FAIR ISAAC CORP
Form 10-Q
May 04, 2016
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-Q

(Mark One)
ý QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended March 31, 2016
o 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 1-11689

Fair Isaac Corporation
(Exact name of registrant as specified in its charter)

Delaware	94-1499887
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
181 Metro Drive, Suite 700 San Jose, California	95110-1346
(Address of principal executive offices)	(Zip Code)

Registrant’s telephone number, including area code: 408-535-1500

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

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. (Check one):

Large Accelerated Filer ý 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 Exchange Act). ¨ Yes ý No
The number of shares of common stock outstanding on April 15, 2016 was 31,178,576 (excluding 57,678,207 shares held by us as treasury stock).

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PART I – FINANCIAL INFORMATION
Item 1. Financial Statements
FAIR ISAAC CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

	March 31, 2016	September 30, 2015
	(In thousands, except par value data)	
Assets		
Current assets:		
Cash and cash equivalents	$ 85,374	$ 86,120
Accounts receivable, net	155,207	158,773
Prepaid expenses and other current assets	36,005	41,709
Total current assets	276,586	286,602
Marketable securities available for sale	10,351	9,567
Other investments	10,958	10,958
Property and equipment, net	38,589	38,208
Goodwill	808,292	814,750
Intangible assets, net	39,580	47,321
Deferred income taxes	23,501	15,196
Other assets	7,084	7,561
Total assets	$ 1,214,941	$ 1,230,163
Liabilities and Stockholders’ Equity		
Current liabilities:		
Accounts payable	$ 20,587	$ 19,852
Accrued compensation and employee benefits	44,429	54,368
Other accrued liabilities	26,741	30,958
Deferred revenue	54,574	46,697
Current maturities on debt	95,000	92,000
Total current liabilities	241,331	243,875
Long-term debt	516,000	516,000
Other liabilities	32,230	33,290
Total liabilities	789,561	793,165
Commitments and contingencies		
Stockholders’ equity:		
Preferred stock ($0.01 par value; 1,000 shares authorized; none issued and outstanding)	—	—
Common stock ($0.01 par value; 200,000 shares authorized, 88,857 shares issued and 31,159 and 31,290 shares outstanding at March 31, 2016 and September 30, 2015, respectively)	312	313
Paid-in-capital	1,153,810	1,152,789
Treasury stock, at cost (57,698 and 57,567 shares at March 31, 2016 and September 30, 2015, respectively)	(2,080,370)	(2,033,644)
Retained earnings	1,409,367	1,368,255
Accumulated other comprehensive loss	(57,739)	(50,715)
Total stockholders’ equity	425,380	436,998
Total liabilities and stockholders’ equity	$ 1,214,941	$ 1,230,163

See accompanying notes.

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FAIR ISAAC CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME
(Unaudited)

	Quarter Ended March 31,		Six Months Ended March 31,	
	2016	2015	2016	2015
	(In thousands, except per share data)			
Revenues:				
Transactional and maintenance	$150,743	$138,683	$297,815	$270,093
Professional services	39,342	37,946	73,494	73,144
License	16,593	30,480	35,445	53,422
Total revenues	206,678	207,109	406,754	396,659
Operating expenses:				
Cost of revenues *	62,298	70,991	124,491	137,291
Research and development	24,848	24,341	49,479	46,978
Selling, general and administrative *	77,501	73,863	156,339	146,664
Amortization of intangible assets *	3,507	3,515	7,087	6,447
Total operating expenses	168,154	172,710	337,396	337,380
Operating income	38,524	34,399	69,358	59,279
Interest expense, net	(6,815)	(7,718)	(13,539)	(14,923)
Other income (expense), net	435	(648)	101	1
Income before income taxes	32,144	26,033	55,920	44,357
Provision for income taxes	9,028	7,163	13,563	11,080
Net income	23,116	18,870	42,357	33,277
Other comprehensive loss:				
Foreign currency translation adjustments	(905)	(19,068)	(7,024)	(30,519)
Comprehensive income (loss)	$22,211	$(198)	$35,333	$2,758
Earnings per share:				
Basic	$0.74	$0.60	$1.36	$1.05
Diluted	$0.72	$0.58	$1.31	$1.01
Shares used in computing earnings per share:				
Basic	31,268	31,335	31,226	31,639
Diluted	32,262	32,448	32,349	32,791

* Cost of revenues and selling, general and administrative expenses exclude the amortization of intangible assets. See Note 5.
See accompanying notes.

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FAIR ISAAC CORPORATION
CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
(Unaudited)
(In thousands, except per share data)

	Common Stock						
	Shares	Par Value	Paid-in-Capital	Treasury Stock	Retained Earnings	Accumulated Other Comprehensive Loss	Total Stockholders' Equity
Balance at September 30, 2015	31,290	$ 313	$ 1,152,789	$ (2,033,644)	$ 1,368,255	$ (50,715)	$ 436,998
Share-based compensation	—	—	28,300	—	—	—	28,300
Issuance of treasury stock under employee stock plans	608	6	(40,787)	21,657	—	—	(19,124)
Tax effect from share-based payment arrangements	—	—	13,508	—	—	—	13,508
Repurchases of common stock	(739)	(7)	—	(68,383)	—	—	(68,390)
Dividends paid	—	—	—	—	(1,245)	—	(1,245)
Net income	—	—	—	—	42,357	—	42,357
Foreign currency translation adjustments	—	—	—	—	—	(7,024)	(7,024)
Balance at March 31, 2016	31,159	$ 312	$ 1,153,810	$ (2,080,370)	$ 1,409,367	$ (57,739)	$ 425,380

See accompanying notes.

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FAIR ISAAC CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	Six Months Ended March 31,	
	2016	2015
	(In thousands)	
Cash flows from operating activities:		
Net income	$42,357	$33,277
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	15,168	17,047
Share-based compensation	28,300	20,596
Deferred income taxes	(2,056)	2,453
Tax effect from share-based payment arrangements	13,508	9,306
Excess tax benefits from share-based payment arrangements	(14,008)	(8,616)
Provision for doubtful accounts, net	870	—
Net loss on sales of property and equipment	—	12
Changes in operating assets and liabilities:		
Accounts receivable	566	(15,072)
Prepaid expenses and other assets	532	(15,777)
Accounts payable	233	10,655
Accrued compensation and employee benefits	(9,836)	(18,912)
Other liabilities	(6,901)	(6,948)
Deferred revenue	9,593	15,261
Net cash provided by operating activities	78,326	43,282
Cash flows from investing activities:		
Purchases of property and equipment	(7,807)	(10,251)
Cash paid for acquisitions, net of cash acquired	—	(56,621)
Distribution from cost method investees	—	75
Net cash used in investing activities	(7,807)	(66,797)
Cash flows from financing activities:		
Proceeds from revolving line of credit	44,000	152,000
Payments on revolving line of credit	(41,000)	(40,000)
Proceeds from issuance of treasury stock under employee stock plans	6,757	11,853
Taxes paid related to net share settlement of equity awards	(25,881)	(15,992)
Dividends paid	(1,245)	(1,260)
Repurchases of common stock	(68,390)	(100,713)
Excess tax benefits from share-based payment arrangements	14,008	8,616
Net cash provided by (used in) financing activities	(71,751)	14,504
Effect of exchange rate changes on cash	486	(9,223)
Decrease in cash and cash equivalents	(746)	(18,234)
Cash and cash equivalents, beginning of period	86,120	105,075
Cash and cash equivalents, end of period	$85,374	$86,841
Supplemental disclosures of cash flow information:		
Income taxes refunds (payments), net	$2,648	$(24,496)
Cash paid for interest	$13,273	$14,709
Supplemental disclosures of non-cash investing and financing activities:		
Purchase of property and equipment included in accounts payable	$1,028	$4,742

See accompanying notes.

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FAIR ISAAC CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. Nature of Business

Fair Isaac Corporation

Incorporated under the laws of the State of Delaware, Fair Isaac Corporation ("FICO") is a provider of analytic, software and data management products and services that enable businesses to automate, improve and connect decisions. FICO provides a range of analytical solutions, credit scoring and credit account management products and services to banks, credit reporting agencies, credit card processing agencies, insurers, retailers, telecommunications providers, pharmaceutical companies, healthcare organizations, public agencies and organizations in other industries.

In these condensed consolidated financial statements, Fair Isaac Corporation is referred to as "FICO," "we," "us," "our," or "th Company."

Principles of Consolidation and Basis of Presentation

We have prepared the accompanying unaudited interim condensed consolidated financial statements in accordance with the instructions to Form 10-Q and the applicable accounting guidance. Consequently, we have not necessarily included in this Form 10-Q all information and footnotes required for audited financial statements. In our opinion, the accompanying unaudited interim condensed consolidated financial statements in this Form 10-Q reflect all adjustments (consisting only of normal recurring adjustments, except as otherwise indicated) necessary for a fair presentation of our financial position and results of operations. These unaudited condensed consolidated financial statements and notes thereto should be read in conjunction with our audited consolidated financial statements and notes thereto presented in our Annual Report on Form 10-K for the year ended September 30, 2015. The interim financial information contained in this report is not necessarily indicative of the results to be expected for any other interim period or for the entire fiscal year.

The condensed consolidated financial statements include the accounts of FICO and its subsidiaries. All intercompany accounts and transactions have been eliminated.

Use of Estimates

We make estimates and assumptions that affect the amounts reported in the financial statements and the disclosures made in the accompanying notes. For example, we use estimates in determining the collectibility of accounts receivable; the appropriate levels of various accruals; labor hours in connection with fixed-fee service contracts; the amount of our tax provision and the realizability of deferred tax assets. We also use estimates in determining the remaining economic lives and carrying values of acquired intangible assets, property and equipment, and other long-lived assets. In addition, we use assumptions to estimate the fair value of reporting units and share-based compensation. Actual results may differ from our estimates.

New Accounting Pronouncements Recently Issued or Adopted

In November 2015, the Financial Accounting Standards Board ("FASB") issued ASU No. 2015-17, "Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes" ("ASU 2015-17"). ASU 2015-17 simplifies the presentation of deferred income taxes and requires that deferred tax liabilities and assets be classified as noncurrent in a classified statement of financial position. ASU 2015-17 applies to all entities that present a classified statement of financial position. ASU 2015-17 may be applied either prospectively to all deferred tax liabilities and assets or retrospectively to all periods presented. ASU 2015-17 is effective for fiscal years and interim periods within those fiscal years beginning after December 15, 2016. We elected to early adopt the standard prospectively as of March 31, 2016, which did not have a significant impact on our consolidated financial statements.

In March 2016, the FASB issued ASU No. 2016-09, "Compensation - Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting" ("ASU 2016-09"). ASU 2016-09 simplifies several aspects of the accounting for share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities, and classification on the statement of cash flows. ASU 2016-09 is effective for fiscal years and interim periods within those fiscal years beginning after December 15, 2016, which means it will be effective for our fiscal year beginning October 1, 2017. Early adoption is permitted. We are currently evaluating the timing of our adoption and the impact that the updated standard will have on our consolidated financial statements.

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In February 2016, the FASB issued ASU No. 2016-02, “Leases (Topic 842)” (“ASU 2016-02”), which requires lessees to put most leases on their balance sheets but recognize the expenses on their income statements in a manner similar to current practice. ASU 2016-02 states that a lessee would recognize a lease liability for the obligation to make lease payments and a right-to-use asset for the right to use the underlying asset for the lease term. ASU 2016-02 is effective for fiscal years and interim periods within those fiscal years beginning after December 15, 2018, which means it will be effective for our fiscal year beginning October 1, 2019. Early adoption is permitted. We are currently evaluating the timing of our adoption and the impact that the updated standard will have on our consolidated financial statements.

