

RealPage Reports Q4 and Full Year 2012 Financial Results

- 2012 Q4 Non-GAAP revenue increases 20.2% to \$85.7 million
- 2012 Q4 Non-GAAP on demand revenue increases 22.3% to \$81.8 million
- 2012 Q4 adjusted EBITDA increases 33.5% to \$20.8 million
- 2012 Q4 Non-GAAP earnings per share increases 40.0% to \$0.14 per diluted share

CARROLLTON, Texas (Feb. 20) — RealPage, Inc. (NASDAQ:RP), a leading provider of ondemand software and software-enabled services to the rental housing industry, today announced financial results for its fourth quarter and year ended December 31, 2012.

"2012 was a solid year of financial performance," said Steve Winn, Chairman and CEO of Realpage. "It was also a year of investment, which helped us start to solidify our marketing solutions. 2013 will be a continuation of what we have done since we built this company: expand new units and cross-sell additional software and software-enabled services into our installed base."

Fourth Quarter 2012 Financial Highlights

- Non-GAAP total revenue was \$85.7 million, an increase of 20.2% year-over-year;
- Non-GAAP on demand revenue was \$81.8 million, an increase of 22.3% year-over-year;
- Adjusted EBITDA was \$20.8 million, an increase of 33.5% year-over-year;
- Non-GAAP net income was \$10.2 million, or \$0.14 per diluted share, a year-over-year increase of 42.7% and 40.0%, respectively; and
- GAAP net income was \$3.7 million, or \$0.05 per diluted share, compared to GAAP net income of \$0.2 million, or \$0.00 per diluted share, in the prior year quarter.

Full Year 2012 Financial Highlights

- Non-GAAP total revenue was \$322.3 million, an increase of 24.6% year-over-year;
- Non-GAAP on demand revenue was \$306.5 million, an increase of 27.6% year-over-year;
- Adjusted EBITDA was \$73.3 million, an increase of 29.9% year-over-year;
- Non-GAAP net income was \$34.9 million, or \$0.47 per diluted share, a year-over-year increase of 37.1% and 30.6%, respectively; and
- GAAP net income was \$5.2 million, or \$0.07 per diluted share, compared to a GAAP net loss of \$1.2 million, or \$0.02 per diluted share, in the prior year quarter.

Financial Outlook

RealPage management expects to achieve the following results during its first quarter ended March 31, 2013:

- Non-GAAP total revenue is expected to be in the range of \$88.0 million to \$89.5 million;
- Adjusted EBITDA is expected to be in the range of \$20.0 million to \$21.0 million;
- Non-GAAP net income is expected to be in the range of \$9.6 million to \$10.2 million, or \$0.13 to \$0.14 per diluted share;
- Non-GAAP tax rate of approximately 40.0%; and
- Weighted average shares outstanding of approximately 75.6 million.

RealPage management expects to achieve the following results during its calendar year ended December 31, 2013:

- Non-GAAP total revenue is expected to be in the range of \$382.0 million to \$390.0 million;
- Adjusted EBITDA is expected to be in the range of \$90.0 million to \$93.0 million;
- Non-GAAP net income is expected to be in the range of \$43.9 million to \$45.7 million, or \$0.57 to \$0.60 per diluted share;
- Non-GAAP tax rate of approximately 40.0%; and
- Full year weighted average shares outstanding of approximately 76.7 million.

Please note that the above statements are forward looking and that Non-GAAP total revenue includes an adjustment for the effect of deferred revenue from acquired companies that is required to be written down for GAAP purposes under purchase accounting rules. In addition, the above statements also include the impact of acquisitions and exclude any costs resulting from the Yardi litigation (including settlement costs and related insurance litigation). Actual results may differ materially. Please reference the information under the caption "Non-GAAP Financial Measures" as part of this press release.

Conference Call and Webcast

The Company will host a conference call today at 5:00 p.m. EDT to discuss its financial results. Participants are encouraged to listen to the presentation via a live web broadcast at www.realpage.com on the Investor Relations section. In addition, a live dial-in is available domestically at 866-743-9666 and internationally at 760-298-5103. A replay will be available at 855-859-2056 or 404-537-3406, passcode 10159496, until March 2, 2013.

