therefore, no provision for federal income taxes has been made based on the ruling.

**4. Investment**

**Fair Value Measurements**

The following tables present by level, within the fair value hierarchy, the fair value of the Plan's investment at February 29, 2012 and December 31, 2011:

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**February 29, 2012**

February 29, 2012 (dollars in thousands)	Total	Level 1	Level 2	Level 3
Goldman Sachs Financial Square Government Fund	\$	\$	\$	\$
	\$	\$	\$	\$

December 31, 2011 (dollars in thousands)	Total	Level 1	Level 2	Level 3
Goldman Sachs Financial Square Government Fund	\$ 1,765	\$	\$ 1,765	\$
	\$ 1,765	\$	\$ 1,765	\$

**Investment - Five Percent or More of Plan Assets**

The Plan's investment represented 5 percent or more of the Plan's net assets available for benefits at February 29, 2012 and December 31, 2011 as follows (dollars in thousands):

	2012	2011
Goldman Sachs Financial Square Government Fund	\$	\$ 1,765

**5. Reconciliation of Financial Statements to Form 5500**

The following is a reconciliation of net assets available for benefits per the financial statements as of February 29, 2012 and December 31, 2011, to the Form 5500 (dollars in thousands):

	2012	2011
Net assets available for benefits per the financial statements	\$	\$ 1,765
Benefits payable	0	63
Net assets available for benefits per the Form 5500	\$	\$ 1,702

The following is a reconciliation of benefits paid per the financial statements for the period ended February 29, 2012, to the Form 5500 (dollars in thousands):

Benefits paid per the financial statements	\$	1,862
Less: Benefits payable at December 31, 2011		(63)
Plus: Benefits payable at February 29, 2012		0
Benefits paid per the Form 5500	\$	1,799



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**Schedule H, Line 4j Schedule of Reportable Transactions**

**Period ended February 29, 2012 (dollars in thousands)**

Single Transaction in same security

(a) identity of party involved	(b) Description of asset	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred with Transaction	(g) Cost of Asset	(h) Current Value of assets on Transaction Date	(i) Net Gain (Loss)
Comerica	Goldman Sachs Financial Square Government Fund		\$ 1,583			\$ 1,583	\$ 1,583	

Series of Transactions in same security

Identity of party involved	Description of asset	(a) Number of purchases	(b) Number of sales	(c) Value of Purchases	(d) Total Value of Sales	(e) Net Gain (Loss)
Comerica	Goldman Sachs Financial Square Government Fund	2	5	\$	\$ 1,765	\$