In May 2014, the FASB issued ASU No. 2014-09, “Revenue from Contracts with Customers (Topic 606)” (“ASU 2014-09”). ASU 2014-09 requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. ASU 2014-09 will replace most existing revenue recognition guidance in U.S. Generally Accepted Accounting Principles when it becomes effective and permits the use of either the retrospective or cumulative effect transition method. The guidance also requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts. In August 2015, the FASB issued ASU No. 2015-14, “Deferral of the Effective Date” (“ASU 2015-14”), which defers the effective date for ASU 2014-09 by one year. For public entities, the guidance in ASU 2014-09 will be effective for annual reporting periods beginning after December 15, 2017 (including interim reporting periods within those periods), which means it will be effective for our fiscal year beginning October 1, 2018. Early adoption is permitted to the original effective date of December 15, 2016 (including interim reporting periods within those periods). We have not yet selected a transition method and we are currently evaluating the impact that the updated standard will have on our consolidated financial statements.

In April 2015, the FASB issued ASU No. 2015-03, “Simplifying the Presentation of Debt Issuance” (“ASU 2015-03”), which changes the presentation of debt issuance costs in financial statements. Under ASU 2015-03, an entity presents such costs in the balance sheet as a direct deduction from the related debt liability rather than as an asset. Amortization of the costs is reported as interest expense. ASU 2015-03 is effective for fiscal years and interim periods within those fiscal years, beginning after December 15, 2015, which means it will be effective for our fiscal year beginning October 1, 2016. Early adoption is permitted. We do not believe that adoption of ASU 2015-03 will have a significant impact on our consolidated financial statements.

2. Business Combinations

On January 12, 2015, we acquired 100% of the equity of TONBELLER Aktiengesellschaft for $59.6 million in cash. We recorded $14.9 million of intangible assets, which are being amortized using the straight-line method over a weighted average useful life of approximately 4.9 years. We allocated $46.4 million of goodwill to our Applications segment that was not deductible for tax purposes.

3. Fair Value Measurements

Fair value is defined as the price that would be received from the sale of an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The accounting guidance establishes a three-level hierarchy for disclosure that is based on the extent and level of judgment used to estimate the fair value of assets and liabilities.

- Level 1 - uses unadjusted quoted prices that are available in active markets for identical assets or liabilities. Our Level 1 assets are comprised of money market funds and certain equity securities.
- Level 2 - uses inputs other than quoted prices included in Level 1 that are either directly or indirectly observable through correlation with market data. These include quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; and inputs to valuation models or other pricing methodologies that do not require significant judgment because the inputs used in the model, such as interest rates and volatility, can be corroborated by readily observable market data. We do not have any assets that are valued using inputs identified under a Level 2 hierarchy as of March 31, 2016 and September 30, 2015.
- Level 3 - uses one or more significant inputs that are unobservable and supported by little or no market activity, and that reflect the use of significant management judgment. Level 3 assets and liabilities include those whose fair value

measurements are determined using pricing models, discounted cash flow methodologies or similar valuation techniques, and significant management judgment or estimation. We do not have any assets or liabilities that are valued using inputs identified under a Level 3 hierarchy as of March 31, 2016 and September 30, 2015.

The following tables represent financial assets that we measured at fair value on a recurring basis at March 31, 2016 and September 30, 2015:

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March 31, 2016	Active Markets for Identical Instruments (Level 1)	Fair Value as of March 31, 2016
	(In thousands)	
Assets:		
Cash equivalents (1)	$ 440	$ 440
Marketable securities (2)	10,351	10,351
Total	$ 10,791	$ 10,791

September 30, 2015	Active Markets for Identical Instruments (Level 1)	Fair Value as of September 30, 2015
	(In thousands)	
Assets:		
Cash equivalents (1)	$ 439	$ 439
Marketable securities (2)	9,567	9,567
Total	$ 10,006	$ 10,006

(1) Included in cash and cash equivalents on our condensed consolidated balance sheet at March 31, 2016 and September 30, 2015. Not included in these tables are cash deposits of $84.9 million and $85.7 million at March 31, 2016 and September 30, 2015, respectively.

(2) Represents securities held under a supplemental retirement and savings plan for senior management employees, which are distributed upon termination or retirement of the employees. Included in marketable securities available for sale on our condensed consolidated balance sheet at March 31, 2016 and September 30, 2015.

Where applicable, we use quoted prices in active markets for identical assets or liabilities to determine fair value. This pricing applies to our Level 1 investments. To the extent quoted prices in active markets for assets or liabilities are not available, the valuation techniques used to measure the fair values of our financial assets incorporate market inputs, which include reported trades, broker/dealer quotes, benchmark yields, issuer spreads, benchmark securities and other inputs derived from or corroborated by observable market data. This methodology would apply to our Level 2 investments. We have not changed our valuation techniques in measuring the fair value of any financial assets and liabilities during the period.

For the fair value of our derivative instruments and senior notes, see Note 4 and Note 8, respectively.

4. Derivative Financial Instruments

We use derivative instruments to manage risks caused by fluctuations in foreign exchange rates. The primary objective of our derivative instruments is to protect the value of foreign-currency-denominated receivable and cash balances from the effects of volatility in foreign exchange rates that might occur prior to conversion to their respective functional currencies. We principally utilize foreign currency forward contracts, which enable us to buy and sell foreign currencies in the future at fixed exchange rates and economically offset changes in foreign exchange rates. We routinely enter into contracts to offset exposures denominated in the British pound, Euro and Canadian dollar.
Foreign-currency-denominated receivable and cash balances are remeasured at foreign exchange rates in effect on the balance sheet date with the effects of changes in foreign exchange rates reported in other income (expense), net. The forward contracts are not designated as hedges and are marked to market through other income (expense), net. Fair value changes in the forward contracts help mitigate the changes in the value of the remeasured receivable and cash balances attributable to changes in foreign exchange rates. The forward contracts are short-term in nature and typically

have average maturities at inception of less than three months.
The following tables summarize our outstanding foreign currency forward contracts, by currency, at March 31, 2016 and September 30, 2015:

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	March 31, 2016			
	Contract Amount		Fair Value
	Foreign Currency		US$	US$
	(In thousands)			
Sell foreign currency:				
Canadian dollar (CAD)	CAD	1,250	$963	$ —
Euro (EUR)	EUR	5,500	$6,303	$ —
Buy foreign currency:				
British pound (GBP)	GBP	5,026	$7,250	$ —

	September 30, 2015			
	Contract Amount			Fair Value
	Foreign Currency		US$	US$
	(In thousands)			
Sell foreign currency:				
Canadian dollar (CAD)	CAD	2,750	$2,045	$ —
Euro (EUR)	EUR	5,600	$6,296	$ —
Buy foreign currency:				
British pound (GBP)	GBP	6,943	$10,550	$ —

The foreign currency forward contracts were entered into on March 31, 2016 and September 30, 2015, respectively; therefore, their fair value was $0 on each of these dates.

Losses on derivative financial instruments are recorded in our condensed consolidated statements of income and comprehensive income as a component of other income (expense), net, and consisted of the following:

	Quarter Ended March 31,		Six Months Ended March 31,	
	2016	2015	2016	2015
	(In thousands)			
Losses on foreign currency forward contracts	$956	$ 10	$1,255	$339

5. Goodwill and Intangible Assets

Amortization expense associated with our intangible assets, which has been reflected as a separate operating expense caption within the accompanying condensed consolidated statements of income and comprehensive income, consisted of the following:

	Quarter Ended March 31,		Six Months Ended March 31,	
	2016	2015	2016	2015
	(In thousands)			
Cost of revenues	$1,840	$1,901	$3,747	$3,737
Selling, general and administrative expenses	1,667	1,614	3,340	2,710
	$3,507	$3,515	$7,087	$6,447

Cost of revenues reflects our amortization of completed technology and selling, general and administrative expenses reflects our amortization of other intangible assets. Intangible assets, gross were $152.7 million and $154.2 million as of March 31, 2016 and September 30, 2015, respectively.

Estimated future intangible asset amortization expense associated with intangible assets existing at March 31, 2016, was as follows (in thousands):

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Year Ended September 30,	
2016 (excluding the six months ended March 31, 2016)	$6,861
2017	12,857
2018	5,996
2019	5,480
2020	3,360
Thereafter	5,026
	$39,580

The following table summarizes changes to goodwill during the six months ended March 31, 2016, both in total and as allocated to our segments:

	Applications	Scores	Tools	Total
	(In thousands)			
Balance at September 30, 2015	$596,765	$146,648	$71,337	$814,750
Adjustment related to prior acquisitions	283	—	—	283
Foreign currency translation adjustment	(5,953)	—	(788)	(6,741)
Balance at March 31, 2016	$591,095	$146,648	$70,549	$808,292

6. Composition of Certain Financial Statement Captions

The following table summarizes property and equipment, and the related accumulated depreciation and amortization, at March 31, 2016 and September 30, 2015:

	March 31, 2016	September 30, 2015
	(In thousands)	
Property and equipment	$116,939	$ 109,860
Less: accumulated depreciation and amortization	(78,350)	(71,652)
	$38,589	$ 38,208

7. Revolving Line of Credit

We have a $400 million unsecured revolving line of credit with a syndicate of banks that expires on December 30, 2019. Proceeds from the credit facility can be used for working capital and general corporate purposes and may also be used for the refinancing of existing debt, acquisitions and the repurchase of our common stock. Interest on amounts borrowed under the credit facility is based on (i) a base rate, which is the greater of (a) the prime rate, (b) the Federal Funds rate plus 0.500% and (c) the one-month LIBOR rate plus 1.000%, plus, in each case, an applicable margin, or (ii) an adjusted LIBOR rate plus an applicable margin. The applicable margin for base rate borrowings ranges from 0% to 0.875% and for LIBOR borrowings ranges from 1.000% to 1.875%, and is determined based on our consolidated leverage ratio. In addition, we must pay credit facility fees. The credit facility contains certain restrictive covenants including maintaining a minimum fixed charge ratio of 2.5 and a maximum consolidated leverage ratio of 3.0, subject to a step up to 3.5 following certain permitted acquisitions. The credit agreement also contains other covenants typical of unsecured facilities. As of March 31, 2016, we had $235.0 million in borrowings outstanding at a weighted average interest rate of 1.815%, of which $200.0 million was classified as a long-term liability and recorded in long-term debt within the accompanying condensed consolidated balance sheets. We were in compliance with all financial covenants under this credit facility as of March 31, 2016.

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8. Senior Notes

On May 7, 2008, we issued $275 million of senior notes in a private placement to a group of institutional investors (the “2008 Senior Notes”). The 2008 Senior Notes were issued in four series with maturities ranging from 5 to 10 years. The outstanding 2008 Senior Notes’ weighted average interest rate is 7.2% and the weighted average maturity is 10.0 years. On July 14, 2010, we issued $245 million of senior notes in a private placement to a group of institutional investors (the “2010 Senior Notes” and, with the 2008 Senior Notes, the “Senior Notes”). The 2010 Senior Notes were issued in four series with maturities ranging from 6 to 10 years. The 2010 Senior Notes’ weighted average interest rate is 5.2% and the weighted average maturity is 8.0 years. The Senior Notes require interest payments semi-annually and also include certain restrictive covenants. As of March 31, 2016, we were in compliance with all financial covenants which include the maintenance of consolidated net debt to consolidated EBITDA ratio and a fixed charge coverage ratio. The issuance of the Senior Notes also required us to make certain covenants typical of unsecured facilities. The carrying value of the Senior Notes was $376.0 million as of March 31, 2016 and September 30, 2015. The fair value of the Senior Notes was $398.7 million and $401.6 million as of March 31, 2016 and September 30, 2015, respectively. We measure the fair value of the Senior Notes based on Level 2 inputs, which include quoted market prices and interest rate spreads of similar securities.