About RealPage

Located in Carrollton, Texas, a suburb of Dallas, RealPage provides on demand (also referred to as "Software-as-a-Service" or "SaaS") products and services to apartment communities and single family rentals across the United States. Its on demand product lines include OneSite® property management systems that automate the leasing, renting, management, and accounting of conventional, affordable, tax credit, student living, senior living and military housing properties; LeaseStarTM multichannel managed marketing that enables owners to originate, syndicate, manage and capture leads more effectively and at less overall cost; YieldStar® asset optimization systems that enable owners and managers to optimize rents to achieve the overall highest yield, or combination of rent and occupancy, at each property; VelocityTM billing and utility management services that increase collections and reduce delinquencies; LeasingDesk® risk mitigation systems that are designed to reduce a community's exposure to risk and liability; OpsTechnology® spend management systems that help owners manage and control operating expenses; and Compliance DepotTM vendor management and qualification services to assist a community in managing its

compliance vendor program. Supporting this family of SaaS products is a suite of shared cloud services including electronic payments, document management, decision support and learning. Through its Propertyware subsidiary, RealPage also provides software and services to single-family rentals and low density, centrally-managed multifamily housing. For more information, call 1-87-REALPAGE or visit www.realpage.com.

Cautionary Statement Regarding Forward-Looking Statements

This press release contains "forward-looking" statements relating to RealPage, Inc.'s expected, possible or assumed future results of operations, growth, expenditures, tax rates, outstanding shares and expansion of new units and cross-selling of additional software and software-enabled services into RealPage's installed base. These forward-looking statements are based on management's beliefs and assumptions and on information currently available to management. Forward-looking statements include all statements that are not historical facts and may be identified by terms such as "expects," "believes," "plans," or similar expressions and the negatives of those terms. Forwardlooking statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, the following: (a) the possibility that general economic conditions or uncertainty cause information technology spending, particularly in the rental housing industry, to be reduced or purchasing decisions to be delayed; (b) an increase in customer cancellations; (c) the inability to increase sales to existing customers and to attract new customers; (d) RealPage, Inc.'s failure to integrate acquired businesses and any future acquisitions successfully; (e) the timing and success of new product introductions by RealPage, Inc. or its competitors; (f) changes in RealPage, Inc.'s pricing policies or those of its competitors; (g) litigation; (h) inability to complete the integration of our LeaseStar products and deliver enhanced functionality on a timely basis; or (i) the discovery of facts and circumstances currently not available to management; and such other risks and uncertainties described more fully in documents filed with or furnished to the Securities and Exchange Commission ("SEC") by RealPage, including its Quarterly Report on Form 10-Q previously filed with the SEC on November 9, 2012, its Registration Statement on Form S-3ASR and related prospectus supplement previously filed with the SEC on September 13, 2012. All information provided in this release is as of the date hereof and RealPage undertakes no duty to update this information except as required by law.

Non-GAAP Financial Measures

This press release contains non-GAAP financial measures. These measures differ from GAAP in that they exclude amortization of intangible assets, stock-based compensation expenses, any impact related to the Yardi litigation (including settlement costs and related insurance litigation), acquisition-related deferred revenue adjustments, and acquisition related expenses (including any purchase accounting adjustments). Reconciliation tables comparing GAAP financial measures to non-GAAP financial measures are included at the end of this release.

We define Adjusted EBITDA as net (loss) income plus acquisition-related deferred revenue adjustment, depreciation and asset impairment, amortization of intangible assets, net interest expense, income tax expense (benefit), stock-based compensation expense, any impact related to Yardi litigation (including settlement costs and related insurance litigation), and acquisition-related expense.

We believe that the use of Adjusted EBITDA is useful to investors and other users of our financial statements in evaluating our operating performance because it provides them with an additional tool to compare business performance across companies and across periods. We believe that:

- Adjusted EBITDA provides investors and other users of our financial information consistency and comparability with our past financial performance, facilitates period-toperiod comparisons of operations and facilitates comparisons with our peer companies, many of which use similar non-GAAP financial measures to supplement their GAAP results; and
- it is useful to exclude certain non-cash charges, such as depreciation and asset impairment, amortization of intangible assets and stock-based compensation and non-core operational charges, such as acquisition-related expense and any impact related to the Yardi litigation (including settlement costs and related insurance litigation), from Adjusted EBITDA because the amount of such expenses in any specific period may not directly correlate to the underlying performance of our business operations and these expenses can vary significantly between periods as a result of new acquisitions, full amortization of previously acquired tangible and intangible assets or the timing of new stock-based awards, as the case may be.