9. Restructuring Expenses

The following table summarizes our restructuring accruals and certain FICO facility closures. The current portion and non-current portion is recorded in other accrued current liabilities and other long-term liabilities, respectively, within the accompanying condensed consolidated balance sheets. The balance for all the facilities charges will be paid by the end of our fiscal 2020. The balance for all the employee separation costs will be paid by the end of the third quarter of our fiscal 2016.

	Accrual at September 30, 2015	Cash Payments	Accrual at March 31, 2016
	(In thousands)		
Facilities charges	$12,995	$(1,551)	$11,444
Employee separation	2,405	(2,398)	7
	15,400	$(3,949)	11,451
Less: current portion	(5,570)		(4,287)
Non-current	$9,830		$7,164

10. Income Taxes

Effective Tax Rate

The effective income tax rate was 28.1% and 27.5% during the quarters ended March 31, 2016 and 2015, respectively and 24.3% and 25.0% during the six months ended March 31, 2016 and 2015, respectively. The provision for income taxes during interim quarterly reporting periods is based on our estimates of the effective tax rates for the full fiscal year. The effective tax rate in any quarter can also be affected positively or negatively by adjustments that are required to be reported in the specific quarter of resolution. The effective rates for both periods were significantly impacted by the mix of global earnings toward lower tax jurisdictions, as well as retroactive extensions of the U.S. Federal Research and Development Credit.

The total unrecognized tax benefit for uncertain tax positions is estimated to be approximately $5.7 million and $4.6 million at March 31, 2016 and September 30, 2015, respectively. We recognize interest expense related to unrecognized tax benefits and penalties as part of the provision for income taxes in our condensed consolidated statements of income and comprehensive income. We have accrued interest of $0.3 million and $0.2 million, related to unrecognized tax benefits as of March 31, 2016 and September 30, 2015, respectively.

11. Earnings per Share

The following table presents reconciliations for the numerators and denominators of basic and diluted earnings per share (“EPS”) for the quarters and six months ended March 31, 2016 and 2015:

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	Quarter Ended March 31,		Six Months Ended March 31,	
	2016	2015	2016	2015
	(In thousands, except per share data)			
Numerator for diluted and basic earnings per share:				
Net Income	$23,116	$18,870	$42,357	$33,277
Denominator - share:				
Basic weighted-average shares	31,268	31,335	31,226	31,639
Effect of dilutive securities	994	1,113	1,123	1,152
Diluted weighted-average shares	32,262	32,448	32,349	32,791
Earnings per share:				
Basic	$0.74	$0.60	$1.36	$1.05
Diluted	$0.72	$0.58	$1.31	$1.01

We exclude the options to purchase shares of common stock in the computation of the diluted EPS where the exercise price of the options exceeds the average market price of our common stock as their inclusion would be antidilutive. There were approximately 21,000 and 46,000 options excluded for the quarters ended March 31, 2016 and 2015, respectively. There were approximately 18,000 and 270,000 options excluded for the six months ended March 31, 2016 and 2015, respectively.

12. Segment Information

We are organized into the following three operating segments, each of which is a reportable segment, to align with internal management of our worldwide business operations based on product offerings.

- Applications. Our Applications products are pre-configured decision management applications and associated professional services, designed for a specific type of business problem or process, such as marketing, account origination, customer management, fraud and insurance claims management.
- Scores. This segment includes our business-to-business scoring solutions, our myFICO® solutions for consumers and associated professional services. Our scoring solutions give our clients access to analytics that can be easily integrated into their transaction streams and decision-making processes. Our scoring solutions are distributed through major credit reporting agencies, as well as services through which we provide our scores to clients directly.
- Tools. This segment is composed of analytic and decision management software tools that clients can use to create their own custom decision management applications, our new FICO® Decision Management Suite, as well as associated professional services.

Our Chief Executive Officer evaluates segment financial performance based on segment revenues and segment operating income. Segment operating expenses consist of direct and indirect costs principally related to personnel, facilities, consulting, travel and depreciation. Indirect costs are allocated to the segments generally based on relative segment revenues, fixed rates established by management based upon estimated expense contribution levels and other assumptions that management considers reasonable. We do not allocate broad-based incentive expense, share-based compensation expense, restructuring expense, amortization expense, various corporate charges and certain other income and expense measures to our segments. These income and expense items are not allocated because they are not considered in evaluating the segment's operating performance. Our Chief Executive Officer does not evaluate the financial performance of each segment based on its respective assets or capital expenditures; rather, depreciation amounts are allocated to the segments from their internal cost centers as described above.

The following tables summarize segment information for the quarters and six months ended March 31, 2016 and 2015:

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	Quarter Ended March 31, 2016				
	Applications	Scores	Tools	Unallocated Corporate Expenses	Total
	(In thousands)				
Segment revenues:					
Transactional and maintenance	$80,751	$59,265	$10,727	$—	$150,743
Professional services	31,719	1,112	6,511	—	39,342
License	9,447	739	6,407	—	16,593
Total segment revenues	121,917	61,116	23,645	—	206,678
Segment operating expense	(87,955)	(14,090)	(27,120)	(21,882)	(151,047)
Segment operating income (loss)	$33,962	$47,026	$(3,475)	$(21,882)	55,631
Unallocated share-based compensation expense					(13,600)
Unallocated amortization expense					(3,507)
Operating income					38,524
Unallocated interest expense, net					(6,815)
Unallocated other income, net					435
Income before income taxes					$32,144
Depreciation expense	$2,708	$185	$1,000	$327	$4,220

	Quarter Ended March 31, 2015				
	Applications	Scores	Tools	Unallocated Corporate Expenses	Total
	(In thousands)				
Segment revenues:					
Transactional and maintenance	$80,315	$47,814	$10,554	$—	$138,683
Professional services	30,992	966	5,988	—	37,946
License	23,081	1,157	6,242	—	30,480
Total segment revenues	134,388	49,937	22,784	—	207,109
Segment operating expense	(95,035)	(14,618)	(27,987)	(19,753)	(157,393)
Segment operating income (loss)	$39,353	$35,319	$(5,203)	$(19,753)	49,716
Unallocated share-based compensation expense					(11,802)
Unallocated amortization expense					(3,515)
Operating income					34,399
Unallocated interest expense, net					(7,718)
Unallocated other expense, net					(648)
Income before income taxes					$26,033
Depreciation expense	$3,706	$227	$807	$685	$5,425

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	Six Months Ended March 31, 2016				
	Applications	Scores	Tools	Unallocated Corporate Expenses	Total
	(In thousands)				
Segment revenues:					
Transactional and maintenance	$161,734	$114,482	$21,599	—	$297,815
Professional services	58,845	1,860	12,789	—	73,494
License	21,479	776	13,190	—	35,445
Total segment revenues	242,058	117,118	47,578	—	406,754
Segment operating expense	(175,392)	(28,259)	(52,414)	(45,944)	(302,009)
Segment operating income (loss)	$66,666	$88,859	$(4,836)	$ (45,944)	104,745
Unallocated share-based compensation expense					(28,300)
Unallocated amortization expense					(7,087)
Operating income					69,358
Unallocated interest expense, net					(13,539)
Unallocated other income, net					101
Income before income taxes					$55,920
Depreciation expense	$5,452	$362	$1,635	$ 632	$8,081

	Six Months Ended March 31, 2015				
	Applications	Scores	Tools	Unallocated Corporate Expenses	Total
	(In thousands)				
Segment revenues:					
Transactional and maintenance	$158,866	$90,751	$20,476	—	$270,093
Professional services	59,491	1,754	11,899	—	73,144
License	31,529	1,373	20,520	—	53,422
Total segment revenues	249,886	93,878	52,895	—	396,659
Segment operating expense	(183,929)	(27,510)	(57,526)	(41,372)	(310,337)
Segment operating income (loss)	$65,957	$66,368	$(4,631)	$ (41,372)	86,322
Unallocated share-based compensation expense					(20,596)
Unallocated amortization expense					(6,447)
Operating income					59,279
Unallocated interest expense, net					(14,923)
Unallocated other income, net					1
Income before income taxes					$44,357
Depreciation expense	$7,214	$444	$1,590	$ 1,352	$10,600

13. Contingencies

We are in disputes with certain customers regarding amounts owed in connection with the sale of certain of our products and services. We also have had claims asserted by former employees relating to compensation and other employment matters. We are also involved in various other claims and legal actions arising in the ordinary course of business. We record litigation accruals for legal matters which are both probable and estimable. For legal proceedings for which there is a reasonable possibility of loss (meaning those losses for which the likelihood is more than remote but less than probable), we have determined we do not have material exposure on an aggregate basis.

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

FORWARD LOOKING STATEMENTS

Statements contained in this report that are not statements of historical fact should be considered forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. In addition, certain statements in our future filings with the Securities and Exchange Commission ("SEC"), in press releases, and in oral and written statements made by us or with our approval that are not statements of historical fact constitute forward-looking statements within the meaning of the Act. Examples of forward-looking statements include, but are not limited to: (i) projections of revenue, income or loss, earnings or loss per share, the payment or nonpayment of dividends, capital structure and other statements concerning future financial performance; (ii) statements of our plans and objectives by our management or Board of Directors, including those relating to products or services, research and development, and the sufficiency of capital resources; (iii) statements of assumptions underlying such statements, including those related to economic conditions; (iv) statements regarding business relationships with vendors, customers or collaborators, including the proportion of revenues generated from international as opposed to domestic customers; and (v) statements regarding products, their characteristics, performance, sales potential or effect in the hands of customers. Words such as "believes," "anticipates," "expects," "intends," "targeted," "should," "potential," "goals," "strategy," similar expressions are intended to identify forward-looking statements, but are not the exclusive means of identifying such statements. Forward-looking statements involve risks and uncertainties that may cause actual results to differ materially from those in such statements. Factors that could cause actual results to differ from those discussed in the forward-looking statements include, but are not limited to, those described in Part II, Item 1A, Risk Factors. The performance of our business and our securities may be adversely affected by these factors and by other factors common to other businesses and investments, or to the general economy. Forward-looking statements are qualified by some or all of these risk factors. Therefore, you should consider these risk factors with caution and form your own critical and independent conclusions about the likely effect of these risk factors on our future performance. Such forward-looking statements speak only as of the date on which statements are made, and we undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made to reflect the occurrence of unanticipated events or circumstances. Readers should carefully review the disclosures and the risk factors described in this and other documents we file from time to time with the SEC, including our reports on Forms 10-Q and 8-K to be filed by us in fiscal 2016.

OVERVIEW

We provide products and services that enable businesses to automate, improve and connect decisions across the enterprise, an approach we commonly refer to as decision management. Our predictive analytics, which includes the industry-standard FICO® Score, and our decision management systems power hundreds of billions of customer decisions each year. We help thousands of companies in over 100 countries use our decision management technology to target and acquire customers more efficiently, increase customer value, reduce fraud and credit losses, lower operating expenses, and enter new markets more profitably. Most leading banks and credit card issuers rely on our solutions, as do insurers, retailers, telecommunications providers, pharmaceutical companies, healthcare organizations, public agencies and organizations in other industries. We also serve consumers through online services that enable people to purchase and understand their FICO® Scores, the standard measure in the U.S. of consumer credit risk, empowering them to manage their financial health. Most of our solutions address customer engagement, including customer acquisition, customer servicing and management, and customer protection. We also help businesses improve noncustomer decisions such as transaction and claims processing. Our solutions enable users to make decisions that are more precise, consistent and agile, and that systematically advance business goals. This helps our clients to reduce the cost of doing business, increase revenues and profitability, reduce losses from risks and fraud, and increase customer loyalty.