We use Adjusted EBITDA in conjunction with traditional GAAP operating performance measures as part of our overall assessment of our performance, for planning purposes, including the preparation of our annual operating budget, to evaluate the effectiveness of our business strategies and to communicate with our board of directors concerning our financial performance.

We do not place undue reliance on Adjusted EBITDA as our only measure of operating performance. Adjusted EBITDA should not be considered as a substitute for other measures of liquidity or financial performance reported in accordance with GAAP. There are limitations to using non-GAAP financial measures, including that other companies may calculate these measures differently than we do, that they do not reflect our capital expenditures or future requirements for capital expenditures and that they do not reflect changes in, or cash requirements for, our working capital. We compensate for the inherent limitations associated with using Adjusted EBITDA measures through disclosure of these limitations, presentation of our financial statements in accordance with GAAP and reconciliation of Adjusted EBITDA to the most directly comparable GAAP measure, net (loss) income.

Contacts:

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Condensed Consolidated Statements of Operations For the Three and Twelve Months Ended December 31, 2012 and 2011 (unaudited, in thousands, except per share data)

Revenue: 2012 2011 2012 2011 Revenue: 81,771 66,695 306,400 \$239,436 On demand \$1,313 1,536 5,216 6,581 Professional and other 2,640 2,910 10,556 11,962 Total revenue 85,724 71,141 322,172 257,979 Cost of revenue ⁽¹⁾ 33,204 28,924 128,562 108,155 Gross profit 52,520 42,217 193,610 149,824 Product development ⁽¹⁾ 12,852 11,945 48,177 43,441 Sales and marketing ⁽¹⁾ 19,806 18,762 76,992 63,775 General and administrative ⁽¹⁾ 19,806 18,762 76,993 40,788 Total operating expense 44,857 40,902 182,162 148,014 Operating income (loss) 7,663 1,315 11,448 1,810 Income (loss) before income taxes 7,237 646 9,402 (1,441) Income (loss) per share 3,515			Three Mor			Twelve Mo Decem				
On demand \$ 81,771 \$ 66,695 \$ 306,400 \$ 239,436 On premise 1,313 1,536 5,216 6,581 Professional and other 2,640 2,910 10,556 11,962 Total revenue 85,724 71,141 322,172 257,979 Cost of revenue(1) 33,204 28,924 128,562 108,155 Gross profit 52,520 42,217 193,610 149,824 Operating expense: Product development(1) 12,852 11,945 48,177 43,441 Sales and marketing(1) 19,806 18,762 76,992 63,775 General and administrative(1) 12,199 10,195 56,993 40,798 Total operating expense 44,857 40,902 182,162 148,014 Operating income (loss) 7,663 1,315 11,448 1,810 Interest expense and other, net (426) (669) (2,046) (3,251) Income (loss) before income taxes 7,237 646 9,402 (1,441) <tr< th=""><th></th><th></th><th>2012</th><th></th><th>2011</th><th></th><th>2012</th><th></th><th>2011</th></tr<>			2012		2011		2012		2011	
On premise 1,313 1,536 5,216 6,581 Professional and other 2,640 2,910 10,556 11,962 Total revenue 85,724 71,141 322,172 257,979 Cost of revenue(1) 33,204 28,924 128,562 108,155 Gross profit 52,520 42,217 193,610 149,824 Operating expense: 8 11,945 48,177 43,441 Sales and marketing(1) 19,806 18,762 76,992 63,775 General and administrative(1) 12,199 10,195 56,993 40,798 Total operating expense 44,857 40,902 182,162 148,014 Operating income (loss) 7,663 1,315 11,448 1,810 Interest expense and other, net (426) (669) (2,046) (3,251) Income (loss) before income taxes 7,237 646 9,402 (1,441) Income (loss) per share \$ 3,712 \$ 241 \$ 5,183 (210) Net income (loss) per share	Revenue:									
Professional and other Total revenue 2,640 2,910 10,556 11,962 Total revenue 85,724 71,141 322,172 257,979 Cost of revenue(1) 33,204 28,924 128,562 108,155 Gross profit 52,520 42,217 193,610 149,824 Operating expense: Product development(1) 12,852 11,945 48,177 43,441 Sales and marketing(1) 19,806 18,762 76,992 63,775 General and administrative(1) 12,199 10,195 56,993 40,798 Total operating expense 44,857 40,902 182,162 148,014 Operating income (loss) 7,663 1,315 11,448 1,810 Interest expense and other, net (426) (669) (2,046) (3,251) Income (loss) before income taxes 7,237 646 9,402 (1,441) Income (loss) per share \$ 3,722 241 5,183 (1,231) Net income (loss) per share \$ 0.05 0.00 0.07 </th <th>On demand</th> <th>\$</th> <th></th> <th>\$</th> <th></th> <th>\$</th> <th></th> <th>\$</th> <th></th>	On demand	\$		\$		\$		\$		
Total revenue 85,724 71,141 322,172 257,979 Cost of revenue ⁽¹⁾ 33,204 28,924 128,562 108,155 Gross profit 52,520 42,217 193,610 149,824 Operating expense: Product development ⁽¹⁾ 12,852 11,945 48,177 43,441 Sales and marketing ⁽¹⁾ 19,806 18,762 76,992 63,775 General and administrative ⁽¹⁾ 12,199 10,195 56,993 40,798 Total operating expense 44,857 40,902 182,162 148,014 Operating income (loss) 7,663 1,315 11,448 1,810 Interest expense and other, net (426) (669) (2,046) (3,251) Income (loss) before income taxes 7,237 646 9,402 (1,441) Net income (loss) 3,515 405 4,219 (210) Net income (loss) per share 8 0.05 0.00 0.07 (0.02) Diluted 0.05 0.00 0.07 (0	On premise									
Cost of revenue ⁽¹⁾ 33,204 28,924 128,562 108,155 Gross profit 52,520 42,217 193,610 149,824 Operating expense: Product development ⁽¹⁾ 12,852 11,945 48,177 43,441 Sales and marketing ⁽¹⁾ 19,806 18,762 76,992 63,775 General and administrative ⁽¹⁾ 12,199 10,195 56,993 40,798 Total operating expense 44,857 40,902 182,162 148,014 Operating income (loss) 7,663 1,315 11,448 1,810 Interest expense and other, net (426) (669) (2,046) (3,251) Income (loss) before income taxes 7,237 646 9,402 (1,441) Income (loss) 3,515 405 4,219 (210) Net income (loss) per share \$0.05 0.00 0.07 (0.02) Diluted \$0.05 0.00 0.07 (0.02) Weighted average shares used in computing net income (loss) per share 73,460 69,632	Professional and other		2,640		2,910					
Gross profit 52,520 42,217 193,610 149,824 Operating expense: Product development(1) 12,852 11,945 48,177 43,441 Sales and marketing(1) 19,806 18,762 76,992 63,775 General and administrative(1) 12,199 10,195 56,993 40,798 Total operating expense 44,857 40,902 182,162 148,014 Operating income (loss) 7,663 1,315 11,448 1,810 Interest expense and other, net (426) (669) (2,046) (3,251) Income (loss) before income taxes 7,237 646 9,402 (1,441) Income tax expense (benefit) 3,515 405 4,219 (210) Net income (loss) per share Basic \$0.05 \$0.00 \$0.07 \$(0.02) Diluted \$0.05 \$0.00 \$0.07 \$(0.02) Weighted average shares used in computing net income (loss) per share Basic 73,460 69,632 71,838 68,480	Total revenue		85,724		71,141		322,172		257,979	
Operating expense: Product development ⁽¹⁾ 12,852 11,945 48,177 43,441 Sales and marketing ⁽¹⁾ 19,806 18,762 76,992 63,775 General and administrative ⁽¹⁾ 12,199 10,195 56,993 40,798 Total operating expense 44,857 40,902 182,162 148,014 Operating income (loss) 7,663 1,315 11,448 1,810 Interest expense and other, net (426) (669) (2,046) (3,251) Income (loss) before income taxes 7,237 646 9,402 (1,441) Income tax expense (benefit) 3,515 405 4,219 (210) Net income (loss) per share \$0.05 0.00 0.07 (0.02) Diluted 0.05 0.00 0.07 (0.02) Weighted average shares used in computing net income (loss) per share 73,460 69,632 71,838 68,480	Cost of revenue ⁽¹⁾		33,204		28,924		128,562		108,155	