We derive a significant portion of our revenues from clients outside the U.S. International revenues accounted for 35% and 39% of total consolidated revenues for the quarters ended March 31, 2016 and 2015, respectively, and 34% and 39% of total consolidated revenues for the six months ended March 31, 2016 and 2015, respectively. A significant portion of our revenues are derived from the sale of products and services within the banking (including consumer credit) industry, and 72% and 68% of our revenues were derived from within this industry during the quarters ended

March 31, 2016 and 2015, respectively, and 74% and 68% of our revenues were derived from within this industry during the six months ended March 31, 2016 and 2015, respectively. In addition, we derive a significant share of revenue from transactional or unit-based software license fees, transactional fees derived under scoring, network service or internal hosted software arrangements, annual software maintenance fees and annual license fees under long-term software license arrangements. Arrangements with transactional or unit-based pricing accounted for approximately 73% and 67% of our revenues during the quarters ended March 31, 2016 and 2015, respectively. Arrangements with transactional or unit-based pricing accounted for approximately 73% and 68% of our revenues during the six months ended March 31, 2016 and 2015, respectively.

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We continue to invest in our growth initiatives, while continuing to redirect our incremental investment from product development to expanding and refining our distribution capabilities. This emphasis of control over our operating expenses contributed to an increase of our operating income to $38.5 million and $69.4 million during the quarter and six months ended March 31, 2016, respectively, from $34.4 million and $59.3 million during the quarter and six months ended March 31, 2015, respectively, a 12% increase quarter over quarter and a 17% increase year-to-date period over period. Our operating margin increased to 19% from 17%, a 12% increase quarter over quarter and increased to 17% from 15%, a 14% increase year-to-date period over period.

We continue to enhance shareholder value by returning cash to shareholders through our stock repurchase program. During the quarter and six months ended March 31, 2016, we repurchased approximately 0.4 million shares at a total repurchase price of $40.0 million and 0.7 million shares for a total repurchase price of $68.4 million, respectively.

Bookings

Management uses bookings as an indicator of our business performance. Bookings represent contracts signed in the current reporting period that generate current and future revenue streams. We consider contract terms, knowledge of the marketplace and experience with our customers, among other factors, when determining the estimated value of contract bookings.

Bookings calculations have varying degrees of certainty depending on the revenue type and individual contract terms. Our revenue types are transactional and maintenance, professional services and license. Our estimate of bookings is as of the end of the period in which a contract is signed, and we do not update initial booking estimates in future periods for changes between estimated and actual results. Actual revenue and the timing thereof could differ materially from our initial estimates. The following paragraphs discuss the key assumptions used to calculate bookings and the susceptibility of these assumptions to variability.

Transactional and Maintenance Bookings

We calculate transactional bookings as the total estimated volume of transactions or number of accounts under contract, multiplied by the contractual rate. Transactional contracts generally span multiple years and require us to make estimates about future transaction volumes or number of active accounts. We develop estimates from discussions with our customers and examinations of historical data from similar products and customer arrangements. Differences between estimated bookings and actual results occur due to variability in the volume of transactions or number of active accounts estimated. This variability is primarily caused by the following:

- The health of the economy and economic trends in our customers' industries;
- Individual performance of our customers relative to their competitors; and
- Regulatory and other factors that affect the business environment in which our customers operate.

We calculate maintenance bookings directly from the terms stated in the contract.

Professional Services Bookings

We calculate professional services bookings as the estimated number of hours to complete a project multiplied by the rate per hour. We estimate the number of hours based on our understanding of the project scope, conversations with customer personnel and our experience in estimating professional services projects. Estimated bookings may differ from actual results primarily due to differences in the actual number of hours incurred. These differences typically result from customer decisions to alter the mix of FICO and customer services resources used to complete a project.

License Bookings

Licenses are sold on a perpetual or term basis and bookings generally equal the fixed amount stated in the contract.

Bookings Trend Analysis

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	Bookings	Bookings Yield (1)	Number of Bookings over $1 Million	Weighted-Average Term (2)
	(In millions)			(Months)
Quarter Ended March 31, 2016	$ 132.5	13 %	15	55
Quarter Ended March 31, 2015	$ 79.6	30 %	14	22
Six Months Ended March 31, 2016	$ 218.9	24 %	25	NM[(a)]
Six Months Ended March 31, 2015	$ 149.2	40 %	28	NM[(a)]

(1) Bookings yield represents the percentage of revenue recognized from bookings for the periods indicated.

(2) Weighted-average term of bookings measures the average term over which bookings are expected to be recognized as revenue.

(a) NM - Measure is not meaningful as our estimate of bookings is as of the end of the period in which a contract is signed, and we do not update our initial booking estimates in future periods for changes between estimated and actual results.

Transactional and maintenance bookings were 50% and 28% of total bookings for the quarters ended March 31, 2016 and 2015, respectively. Professional services bookings were 38% and 46% of total bookings for the quarters ended March 31, 2016 and 2015, respectively. License bookings were 12% and 26% of total bookings for the quarters ended March 31, 2016 and 2015, respectively.

Transactional and maintenance bookings were 41% and 25% of total bookings for the six months ended March 31, 2016 and 2015, respectively. Professional services bookings were 44% and 49% of total bookings for the six months ended March 31, 2016 and 2015, respectively. License bookings were 15% and 26% of total bookings for the six months ended March 31, 2016 and 2015, respectively.

RESULTS OF OPERATIONS

Revenues

The following tables set forth certain summary information on a segment basis related to our revenues for the quarters and six months ended March 31, 2016 and 2015:

	Quarter Ended March 31,		Percentage of Revenues		Period-to-Period	Period-to-Period Percentage
Segment	2016	2015	2016	2015	Change	Change
	(In thousands)				(In thousands)	
Applications	$121,917	$134,388	59 %	65 %	$ (12,471)	(9)%
Scores	61,116	49,937	30 %	24 %	11,179	22 %
Tools	23,645	22,784	11 %	11 %	861	4 %
Total	$206,678	$207,109	100 %	100 %	(431)	— %

	Six Months Ended March 31,		Percentage of Revenues		Period-to-Period	Period-to-Period Percentage
Segment	2016	2015	2016	2015	Change	Change
	(In thousands)				(In thousands)	
Applications	$242,058	$249,886	59 %	63 %	$ (7,828)	(3)%
Scores	117,118	93,878	29 %	24 %	23,240	25 %
Tools	47,578	52,895	12 %	13 %	(5,317)	(10)%
Total	$406,754	$396,659	100 %	100 %	10,095	3 %

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Quarter Ended March 31, 2016 Compared to Quarter Ended March 31, 2015

Applications

	Quarter Ended March 31,		Period-to-	Period-to-Period Percentage
	2016	2015	Period Change	Change
	(In thousands)		(In thousands)	
Transactional and maintenance	$80,751	$80,315	$ 436	1 %
Professional services	31,719	30,992	727	2 %
License	9,447	23,081	(13,634)	(59)%
Total	$121,917	$134,388	(12,471)	(9)%

Applications segment revenues decreased $12.5 million primarily due to a $14.9 million decrease in our fraud solutions and a $2.7 million decrease in our marketing solutions, partially offset by a $2.8 million increase in our customer management solutions and a $2.3 million increase in our customer communication services. The decrease in fraud solutions was primarily attributable to a decrease in software revenues mainly driven by two large deals occurring during the quarter ended March 31, 2015. The decrease in marketing solutions was primarily attributable to a decrease in services and transactional revenues. The increase in customer management solutions was primarily attributable to an increase in license revenue. The increase in customer communication services was primarily attributable to an increase in transactional revenues as a result of our growth in the mobile communication market.

Scores

	Quarter Ended March 31,		Period-to-	Period-to-Period Percentage
	2016	2015	Period Change	Change
	(In thousands)		(In thousands)	
Transactional and maintenance	$59,265	$47,814	$ 11,451	24 %
Professional services	1,112	966	146	15 %
License	739	1,157	(418)	(36)%
Total	$61,116	$49,937	11,179	22 %

Scores segment revenues increased $11.2 million due to an increase of $6.3 million in our business-to-consumer services revenue and an increase of $4.9 million in our business-to-business Scores revenue. The increase in business-to-consumer services was primarily attributable to revenue generated from the agreement with Experian that launched in December 2014 and made FICO® Scores available to consumers on Experian.com. The increase in our business-to-business Scores was primarily attributable to an increase in our transactional scores driven by new prescreen, originations and account management, as well as the resolution of under reported royalties from a prior period.

During the quarters ended March 31, 2016 and 2015, revenues generated from our agreements with Equifax, TransUnion and Experian collectively accounted for approximately 20% and 14%, respectively, of our total revenues, including revenues from these customers recorded in our other segments.

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Tools

	Quarter Ended March 31,		Period-to-	Period-to-Period Percentage
	2016	2015	Period Change	Change
	(In thousands)		(In thousands)	
Transactional and maintenance	$10,727	$10,554	$ 173	2 %
Professional services	6,511	5,988	523	9 %
License	6,407	6,242	165	3 %
Total	$23,645	$22,784	861	4 %

Tools segment revenues increased $0.9 million primarily attributable to an increase in services revenue.

Six Months Ended March 31, 2016 Compared to Six Months Ended March 31, 2015

Applications

	Six Months Ended March 31,		Period-to-	Period-to-Period Percentage
	2016	2015	Period Change	Change
	(In thousands)		(In thousands)	
Transactional and maintenance	$161,734	$158,866	$ 2,868	2 %
Professional services	58,845	59,491	(646)	(1)%
License	21,479	31,529	(10,050)	(32)%
Total	$242,058	$249,886	(7,828)	(3)%

Applications segment revenues decreased $7.8 million primarily due to a $12.8 million decrease in our fraud solutions and a $4.6 million decrease in our marketing solutions, partially offset by a $4.2 million increase in our customer communication services and a $4.2 million increase in our compliance solutions. The decrease in fraud solutions was primarily attributable to a decrease in software revenues mainly driven by two large deals occurring during the six months ended March 31, 2015. The decrease in marketing solutions was primarily attributable to a decrease in service and transactional revenues. The increase in customer communication services was primarily attributable to an increase in transactional revenues as a result of our growth in the mobile communication market. The increase in compliance solutions was attributable to our acquisition of TONBELLER in January 2015.

Scores

	Six Months Ended March 31,		Period-to-	Period-to-Period Percentage
	2016	2015	Period Change	Change
	(In thousands)		(In thousands)	
Transactional and maintenance	$114,482	$90,751	$ 23,731	26 %
Professional services	1,860	1,754	106	6 %
License	776	1,373	(597)	(43)%
Total	$117,118	$93,878	23,240	25 %

Scores segment revenues increased $23.2 million due to an increase of $15.6 million in our business-to-consumer services revenue and an increase of $7.6 million in our business-to-business Scores revenue. The increase in business-to-consumer services was primarily attributable to revenue generated from the agreement with Experian that launched in December 2014 and made FICO® Scores available to consumers on Experian.com. The increase in our business-to-business Scores was primarily attributable to an increase in our transactional scores driven by new prescreen, account management, and originations, as well as the resolution of under reported royalties from a prior

period.

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During the six months ended March 31, 2016 and 2015, revenues generated from our agreements with Equifax, TransUnion and Experian collectively accounted for approximately 20% and 14%, respectively, of our total revenues, including revenues from these customers recorded in our other segments.

Tools

	Six Months Ended March 31,		Period-to-	Period-to-Period Percentage
	2016	2015	Period Change	Change
	(In thousands)		(In thousands)	
Transactional and maintenance	$21,599	$20,476	$ 1,123	5 %
Professional services	12,789	11,899	890	7 %
License	13,190	20,520	(7,330)	(36)%
Total	$47,578	$52,895	(5,317)	(10)%

Tools segment revenues decreased $5.3 million primarily attributable to a decrease in license revenue driven by a one-time settlement during the six months ended March 31, 2015 with a customer related to under-reported royalties from a multi-year period.