Product development ⁽¹⁾ 12,852 11,945 48,177 43,441 Sales and marketing ⁽¹⁾ 19,806 18,762 76,992 63,775 General and administrative ⁽¹⁾ 12,199 10,195 56,993 40,798 Total operating expense 44,857 40,902 182,162 148,014 Operating income (loss) 7,663 1,315 11,448 1,810 Interest expense and other, net (426) (669) (2,046) (3,251) Income (loss) before income taxes 7,237 646 9,402 (1,441) Income tax expense (benefit) 3,515 405 4,219 (210) Net income (loss) \$ 3,722 \$ 241 \$ 5,183 \$ (1,231) Net income (loss) per share \$ 0.05 \$ 0.00 \$ 0.07 \$ (0.02) Diluted \$ 0.05 \$ 0.00 \$ 0.07 \$ (0.02) Weighted average shares used in computing net income (loss) per share 73,460 69,632 71,838 68,480	Gross profit		52,520		42,217		193,610		149,824	
Sales and marketing ⁽¹⁾ 19,806 18,762 76,992 63,775 General and administrative ⁽¹⁾ 12,199 10,195 56,993 40,798 Total operating expense 44,857 40,902 182,162 148,014 Operating income (loss) 7,663 1,315 11,448 1,810 Interest expense and other, net (426) (669) (2,046) (3,251) Income (loss) before income taxes 7,237 646 9,402 (1,441) Income tax expense (benefit) 3,515 405 4,219 (210) Net income (loss) \$ 3,722 \$ 241 \$ 5,183 \$ (1,231) Net income (loss) per share \$ 0.05 \$ 0.00 0.07 \$ (0.02) Diluted \$ 0.05 0.00 0.07 \$ (0.02) Weighted average shares used in computing net income (loss) per share 73,460 69,632 71,838 68,480	Operating expense:									
Sales and marketing ⁽¹⁾ 19,806 18,762 76,992 63,775 General and administrative ⁽¹⁾ 12,199 10,195 56,993 40,798 Total operating expense 44,857 40,902 182,162 148,014 Operating income (loss) 7,663 1,315 11,448 1,810 Interest expense and other, net (426) (669) (2,046) (3,251) Income (loss) before income taxes 7,237 646 9,402 (1,441) Income tax expense (benefit) 3,515 405 4,219 (210) Net income (loss) \$ 3,722 \$ 241 \$ 5,183 \$ (1,231) Net income (loss) per share \$ 0.05 \$ 0.00 0.07 \$ (0.02) Diluted \$ 0.05 \$ 0.00 0.07 \$ (0.02) Weighted average shares used in computing net income (loss) per share 8 (0.02) 69,632 71,838 68,480	Product development(1)		12,852		11,945		48,177		43,441	
General and administrative ⁽¹⁾ 12,199 10,195 56,993 40,798 Total operating expense 44,857 40,902 182,162 148,014 Operating income (loss) 7,663 1,315 11,448 1,810 Interest expense and other, net (426) (669) (2,046) (3,251) Income (loss) before income taxes 7,237 646 9,402 (1,441) Income tax expense (benefit) 3,515 405 4,219 (210) Net income (loss) \$ 3,722 \$ 241 \$ 5,183 \$ (1,231) Net income (loss) per share \$ 0.05 \$ 0.00 0.07 \$ (0.02) Diluted \$ 0.05 0.00 0.07 \$ (0.02) Weighted average shares used in computing net income (loss) per share 73,460 69,632 71,838 68,480	Sales and marketing ⁽¹⁾		19,806				76,992		63,775	
Operating income (loss) 7,663 1,315 11,448 1,810 Interest expense and other, net (426) (669) (2,046) (3,251) Income (loss) before income taxes 7,237 646 9,402 (1,441) Income tax expense (benefit) 3,515 405 4,219 (210) Net income (loss) \$ 3,722 241 \$ 5,183 \$ (1,231) Net income (loss) per share \$ 0.05 \$ 0.00 \$ 0.07 \$ (0.02) Diluted \$ 0.05 \$ 0.00 \$ 0.07 \$ (0.02) Weighted average shares used in computing net income (loss) per share 8 0.05 69,632 71,838 68,480	<u> </u>									