Operating Expenses and Other Income / Expenses

The following tables set forth certain summary information related to our condensed consolidated statements of income and comprehensive income for the quarters and six months ended March 31, 2016 and 2015:

	Quarter Ended March 31,		Percentage of Revenues		Period-to-	Period-to-Period Percentage
	2016	2015	2016	2015	Period Change	Change
	(In thousands, except employees)				(In thousands, except employees)	
Revenues	$206,678	$207,109	100 %	100 %	$ (431)	— %
Operating expenses:						
Cost of revenues	62,298	70,991	30 %	34 %	(8,693)	(12)%
Research and development	24,848	24,341	12 %	12 %	507	2 %
Selling, general and administrative	77,501	73,863	38 %	35 %	3,638	5 %
Amortization of intangible assets	3,507	3,515	2 %	2 %	(8)	— %
Total operating expenses	168,154	172,710	82 %	83 %	(4,556)	(3)%
Operating income	38,524	34,399	18 %	17 %	4,125	12 %
Interest expense, net	(6,815)	(7,718)	(3)%	(4)%	903	(12)%
Other income (expense), net	435	(648)	— %	(1)%	1,083	(167)%
Income before income taxes	32,144	26,033	15 %	12 %	6,111	23 %
Provision for income taxes	9,028	7,163	4 %	3 %	1,865	26 %
Net income	$23,116	$18,870	11 %	9 %	4,246	23 %
Number of employees at quarter end	2,852	2,748			104	4 %

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	Six Months Ended March 31,		Percentage of Revenues		Period-to-	Period-to-Period Percentage
	2016	2015	2016	2015	Period Change	Change
	(In thousands)				(In thousands)	
Revenues	$406,754	$396,659	100 %	100 %	$ 10,095	3 %
Operating expenses:						
Cost of revenues	124,491	137,291	31 %	34 %	(12,800)	(9)%
Research and development	49,479	46,978	12 %	12 %	2,501	5 %
Selling, general and administrative	156,339	146,664	39 %	37 %	9,675	7 %
Amortization of intangible assets	7,087	6,447	2 %	2 %	640	10 %
Total operating expenses	337,396	337,380	84 %	85 %	16	— %
Operating income	69,358	59,279	16 %	15 %	10,079	17 %
Interest expense, net	(13,539)	(14,923)	(3)%	(4)%	1,384	(9)%
Other income, net	101	1	— %	— %	100	10,000 %
Income before income taxes	55,920	44,357	13 %	11 %	11,563	26 %
Provision for income taxes	13,563	11,080	3 %	3 %	2,483	22 %
Net income	$42,357	$33,277	10 %	8 %	9,080	27 %

Cost of Revenues

Cost of revenues consists primarily of employee salaries and benefits for personnel directly involved in developing, installing and supporting revenue products; travel costs; overhead costs; outside services; internal network hosting costs; software royalty fees; and credit bureau data and processing services.

Cost of revenues as a percentage of revenues decreased to 30% during the quarter ended March 31, 2016 from 34% during the quarter ended March 31, 2015. The quarter over quarter decrease of $8.7 million was primarily attributable to a $5.7 million decrease in personnel and labor costs and a $3.2 million decrease in outside services. The decrease in personnel and labor costs was primarily attributable to a decrease in professional services delivery cost, including a nonrecurring charge related to a large implementation project during the quarter ended March 31, 2015. The decrease in outside services was primarily attributable to a decrease in our billable consulting projects utilizing temporary resources.

Cost of revenues as a percentage of revenues decreased to 31% during the six months ended March 31, 2016 from 34% during the six months ended March 31, 2015. The year-to-date period over period decrease of $12.8 million was primarily attributable to an $8.0 million decrease in outside services and a $6.7 million decrease in personnel and labor costs. The decrease in outside services was primarily attributable to a decrease in our billable consulting projects utilizing temporary resources. The decrease in personnel and labor costs was primarily attributable to a decrease in professional services delivery cost, including a nonrecurring charge related to a large implementation project during the six months ended March 31, 2015, partially offset by an increase in incentive cost.

Over the next several quarters, we expect cost of revenues as a percentage of revenues will be consistent with or slightly higher than those incurred during the quarter ended March 31, 2016.

Research and Development

Research and development expenses include personnel and related overhead costs incurred in the development of new products and services, including research of mathematical and statistical models and development of new versions of Applications and Tools products.

Research and development expenses increased $0.5 million to $24.8 million during the quarter ended March 31, 2016 from the quarter ended March 31, 2015. Research and development expenses as a percentage of revenues was 12% for the quarter ended March 31, 2016, consistent with the quarter ended March 31, 2015.

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The year-to-date period over period increase of $2.5 million in research and development expenses was primarily attributable to an increase in personnel and labor costs, driven by our continued investment in the areas of cloud computing and software-as-a-service (“SaaS”), as well as higher incentive cost during the six months ended March 31, 2016. Research and development expenses as a percentage of revenues was 12% for the six months ended March 31, 2016, consistent with the six months ended March 31, 2015.

Over the next several quarters, we expect research and development expenditures as a percentage of revenues will be consistent with or slightly lower than those incurred during the quarter ended March 31, 2016.

Selling, General and Administrative

Selling, general and administrative expenses consist principally of employee salaries, commissions and benefits; travel costs; overhead costs; advertising and other promotional expenses; corporate facilities expenses; legal expenses; business development expenses and the cost of operating computer systems.

Selling, general and administrative expenses as a percentage of revenues increased to 38% during the quarter ended March 31, 2016 from 35% during the quarter ended March 31, 2015. The quarter over quarter increase of $3.6 million was primarily attributable to a $4.7 million increase in labor and personnel costs, mainly driven by our investment in expanding and refining our distribution capabilities, as well as an increase in incentive cost.

Selling, general and administrative expenses as a percentage of revenues increased to 39% during the six months ended March 31, 2016 from 37% during the six months ended March 31, 2015. The year-to-date period over period increase of $9.7 million was primarily attributable to an $8.4 million increase in labor and personnel costs and a $5.6 million increase in share-based compensation cost, partially offset by a $3.1 million decrease in marketing expenses. The increase in labor and personnel costs was primarily attributable to our investment in expanding and refining our distribution capabilities, as well as an increase in incentive cost. The increase in share-based compensation cost was primarily attributable to an adjustment related to the reduction in our estimated forfeiture rate, as well as higher stock price. The decrease in marketing expenses was primarily attributable to a company-wide marketing event during the six months ended March 31, 2015.

Over the next several quarters, we expect selling, general and administrative expenses as a percentage of revenues will be consistent with those incurred during the quarter ended March 31, 2016.

Amortization of Intangible Assets

Amortization of intangible assets consists of amortization expense related to intangible assets recorded in connection with acquisitions accounted for by the acquisition method of accounting. Our finite-lived intangible assets, consisting primarily of completed technology and customer contracts and relationships, are being amortized using the straight-line method over periods ranging from four to fifteen years.

Amortization expense for the quarter ended March 31, 2016 was $3.5 million, consistent with that recorded during the quarter ended March 31, 2015.

The year-to-date period over period increase of $0.6 million in amortization expense was primarily attributable to the addition of intangible assets associated with our TONBELLER acquisition in January 2015.

Over the next several quarters we expect that amortization expense will be consistent with or slightly lower than the amortization expense we recorded during the quarter ended March 31, 2016 due to certain assets associated with our Entiera acquisition becoming fully amortized in May 2016.

Interest Expense, Net

Interest expense includes primarily interest on the senior notes issued in May 2008 and July 2010, as well as interest and credit facility fees on the revolving line of credit. Our consolidated statements of income and comprehensive income include interest expense netted with interest income, which is derived primarily from the investment of funds in excess of our immediate operating requirements.

The quarter over quarter decrease in interest expense of $0.9 million was primarily attributable to the $71.0 million principal payment in May 2015 on the senior notes issued in May 2008 resulting in lower average debt balance for the quarter ended March 31, 2016, partially offset by a higher average balance on our revolving line of credit.

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The year-to-date period over period decrease in interest expense of $1.4 million was primarily attributable to the $71.0 million principal payment in May 2015 on the senior notes issued in May 2008 resulting in lower average debt balance for the six months ended March 31, 2016, partially offset by a higher average balance on our revolving line of credit.

Over the next several quarters we expect net interest expense will be consistent with or lower than the net interest expense incurred during the quarter ended March 31, 2016 due to the $60.0 million principal payment scheduled to occur in July 2016 on the senior notes issued in July 2010.

Other Income (Expense), Net

Other income (expense), net consists primarily of realized investment gains/losses, exchange rate gains/losses resulting from remeasurement of foreign-currency-denominated receivable and cash balances into their respective functional currencies at period-end market rates, net of the impact of offsetting foreign currency forward contracts, and other non-operating items.

The quarter over quarter change in other income (expense), net of $1.0 million was primarily attributable to a non-recurring charge during the quarter ended March 31, 2015 as well as an increase in foreign currency exchange gain during the quarter ended March 31, 2016.

Provision for Income Taxes

The effective income tax rate was 28.1% and 27.5% during the quarters ended March 31, 2016 and 2015, respectively, and 24.3% and 25.0% during the six months ended March 31, 2016 and 2015, respectively. The provision for income taxes during interim quarterly reporting periods is based on our estimates of the effective tax rates for the full fiscal year. The effective tax rate in any quarter can also be affected positively or negatively by adjustments that are required to be reported in the specific quarter of resolution. The effective rates for both periods were significantly impacted by the mix of global earnings toward lower tax jurisdictions, as well as the retroactive extensions of the U.S. Federal Research and Development Credit.

Operating Income

The following tables set forth certain summary information on a segment basis related to our operating income for the quarters and six months ended March 31, 2016 and 2015:

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Segment	Quarter Ended March 31, 2016	2015	Period-to-Period Change	Period-to-Period Percentage Change
	(In thousands)		(In thousands)	
Applications	$33,962	$39,353	$ (5,391)	(14)%
Scores	47,026	35,319	11,707	33 %
Tools	(3,475)	(5,203)	1,728	(33)%
Corporate expenses	(21,882)	(19,753)	(2,129)	11 %
Total segment operating income	55,631	49,716	5,915	12 %
Unallocated share-based compensation	(13,600)	(11,802)	(1,798)	15 %
Unallocated amortization expense	(3,507)	(3,515)	8	— %
Operating income	$38,524	$34,399	4,125	12 %

Segment	Six Months Ended March 31, 2016	2015	Period-to-Period Change	Period-to-Period Percentage Change
	(In thousands)		(In thousands)	
Applications	$66,666	$65,957	$ 709	1 %
Scores	88,859	66,368	22,491	34 %
Tools	(4,836)	(4,631)	(205)	4 %
Corporate expenses	(45,944)	(41,372)	(4,572)	11 %
Total segment operating income	104,745	86,322	18,423	21 %
Unallocated share-based compensation	(28,300)	(20,596)	(7,704)	37 %
Unallocated amortization expense	(7,087)	(6,447)	(640)	10 %
Operating income	$69,358	$59,279	10,079	17 %

Applications

	Quarter Ended March 31,		Percentage of Revenues		Six Months Ended March 31,		Percentage of Revenues	
	2016	2015	2016	2015	2016	2015	2016	2015
	(In thousands)				(In thousands)			
Segment revenues	$121,917	$134,388	100 %	100 %	$242,058	$249,886	100 %	100 %
Segment operating expense	(87,955)	(95,035)	(72)%	(71)%	(175,392)	(183,929)	(72)%	(74)%
Segment operating income	$33,962	$39,353	28 %	29 %	$66,666	$65,957	28 %	26 %

Scores

	Quarter Ended March 31,		Percentage of Revenues		Six Months Ended March 31,		Percentage of Revenues	
	2016	2015	2016	2015	2016	2015	2016	2015
	(In thousands)				(In thousands)			
Segment revenues	$61,116	$49,937	100 %	100 %	$117,118	$93,878	100 %	100 %
Segment operating expense	(14,090)	(14,618)	(23)%	(29)%	(28,259)	(27,510)	(24)%	(29)%
Segment operating income	$47,026	$35,319	77 %	71 %	$88,859	$66,368	76 %	71 %

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Tools

	Quarter Ended March 31,		Percentage of Revenues		Six Months Ended March 31,		Percentage of Revenues	
	2016	2015	2016	2015	2016	2015	2016	2015
	(In thousands)				(In thousands)			
Segment revenues	$23,645	$22,784	100 %	100 %	$47,578	$52,895	100 %	100 %
Segment operating expense	(27,120)	(27,987)	(115)%	(123)%	(52,414)	(57,526)	(110)%	(109)%
Segment operating loss	$(3,475)	$(5,203)	(15)%	(23)%	$(4,836)	$(4,631)	(10)%	(9)%

The quarter over quarter $4.1 million increase in operating income was attributable to an $8.4 million decrease in segment operating expenses, partially offset by a $2.1 million increase in corporate expenses, a $1.8 million increase in share-based compensation cost, and a $0.4 million decrease in segment revenues.

At the segment level, the quarter over quarter $5.9 million increase in segment operating income was driven by an $11.7 million increase in our Scores segment operating income and a $1.7 million decrease in our Tools segment operating loss, partially offset by a $5.4 million decrease in our Applications segment operating income and a $2.1 million increase in corporate expense.

The quarter over quarter $5.4 million decrease in Applications segment operating income was due to a $12.5 million decrease in segment revenues, partially offset by a $7.1 million decrease in segment operating expenses. Segment operating income as a percentage of segment revenue for Applications decreased to 28% from 29% primarily due to a decrease in sales of our higher-margin software products.

The quarter over quarter $11.7 million increase in Scores segment operating income was due to an $11.2 million increase in segment revenue and a $0.5 million decrease in segment operating expenses. Segment operating income as a percentage of segment revenue for Scores increased to 77% from 71% primarily due to an increase in sales of our higher-margin score products.

The quarter over quarter $1.7 million decrease in Tools segment operating loss was due to a $0.9 million increase in segment revenue and a $0.8 million decrease in segment operating expenses. Segment operating margin for Tools improved to a negative 15% from a negative 23% primarily driven by a decrease in professional services delivery cost.

The year-to-date period over period increase of $10.1 million in operating income was attributable a $12.9 million decrease in segment operating expenses and a $10.1 million increase in segment revenues, partially offset by a $7.7 million increase in share-based compensation cost, a $4.6 million increase in corporate expenses and a $0.6 million increase in amortization cost.

At the segment level, the year-to-date period over period increase of $18.4 million in segment operating income was driven by a $22.5 million increase in our Scores segment operating income and a $0.7 million increase in our Applications segment operating income, partially offset by a $4.6 million increase in corporate expenses and a $0.2 million increase in our Tools segment operating loss.

The year-to-date period over period $0.7 million increase in Applications segment operating income was due to an $8.5 million decrease in segment operating expenses, partially offset by a $7.8 million decrease in segment revenue. Segment operating income as a percentage of segment revenue for Applications increased to 28% from 26% primarily due to a decrease in professional services delivery cost, partially offset by a decrease in sales of our higher-margin software products.

The year-to-date period over period $22.5 million increase in Scores segment operating income was attributable to a $23.2 million increase in segment revenues, partially offset by a $0.7 million increase in segment operating expenses. Segment operating income as a percentage of segment revenue for Scores increased to 76% from 71% mainly due to an increase in sales of our higher-margin score products.

The year-to-date period over period $0.2 million increase in Tools segment operating loss was attributable to a $5.3 million decrease in segment revenue, partially offset by a $5.1 million decrease in segment operating expenses. Segment operating income as a percentage of segment revenue for Tools was 10% during the six month ended March 31, 2016, materially consistent with the six months ended March 31, 2015.

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CAPITAL RESOURCES AND LIQUIDITY

Outlook

As of March 31, 2016, we had $85.4 million in cash and cash equivalents which included $72.9 million held off-shore by our foreign subsidiaries. We believe these balances, as well as available borrowings from our $400 million revolving line of credit and anticipated cash flows from operating activities, will be sufficient to fund our working and other capital requirements as well as the $60.0 million principal payment due in July 2016 on our senior notes issued in July 2010. Additionally, we do not anticipate the need to repatriate any undistributed earnings from our foreign subsidiaries for the foreseeable future.

In the normal course of business, we evaluate the merits of acquiring technology or businesses, or establishing strategic relationships with or investing in these businesses. We may elect to use available cash and cash equivalents to fund such activities in the future. In the event additional needs for cash arise, or if we refinance our existing debt, we may raise additional funds from a combination of sources, including the potential issuance of debt or equity securities. Additional financing might not be available on terms favorable to us, or at all. If adequate funds were not available or were not available on acceptable terms, our ability to take advantage of unanticipated opportunities or respond to competitive pressures could be limited.

Summary of Cash Flows

	Six Months Ended March 31,	
	2016	2015
	(In thousands)	
Cash provided by (used in):		
Operating activities	$78,326	$43,282
Investing activities	(7,807)	(66,797)
Financing activities	(71,751)	14,504
Effect of exchange rate changes on cash	486	(9,223)
Decrease in cash and cash equivalents	$(746)	$(18,234)

Cash Flows from Operating Activities

Our primary method for funding operations and growth has been through cash flows generated from operating activities. Net cash provided by operating activities increased to $78.3 million during the six months ended March 31, 2016 from $43.3 million during the six months ended March 31, 2015. The $35.0 million increase was mainly attributable to $2.6 million of net income taxes refunded for the six months ended March 31, 2016 versus $24.5 million of net income taxes paid for the six months ended March 31, 2015, and a $5.0 million decrease in payment associated with our accrued incentive from prior year.

Cash Flows from Investing Activities

Net cash used in investing activities decreased to $7.8 million for the six months ended March 31, 2016 from $66.8 million for the six months ended March 31, 2015. The $59.0 million decrease was attributable to a $56.6 million of net cash used for the acquisition of TONBELLER during the six months ended March 31, 2015 and a $2.4 million decrease in net cash used in purchases of property and equipment.

Cash Flows from Financing Activities

Net cash used in financing activities totaled $71.8 million during the six months ended March 31, 2016 compared to net cash provided of $14.5 million during the six months ended March 31, 2015. The $86.3 million change was primarily due to a $109.0 million decrease in proceeds, net of payments, from our revolving line of credit, a $9.9 million increase in taxes paid related to net share settlement of equity awards and a $5.1 million decrease in proceeds from stock options exercise, partially offset by a $32.3 million decrease in repurchases of common stock.

Repurchases of Common Stock

In August 2014, our Board of Directors approved a new stock repurchase program following the completion of our previous program. This program is open-ended and authorizes repurchases of shares of our common stock up to an aggregate cost of $250.0 million in the open market or in negotiated transactions.

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Pursuant to this program, we repurchased 419,976 shares of our common stock for $40.0 million and 738,478 shares of our common stock for $68.4 million during the quarter and six months ended March 31, 2016, respectively. We had $50.9 million remaining under the August 2014 authorization as of March 31, 2016.

Dividends

During the quarter ended March 31, 2016, we paid a quarterly dividend of $0.02 per common share. Our dividend rate is set by the Board of Directors on a quarterly basis taking into account a variety of factors, including among others, our operating results and cash flows, general economic and industry conditions, our obligations, changes in applicable tax laws and other factors deemed relevant by the Board. Although we expect to continue to pay dividends at the current rate, our dividend rate is subject to change from time to time based on the Board's business judgment with respect to these and other relevant factors.

Revolving Line of Credit

We have a $400 million unsecured revolving line of credit with a syndicate of banks that expires on December 30, 2019. Proceeds from the credit facility can be used for working capital and general corporate purposes and may also be used for the refinancing of existing debt, acquisitions, and the repurchase of our common stock. Interest on amounts borrowed under the credit facility is based on (i) a base rate, which is the greater of (a) the prime rate, (b) the Federal Funds rate plus 0.500% and (c) the one-month LIBOR rate plus 1.000%, plus, in each case, an applicable margin, or (ii) an adjusted LIBOR rate plus an applicable margin. The applicable margin for base rate borrowings ranges from 0% to 0.875% and for LIBOR borrowings ranges from 1.000% to 1.875%, and is determined based on our consolidated leverage ratio. In addition, we must pay credit facility fees. The credit facility contains certain restrictive covenants including maintaining a minimum fixed charge ratio of 2.5 and a maximum consolidated leverage ratio of 3.0, subject to a step up to 3.5 following certain permitted acquisitions. The credit agreement also contains other covenants typical of unsecured facilities. As of March 31, 2016, we had $235.0 million in borrowings outstanding at a weighted average interest rate of 1.815% and were in compliance with all financial covenants under this credit facility.

Senior Notes

On May 7, 2008, we issued $275 million of senior notes in a private placement to a group of institutional investors (the "2008 Senior Notes"). The 2008 Senior Notes were issued in four series with maturities ranging from 5 to 10 years. The outstanding 2008 Senior Notes' weighted average interest rate is 7.2% and the weighted average maturity is 10.0 years. On July 14, 2010, we issued $245 million of senior notes in a private placement to a group of institutional investors (the "2010 Senior Notes" and, with the 2008 Senior Notes, the "Senior Notes"). The 2010 Senior Notes were issued in four series with maturities ranging from 6 to 10 years. The 2010 Senior Notes' weighted average interest rate is 5.2% and the weighted average maturity is 8.0 years. The Senior Notes are subject to certain restrictive covenants that are substantially similar to those in the credit agreement for the revolving credit facility, including maintenance of consolidated leverage and fixed charge coverage ratios. The purchase agreements for the Senior Notes also include covenants typical of unsecured facilities. As of March 31, 2016 we were in compliance with all financial covenants under these facilities.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future material effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures, or capital resources.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

We prepare our consolidated financial statements in conformity with U.S. generally accepted accounting principles. These accounting principles require management to make certain judgments and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities as of the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. We periodically evaluate our estimates including those relating to revenue recognition, goodwill and other intangible assets resulting from business acquisitions, share-based compensation, income taxes and contingencies and litigation. We base our estimates on historical experience and various other assumptions that we believe to be reasonable based on the specific circumstances, the results of which form the basis for making judgments about the carrying value of certain

assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

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We believe the following critical accounting policies involve the most significant judgments and estimates used in the preparation of our condensed consolidated financial statements:

Revenue Recognition

Software Licenses

Software license fee revenue is recognized when persuasive evidence of an arrangement exists, software is made available to our customers, the fee is fixed or determinable and collection is probable. The determination of whether fees are fixed or determinable and collection is probable involves the use of assumptions. If at the outset of an arrangement we determine that the arrangement fee is not fixed or determinable, revenue is deferred until the arrangement fee becomes fixed or determinable, assuming all other revenue recognition criteria have been met. If at the outset of an arrangement we determine that collectability is not probable, revenue is deferred until the earlier of when collectability becomes probable or the receipt of payment. If there is uncertainty as to the customer's acceptance of our deliverables, revenue is not recognized until the earlier of receipt of customer acceptance, expiration of the acceptance period, or when we can demonstrate we meet the acceptance criteria. We evaluate contract terms and customer information to ensure that these criteria are met prior to our recognition of license fee revenue.

We use the residual method to recognize revenue when a software arrangement includes one or more elements to be delivered at a future date provided the following criteria are met: (i) vendor-specific objective evidence ("VSOE") of the fair value does not exist for one or more of the delivered items but exists for all undelivered elements, (ii) all other applicable revenue recognition criteria are met and (iii) the fair value of all of the undelivered elements is less than the arrangement fee. VSOE of fair value is based on the normal pricing practices for those products and services when sold separately by us and customer renewal rates for post-contract customer support services. Under the residual method, the fair value of the undelivered elements is deferred and the remaining portion of the arrangement fee is recognized as revenue. If evidence of the fair value of one or more undelivered elements does not exist, the revenue is deferred and recognized when delivery of those elements occurs or when fair value can be established. Changes to the elements in a software arrangement, the ability to identify VSOE for those elements, the fair value of the respective elements, and change to a product's estimated life cycle could materially impact the amount of earned and unearned revenue.