Interest expense and other, net (426) (669) (2,046) (3,251) Income (loss) before income taxes 7,237 646 9,402 (1,441) Income tax expense (benefit) 3,515 405 4,219 (210) Net income (loss) \$3,722 \$241 \$5,183 \$(1,231) Net income (loss) per share Basic \$0.05 \$0.00 \$0.07 \$(0.02) Diluted \$0.05 \$0.00 \$0.07 \$(0.02) Weighted average shares used in computing net income (loss) per share Basic 73,460 69,632 71,838 68,480	Total operating expense		44,857		40,902		182,162		148,014	
Income (loss) before income taxes 7,237 646 9,402 (1,441) Income tax expense (benefit) 3,515 405 4,219 (210) Net income (loss) \$ 3,722 \$ 241 \$ 5,183 \$ (1,231) Net income (loss) per share Basic \$ 0.05 \$ 0.00 \$ 0.07 \$ (0.02) Diluted \$ 0.05 \$ 0.00 \$ 0.07 \$ (0.02) Weighted average shares used in computing net income (loss) per share Basic 73,460 69,632 71,838 68,480	Operating income (loss)		7,663		1,315		11,448		1,810	
Income tax expense (benefit) 3,515 405 4,219 (210) Net income (loss) \$ 3,722 \$ 241 \$ 5,183 \$ (1,231) Net income (loss) per share \$ 0.05 \$ 0.00 \$ 0.07 \$ (0.02) Diluted \$ 0.05 \$ 0.00 \$ 0.07 \$ (0.02) Weighted average shares used in computing net income (loss) per share 8 0.05 \$ 0.00 \$ 0.07 \$ 0.02 Basic 73,460 69,632 71,838 68,480	Interest expense and other, net		(426)		(669)		(2,046)		(3,251)	
Net income (loss) \$ 3,722 \$ 241 \$ 5,183 \$ (1,231) Net income (loss) per share \$ 0.05 \$ 0.00 \$ 0.07 \$ (0.02) Basic \$ 0.05 \$ 0.00 \$ 0.07 \$ (0.02) Weighted average shares used in computing net income (loss) per share Basic 73,460 69,632 71,838 68,480	Income (loss) before income taxes		7,237		646		9,402		(1,441)	
Net income (loss) per share Basic \$ 0.05 \$ 0.00 \$ 0.07 \$ (0.02) Diluted \$ 0.05 \$ 0.00 \$ 0.07 \$ (0.02) Weighted average shares used in computing net income (loss) per share Basic 73,460 69,632 71,838 68,480	Income tax expense (benefit)		3,515		405		4,219		(210)	
Basic \$ 0.05 \$ 0.00 \$ 0.07 \$ (0.02) Diluted \$ 0.05 \$ 0.00 \$ 0.07 \$ (0.02) Weighted average shares used in computing net income (loss) per share Basic 73,460 69,632 71,838 68,480	Net income (loss)	\$	3,722	\$	241	\$	5,183	\$	(1,231)	
Basic \$ 0.05 \$ 0.00 \$ 0.07 \$ (0.02) Diluted \$ 0.05 \$ 0.00 \$ 0.07 \$ (0.02) Weighted average shares used in computing net income (loss) per share Basic 73,460 69,632 71,838 68,480	Net income (loss) per share									
Diluted \$ 0.05 \$ 0.00 \$ 0.07 \$ (0.02) Weighted average shares used in computing net income (loss) per share Basic 73,460 69,632 71,838 68,480		\$	0.05	\$	0.00	\$	0.07	\$	(0.02)	
computing net income (loss) per share Basic 73,460 69,632 71,838 68,480	Diluted		0.05		0.00		0.07		(0.02)	
Basic 73,460 69,632 71,838 68,480	Weighted average shares used in								, ,	
	computing net income (loss) per share									
71.000 70.007 71.000 00.100	Basic		73,460		69,632		71,838		68,480	
Diluted 74,960 72,287 74,002 68,480	Diluted		74,960		72,287		74,002		68,480	
(1) Includes stock-based compensation Three Months Ended Twelve Months Ended	(1)							40		
includes stock-based compensation	includes stock-based compensation	Three Months Ended								
expense as follows: <u>December 31,</u> <u>December 31,</u> 2012 2011 2012 2011	expense as follows:	_		ber 3					2011	
Cost of revenue \$ 718 \$ 586 \$ 2,806 \$ 1,655	Cost of royanua	2		•		Φ		Φ		
Product development 1,211 1,251 4,391 4,594		Ψ		Ψ		Ψ		Ψ		
Sales and marketing 368 3,224 4,790 12,017					,					
General and administrative 1,564 1,327 6,191 4,352							,			
\$ 3,861 \$ 6,388 \$ 18,178 \$ 22,618	23. Islan and administrative	\$		\$		\$		\$		