Revenues from post-contract customer support services, such as software maintenance, are recognized on a straight-line basis over the term of the support period. The majority of our software maintenance agreements provide technical support as well as unspecified software product upgrades and releases when and if made available by us during the term of the support period.

Transactional-Based Revenues

Transactional-based revenue is recognized when persuasive evidence of an arrangement exists, fees are fixed or determinable, and collection is probable. Revenues from our credit scoring, data processing, data management and internet delivery services are recognized as these services are performed. Revenues from transactional or unit-based license fees under software license arrangements, network service and internally-hosted software agreements are recognized based on minimum contractual amounts or on system usage that exceeds minimum contractual amounts. Certain of our transactional-based revenues are based on transaction or active account volumes as reported by our clients. In instances where volumes are reported to us in arrears, we estimate volumes based on preliminary customer transaction information or average actual reported volumes for an immediate trailing period. Differences between our estimates and actual final volumes reported are recorded in the period in which actual volumes are reported. We have not experienced significant variances between our estimates and actual reported volumes in the past and anticipate that we will be able to continue to make reasonable estimates in the future. If for some reason we were unable to reasonably estimate transaction volumes in the future, revenue may be deferred until actual customer data is received, and this could have a material impact on our consolidated results of operations.

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Consulting Services

We provide consulting, training, model development and software integration services under both hourly-based time and materials and fixed-priced contracts. Revenues from these services are generally recognized as the services are performed. For fixed-price service contracts, we use a proportionate performance model with hours as the input method of attribution to determine progress towards completion, with consideration also given to output measures, such as contract milestones, when applicable. In such instances, management is required to estimate the total estimated hours of the project. Adjustments to estimates are made in the period in which the facts requiring such revisions become known and, accordingly, recognized revenues and profits are subject to revisions as the contract progresses to completion. Estimated losses, if any, are recorded in the period in which current estimates of total contract revenue and contract costs indicate a loss. If substantive uncertainty related to customer acceptance of services exists, we defer the associated revenue until the contract is completed. We have not experienced significant variances between our estimates and actual hours in the past and anticipate that we will be able to continue to make reasonable estimates in the future. If for some reason we are unable to accurately estimate the input measures, revenue would be deferred until the contract is complete, and this could have a material impact on our consolidated results of operations.

Services that are sold in connection with software license arrangements generally qualify for separate accounting from the license element because they do not involve significant production, modification or customization of our products and are not otherwise considered to be essential to the functionality of our software. In arrangements where the professional services do not qualify for separate accounting from the license element, the combined software license and professional services revenue are recognized based on contract accounting using either the percentage-of-completion or completed-contract method.

Hosting Services

We are an application service provider (“ASP”), where we provide hosting services that allow customers access to software that resides on our servers. The ASP model typically includes an up-front fee and a monthly commitment from the customer that commences upon completion of the implementation through the remainder of the customer life. The up-front fee is the initial setup fee, or the implementation fee. The monthly commitment includes, but is not limited to, a fixed monthly fee or a transactional fee based on system usage that exceeds monthly minimums. Revenue is recognized from ASP transactions when there is persuasive evidence of an arrangement, the service has been provided to the customer, the amount of fees is fixed or determinable and the collection of our fees is probable. We do not view the activities of signing the contract or providing initial setup services as discrete earnings events. Revenue is typically deferred until the date the customer commences use of our services, at which point the up-front fees are recognized ratably over the expected life of the customer relationship. ASP transactional fees are recorded monthly as earned.

Multiple-Deliverable Arrangements including Non-Software

When we enter into a multiple-deliverable arrangement that includes non-software, each deliverable is accounted for as a separate unit of accounting if the following criteria are met: (i) the delivered item or items have value to the customer on a standalone basis and (ii) for an arrangement that includes a general right of return relative to the delivered item(s), delivery or performance of the undelivered item(s) is considered probable and substantially in our control. We consider a deliverable to have standalone value if we sell this item separately or if the item is sold by another vendor or could be resold by the customer; for example, we conclude professional services offered along with our SaaS subscription services typically have standalone value using this criteria. Further, our revenue arrangements generally do not include a general right of return relative to delivered products. Revenue for multiple element arrangements is allocated to the software and non-software deliverables based on a relative selling price. We use VSOE in our allocation of arrangement consideration when it is available. We define VSOE as a median price of recent standalone transactions that are priced within a narrow range, as defined by us. If a product or service is seldom sold separately, it is unlikely that we can determine VSOE. In circumstances when VSOE does not exist, we then assess whether we can obtain third-party evidence (“TPE”) of the selling price. It may be difficult for us to obtain sufficient information on competitor pricing to substantiate TPE and therefore we may not always be able to use TPE. When we are unable to establish selling price using VSOE or TPE, we use estimated selling price (“ESP”) in our

allocation of arrangement consideration. The objective of ESP is to determine the price at which we would transact if the product or service were sold by us on a standalone basis. Our determination of ESP involves weighting several factors based on the specific facts and circumstances of each arrangement. The factors include, but are not limited to, geographies, market conditions, gross margin objectives, pricing practices and controls, customer segment pricing strategies and the product lifecycle. Historically, there have been no significant changes in our ESP used in allocation of arrangement consideration. We do not believe there is a reasonable likelihood there will be a material change in the future estimates.

Gross vs. Net Revenue Reporting

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We apply accounting guidance to determine whether we report revenue for certain transactions based upon the gross amount billed to the customer, or the net amount retained by us. In accordance with the guidance we record revenue on a gross basis for sales in which we have acted as the principal and on a net basis for those sales in which we have in substance acted as an agent or broker in the transaction.

Business Combinations

Accounting for our acquisitions requires us to recognize, separately from goodwill, the assets acquired and the liabilities assumed at their acquisition-date fair values. Goodwill as of the acquisition date is measured as the excess of consideration transferred and the net of the acquisition-date fair values of the assets acquired and the liabilities assumed. While we use our best estimates and assumptions to accurately value assets acquired and liabilities assumed at the acquisition date, our estimates are inherently uncertain and subject to refinement. As a result, during the measurement period, which may be up to one year from the acquisition date, we record adjustments to the assets acquired and liabilities assumed with the corresponding offset to goodwill. Upon the conclusion of the measurement period or final determination of the values of assets acquired or liabilities assumed, whichever comes first, any subsequent adjustments are recorded to our condensed consolidated statements of income and comprehensive income.

Accounting for business combinations requires our management to make significant estimates and assumptions, especially at the acquisition date, including our estimates for intangible assets, contractual obligations assumed, pre-acquisition contingencies and contingent consideration, where applicable. If we cannot reasonably determine the fair value of a pre-acquisition contingency (non-income tax related) by the end of the measurement period, we will recognize an asset or a liability for such pre-acquisition contingency if: (i) it is probable that an asset existed or a liability had been incurred at the acquisition date and (ii) the amount of the asset or liability can be reasonably estimated. Although we believe the assumptions and estimates we have made in the past have been reasonable and appropriate, they are based in part on historical experience and information obtained from the management of the acquired companies and are inherently uncertain. Subsequent to the measurement period, changes in our estimates of such contingencies will affect earnings and could have a material effect on our consolidated results of operations and financial position.

Examples of critical estimates in valuing certain of the intangible assets we have acquired include but are not limited to: (i) future expected cash flows from software license sales, support agreements, consulting contracts, other customer contracts and acquired developed technologies and patents; (ii) expected costs to develop the in-process research and development into commercially viable products and estimated cash flows from the projects when completed; and (iii) the acquired company’s brand and competitive position, as well as assumptions about the period of time the acquired brand will continue to be used in the combined company’s product portfolio. Unanticipated events and circumstances may occur that may affect the accuracy or validity of such assumptions, estimates or actual results. Historically, there have been no significant changes in our estimates or assumptions. To the extent a significant acquisition is made during a fiscal year, as appropriate we will expand the discussion to include specific assumptions and inputs used to determine the fair value of our acquired intangible assets.

In addition, uncertain tax positions and tax-related valuation allowances assumed in connection with a business combination are initially estimated as of the acquisition date. We reevaluate these items quarterly based upon facts and circumstances that existed as of the acquisition date with any adjustments to our preliminary estimates being recorded to goodwill provided that we are within the measurement period. Subsequent to the measurement period or our final determination of the tax allowance’s or contingency’s estimated value, whichever comes first, changes to these uncertain tax positions and tax-related valuation allowances will affect our provision for income taxes in our condensed consolidated statements of income and comprehensive income and could have a material impact on our consolidated results of operations and financial position. Historically, there have been no significant changes in our valuation allowances or uncertain tax positions as it relates to business combinations. We do not believe there is a reasonable likelihood there will be a material change in the future estimates.

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Goodwill, Acquisition Intangibles and Other Long-Lived Assets - Impairment Assessment

Goodwill represents the excess of cost over the fair value of identifiable assets acquired and liabilities assumed in business combinations. We assess goodwill for impairment for each of our reporting units on an annual basis during the fourth quarter using a July 1 measurement date unless circumstances require a more frequent measurement. We have determined that our reporting units are the same as our reportable segments. When evaluating goodwill for impairment, we may first perform an assessment qualitatively whether it is more likely than not that a reporting unit's carrying amount exceeds its fair value, referred to as a "step zero" approach. If, based on the review of the qualitative factors, we determine it is not more likely than not that the fair value of a reporting unit is less than its carrying value, we would bypass the two-step impairment test. Events and circumstances we consider in performing the "step zero" qualitative assessment include macro-economic conditions, market and industry conditions, internal cost factors, share price fluctuations, and the operational stability and the overall financial performance of the reporting units. If we conclude that it is more likely than not that a reporting unit's fair value is less than its carrying amount, we would perform the first step (“step one”) of the two-step impairment test and calculate the estimated fair value of the reporting unit by using discounted cash flow valuation models and by comparing our reporting units to guideline publicly-traded companies. These methods require estimates of our future revenues, profits, capital expenditures, working capital, and other relevant factors, as well as selecting appropriate guideline publicly-traded companies for each reporting unit. We estimate these amounts by evaluating historical trends, current budgets, operating plans, industry data, and other relevant factors. Using assumptions that are different from those used in our estimates, but in each case reasonable, could produce significantly different results and materially affect the determination of fair value and/or goodwill impairment for each reporting unit. For example, if the economic environment impacts our forecasts beyond what we have anticipated, it could cause the fair value of a reporting unit to fall below its respective carrying value.

For fiscal 2015, we began our assessment with the step zero qualitative analysis because the fair value substantially exceeded the carrying value for each of our reporting units in our fiscal 2014 step one analysis. After evaluating and weighing all relevant events and circumstances, we concluded that it is not more likely than not that the fair value of each of our reporting units was less than their carrying amounts. Consequently, we did not perform a step one quantitative analysis in fiscal 2015. For fiscal 2014 and 2013, we elected to proceed directly to the step one quantitative analysis rather than perform the step zero qualitative assessment and determined goodwill was not impaired for any of our reporting units.

Our intangible assets that have finite useful lives and other long-lived assets are assessed for potential impairment when there is evidence that events and circumstances related to our financial performance and economic environment indicate the carrying amount of the assets may not be recoverable. When impairment indicators are identified, we test for impairment using undiscounted cash flows. If such tests indicate impairment, then we measure and record the impairment as the difference between the carrying value of the asset and the fair value of the asset. Significant management judgment is required in forecasting future operating results used in the preparation of the projected cash flows. Should different conditions prevail, material write downs of our intangible assets or other long-lived assets could occur. We review the estimated remaining useful lives of our acquired intangible assets at each reporting period. A reduction in our estimate of remaining useful lives, if any, could result in increased annual amortization expense in future periods.