Condensed Consolidated Balance Sheets At December 31, 2012 and 2011 (unaudited, in thousands except share data)

	Dec	ember 31, 2012	Dec	ember 31, 2011
Assets				
Current assets:				
Cash and cash equivalents	\$	33,804	\$	51,273
Restricted cash		35,202		19,098
Accounts receivable, less allowance for doubtful accounts of \$1,087 and \$979 at				
December 31, 2012 and 2011, respectively		51,937		43,883
Deferred tax asset		-		272
Other current assets		6,541		10,232
Total current assets		127,484		124,758
Property, equipment and software, net		32,487		27,974
Goodwill		134,025		129,292
Identified intangible assets, net		104,640		112,308
Deferred tax asset		-		2,539
Other assets		3,561	_	3,194
Total assets	\$	402,197	\$	400,065
Liabilities and stockholders' equity				
Current liabilities:				
Accounts payable	\$	9,805	\$	12,218
Accrued expenses and other current liabilities		19,246		25,816
Current portion of deferred revenue		60,633		57,325
Deferred tax liability		2		-
Customer deposits held in restricted accounts		35,171		19,017
Total current liabilities		124,857		114,376
Deferred revenue		9,446		8,693
Deferred tax liability		10		-
Revolving credit facility		10,000		50,312
Other long-term liabilities		2,813		3,803
Total liabilities		147,126		177,184
Stockholders' equity:				
Preferred stock, \$0.001 par value, 10,000,000 shares authorized and zero shares issued and outstanding at December 31, 2012 and 2011, respectively				
Common stock, \$0.001 par value per share: 125,000,000 shares authorized,		-		-
77,012,925 and 73,115,779 shares issued and 75,826,615 and 72,701,571 shares				
outstanding at December 31, 2012 and 2011, respectively		77		73
Additional paid-in capital		347,203		316,964
Treasury stock, at cost: 1,186,310 and 414,208 shares at		(6,323)		(3,138)
and December 31, 2012 and 2011, respectively		(0,323)		(3, 130)
Accumulated deficit		(85,778)		(90,961)
Accumulated other comprehensive loss		(108)		(50,301)
Total stockholders' equity		255,071		222,881
Total liabilities and stockholders' equity	\$	402,197	\$	400,065
. 3.5 abilitio and ottoritionalio oquity	Ψ	102, 101	Ψ	100,000