As discussed above, while we believe that the assumptions and estimates utilized were appropriate based on the information available to management, different assumptions, judgments and estimates could materially affect our impairment assessments for our goodwill, acquired intangibles with finite lives and other long-lived assets. Historically, there have been no significant changes in our estimates or assumptions that would have had a material impact for our goodwill or intangible assets impairment assessment. We believe our projected operating results and cash flows would need to be significantly less favorable to have a material impact on our impairment assessment. However, based upon our historical experience with operations, we do not believe there is a reasonable likelihood of a significant change in our projections.

Share-Based Compensation

We measure stock-based compensation cost at the grant date based on the fair value of the award and recognize it as expense, net of estimated forfeitures, over the vesting or service period, as applicable, of the stock award (generally three to four years). We use the Black-Scholes valuation model to determine the fair value of our stock options and a Monte Carlo valuation model to determine the fair value of our market share units. Our valuation models and generally accepted valuation techniques require us to make assumptions and to apply judgment to determine the fair value of our awards. These assumptions and judgments include estimating the volatility of our stock price, expected dividend yield, employee turnover rates and employee stock option exercise behaviors. Historically, there have been no material changes in our estimates or assumptions. We do not believe there is a reasonable likelihood there will be a material change in the future estimates or assumptions. See Note 10 to the accompanying condensed consolidated financial statements for further discussion of our share-based employee benefit plans.

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Income Taxes

We estimate our income taxes based on the various jurisdictions where we conduct business, which involves significant judgment in determining our income tax provision. We estimate our current tax liability using currently enacted tax rates and laws and assess temporary differences that result from differing treatments of certain items for tax and accounting purposes. These differences result in deferred tax assets and liabilities recorded on our condensed consolidated balance sheet using the currently enacted tax rates and laws that will apply to taxable income for the years in which those tax assets are expected to be realized or settled. We then assess the likelihood our deferred tax assets will be realized and to the extent we believe realization is not likely, we establish a valuation allowance. When we establish a valuation allowance or increase this allowance in an accounting period, we record a corresponding income tax expense in our condensed consolidated statements of income and comprehensive income. In assessing the need for the valuation allowance, we consider future taxable income in the jurisdictions we operate; an analysis of our deferred tax assets and the periods over which they will be realizable; and ongoing prudent and feasible tax planning strategies. An increase in the valuation allowance would have an adverse impact, which could be material, on our income tax provision and net income in the period in which we record the increase. We have historically had minimal changes in our valuation allowances related to deferred tax assets, as described in Note 9 to the accompanying condensed consolidated financial statements.

We recognize and measure benefits for uncertain tax positions using a two-step approach. The first step is to evaluate the tax position taken or expected to be taken in a tax return by determining if the technical merits of the tax position indicate it is more likely than not that the tax position will be sustained upon audit, including resolution of any related appeals or litigation processes. For tax positions more likely than not of being sustained upon audit, the second step is to measure the tax benefit as the largest amount more than 50% likely of being realized upon settlement. Significant judgment is required to evaluate uncertain tax positions and they are evaluated on a quarterly basis. Our evaluations are based upon a number of factors, including changes in facts or circumstances, changes in tax law, correspondence with tax authorities during the course of audits and effective settlement of audit issues. Changes in the recognition or measurement of uncertain tax positions could result in material increases or decreases in our income tax expense in the period in which we make the change, which could have a material impact on our effective tax rate and operating results. Historically, settlements related to our unrecognized tax benefits have been minimal, as described in Note 9 to the accompanying consolidated financial statements.

A description of our accounting policies associated with tax-related contingencies and valuation allowances assumed as part of a business combination is provided under “Business Combinations” above.

Contingencies and Litigation

We are subject to various proceedings, lawsuits and claims relating to products and services, technology, labor, shareholder and other matters. We are required to assess the likelihood of any adverse outcomes and the potential range of probable losses in these matters. If the potential loss is considered probable and the amount can be reasonably estimated, we accrue a liability for the estimated loss. If the potential loss is considered less than probable or the amount cannot be reasonably estimated, disclosure of the matter is considered. The amount of loss accrual or disclosure, if any, is determined after analysis of each matter, and is subject to adjustment if warranted by new developments or revised strategies. Due to uncertainties related to these matters, accruals or disclosures are based on the best information available at the time. Significant judgment is required in both the assessment of likelihood and in the determination of a range of potential losses. Revisions in the estimates of the potential liabilities could have a material impact on our consolidated financial position or consolidated results of operations. Historically, there have been no material changes in our estimates or assumptions. We do not believe there is a reasonable likelihood there will be a material change in the future estimates.

New Accounting Pronouncements Recently Issued or Adopted

In November 2015, the Financial Accounting Standards Board (“FASB”) issued ASU No. 2015-17, “Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes” (“ASU 2015-17”). ASU 2015-17 simplifies the presentation of deferred income taxes and requires that deferred tax liabilities and assets be classified as noncurrent in a classified statement of financial position. ASU 2015-17 applies to all entities that present a classified statement of financial position. ASU 2015-17 may be applied either prospectively to all deferred tax liabilities and assets or

retrospectively to all periods presented. ASU 2015-17 is effective for fiscal years and interim periods within those fiscal years beginning after December 15, 2016. We elected to early adopt the standard prospectively as of March 31, 2016, which did not have a significant impact on our consolidated financial statements.

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In March 2016, the FASB issued ASU No. 2016-09, “Compensation - Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting” (“ASU 2016-09”). ASU 2016-09 simplifies several aspects of the accounting for share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities, and classification on the statement of cash flows. ASU 2016-09 is effective for fiscal years and interim periods within those fiscal years beginning after December 15, 2016, which means it will be effective for our fiscal year beginning October 1, 2017. Early adoption is permitted. We are currently evaluating the timing of our adoption and the impact that the updated standard will have on our consolidated financial statements.

In February 2016, the FASB issued ASU No. 2016-02, “Leases (Topic 842)” (“ASU 2016-02”), which requires lessees to put most leases on their balance sheets but recognize the expenses on their income statements in a manner similar to current practice. ASU 2016-02 states that a lessee would recognize a lease liability for the obligation to make lease payments and a right-to-use asset for the right to use the underlying asset for the lease term. ASU 2016-02 is effective for fiscal years and interim periods within those fiscal years beginning after December 15, 2018, which means it will be effective for our fiscal year beginning October 1, 2019. Early adoption is permitted. We are currently evaluating the timing of our adoption and the impact that the updated standard will have on our consolidated financial statements.

In May 2014, the FASB issued ASU No. 2014-09, “Revenue from Contracts with Customers (Topic 606)” (“ASU 2014-09”). ASU 2014-09 requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. ASU 2014-09 will replace most existing revenue recognition guidance in U.S. Generally Accepted Accounting Principles when it becomes effective and permits the use of either the retrospective or cumulative effect transition method. The guidance also requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts. In August 2015, the FASB issued ASU No. 2015-14, “Deferral of the Effective Date” (“ASU 2015-14”), which defers the effective date for ASU 2014-09 by one year. For public entities, the guidance in ASU 2014-09 will be effective for annual reporting periods beginning after December 15, 2017 (including interim reporting periods within those periods), which means it will be effective for our fiscal year beginning October 1, 2018. Early adoption is permitted to the original effective date of December 15, 2016 (including interim reporting periods within those periods). We have not yet selected a transition method and we are currently evaluating the impact that the updated standard will have on our consolidated financial statements.

In April 2015, the FASB issued ASU No. 2015-03, “Simplifying the Presentation of Debt Issuance” (“ASU 2015-03”), which changes the presentation of debt issuance costs in financial statements. Under ASU 2015-03, an entity presents such costs in the balance sheet as a direct deduction from the related debt liability rather than as an asset. Amortization of the costs is reported as interest expense. ASU 2015-03 is effective for fiscal years and interim periods within those fiscal years, beginning after December 15, 2015, which means it will be effective for our fiscal year beginning October 1, 2016. Early adoption is permitted. We do not believe that adoption of ASU 2015-03 will have a significant impact on our consolidated financial statements.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Market Risk Disclosures

We are exposed to market risk related to changes in interest rates and foreign exchange rates. We do not use derivative financial instruments for speculative or trading purposes.

Interest Rate

We maintain an investment portfolio consisting of bank deposits and money market funds. The funds provide daily liquidity and may be subject to interest rate risk and fall in value if market interest rates increase. We do not expect our operating results or cash flows to be affected to any significant degree by a sudden change in market interest rates.

The following table presents the principal amounts and related weighted-average yields for our investments with interest rate risk at March 31, 2016 and September 30, 2015:

	March 31, 2016			September 30, 2015		
	Cost Basis	Carrying Amount	Average Yield	Cost Basis	Carrying Amount	Average Yield
	(Dollars in thousands)					
Cash and cash equivalents	$85,374	$85,374	0.48 %	$86,120	$86,120	0.95 %

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On May 7, 2008, we issued $275 million of senior notes to a group of institutional investors in a private placement (the “2008 Senior Notes”). On July 14, 2010 we issued an additional $245 million of senior notes to a group of institutional investors in a private placement (the “2010 Senior Notes” and, with the 2008 Senior Notes, the “Senior Notes”). The fair value of the Senior Notes may increase or decrease due to various factors, including fluctuations in market interest rates and fluctuations in general economic conditions. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations – Capital Resources and Liquidity” for additional information on the Senior Notes. The following table presents the principal amounts, carrying amounts, and fair values for the Senior Notes at March 31, 2016 and September 30, 2015:

	March 31, 2016			September 30, 2015		
	Principal	Carrying Amounts	Fair Value	Principal	Carrying Amounts	Fair Value
	(In thousands)			(In thousands)		
The 2008 Senior Notes	$131,000	$131,000	$142,022	$131,000	$131,000	$144,009
The 2010 Senior Notes	$245,000	$245,000	$256,701	$245,000	$245,000	$257,563

We have a $400 million unsecured revolving line of credit with a syndicate of banks that expires on December 30, 2019. Proceeds from the credit facility can be used for working capital and general corporate purposes and may also be used for the refinancing of existing debt, acquisitions, and the repurchase of our common stock. Interest on amounts borrowed under the credit facility is based on (i) a base rate, which is the greater of (a) the prime rate, (b) the Federal Funds rate plus 0.500% and (c) the one-month LIBOR rate plus 1.000%, plus, in each case, an applicable margin, or (ii) an adjusted LIBOR rate plus an applicable margin. The applicable margin for base rate borrowings ranges from 0% to 0.875% and for LIBOR borrowings ranges from 1.000% to 1.875%, and is determined based on our consolidated leverage ratio. A change in interest rates on this variable rate debt impacts the interest incurred and cash flows, but does not impact the fair value of the instrument. We had $235.0 million in borrowings outstanding at a weighted average interest rate of 1.815% under the credit facility as of March 31, 2016.

Foreign Currency Forward Contracts

We maintain a program to manage our foreign exchange rate risk on existing foreign-currency-denominated receivable and cash balances by entering into forward contracts to sell or buy foreign currencies. At period end, foreign-currency-denominated receivable and cash balances held by our various reporting entities are remeasured into their respective functional currencies at current market rates. The change in value from this remeasurement is then reported as a foreign exchange gain or loss for that period in our accompanying condensed consolidated statements of income and comprehensive income and the resulting gain or loss on the forward contract mitigates the foreign exchange rate risk of the associated assets. All of our foreign currency forward contracts have maturity periods of less than three months. Such derivative financial instruments are subject to market risk.

The following tables summarize our outstanding foreign currency forward contracts, by currency at March 31, 2016 and September 30, 2015:

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March
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