Condensed Consolidated Statements of Cash Flows For the Three and Twelve Months Ended December 31, 2012 and 2011 (unaudited, in thousands)

	Three Months Ended December 31,						nths Ended ber 31,		
		2012		2011		2012		2011	
Cash flows from operating activities:	-								
Net income (loss)	\$	3,722	\$	241	\$	5,183	\$	(1,231)	
Adjustments to reconcile net income (loss) to net cash									
provided by operating activities:									
Depreciation and amortization		8,787		7,689		32,469		29,147	
Deferred tax expense (benefit)		2,698		1,954		2,624		524	
Stock-based compensation		3,861		6,388		18,178		22,618	
Excess tax benefit from stock options		-		161		-		161	
Loss on disposal of assets		181		-		568		398	
Acquisition-related contingent consideration		(300)		(512)		(722)	(410)		
Changes in assets and liabilities, net of assets acquired									
and liabilities assumed in business combinations:		(1,692)		3,606	_	112	_	(1,981)	
Net cash provided by operating activities		17,257		19,527		58,412		49,226	
Cash flows from investing activities:									
Purchases of property, equipment and software, net		(3,173)		(5,365)		(18,774)		(16, 147)	
Acquisition of businesses, net of cash acquired		(2,693)		(3,414)		(22,184)		(91,231)	
Intangible asset additions		(150)		(1,850)		(3,375)		(1,850)	
Net cash used by investing activities		(6,016)		(10,629)		(44,333)		(109,228)	
Cash flows from financing activities:									
Stock issuance costs from public offerings	\$	-	\$	-	\$	-	\$	(775)	
Payments on and proceeds from debt, net		(15,000)		(7,728)		(40,377)		(16,252)	
Issuance of common stock		2,191		4,175		12,065		12,674	
Excess tax benefit from stock options		-		(161)		-		(161)	
Purchase of treasury stock		(797)		(1,397)		(3,185)		(2,180)	
Net cash used in financing activities		(13,606)		(5,111)		(31,497)		(6,694)	
Net decrease in cash and cash equivalents		(2,365)		3,787		(17,418)		(66,696)	
Effect of exchange rate on cash		(51)		(5)		(51)		(41)	
Cash and cash equivalents:									
Beginning of period		36,220		47,491		51,273		118,010	
End of period	\$	33,804	\$	51,273	\$	33,804	\$	51,273	

Reconciliation of GAAP to Non-GAAP Measures For the Three and Twelve Months Ended December 31, 2012 and 2011 (unaudited, in thousands)

	Three Months Ended December 31,					Twelve Months En December 31,				
		2012		2011		2012		2011		
Revenue: Acquisition related deferred revenue adjustment	\$	85,724 3	\$	71,141 186	\$	322,172 89	\$	257,979 706		
Non-GAAP revenue	\$	85,727	\$	71,327	\$	322,261	\$	258,685		
		Three Mor		1,		Twelve Mo		1,		
Adjusted gross profit:	-	2012	-	2011	_	2012		2011		
Gross profit	\$	52.520	\$	42,217	\$	193,610	\$	149,824		
Acquisition related deferred revenue adjustment	Ψ	3	Ψ	186	Ψ	89	w l	706		
Depreciation		1,598		1,615		6,515		6.052		
Amortization of intangible assets		2,560		2,272		9,560		9,002		
Stock-based compensation expense		718		586		2,806		1,655		
Adjusted gross profit	\$	57,399	\$	46,876	\$	212,580	\$	167,239		
Adjusted gross profit margin		67.0%		65.7%		66.0%		64.6%		
	Three Months Ended December 31,					Twelve Months End December 31,				
		2012		2011		2012		2011		
Adjusted EBITDA:										
Net income (loss)	\$	3,722	\$	241	\$	5,183	\$	(1,231)		
Acquisition related deferred revenue adjustment		3		186		89		706		
Depreciation, asset impairment and loss on disposal of asset		3,521		2,969		13,539		11,539		
Amortization of intangible assets		5,447		4,720		19,498		18,006		
Interest expense, net		426		669		2,160		2,868		
Income tax expense (benefit)		3,515		405		4,219		(210)		
Litigation-related expense		399		337		10,158		1,298		
Stock-based compensation expense		3,861		6,388		18,178		22,618		
Acquisition related (income) expense		(94)		(334)		(350)		865		
Stock registration costs		7			_	675				
Adjusted EBITDA	\$	20,807	\$	15,581	\$	73,349	\$	56,459		
Adjusted EBITDA margin		24.3%		21.8%		22.8%		21.8%		
	Three Months Ended December 31,				Twelve Months December					
	-	2012		2011		2012		2011		
Non-GAAP total product development:										
Product development	\$	12,852	\$	11,945	\$	48,177	\$	43,441		
Less: Amortization of intangible assets	*	-	•	-	•	-	•	-		
Stock-based compensation expense		1,211		1,251		4,391		4,594		
Non-GAAP total product development:	\$	11,641	\$	10,694	\$	43,786	\$	38,847		
Non-GAAP total product development as % of non-GAAP revenue:		13.6%		15.0%		13.6%		15.0%		

Reconciliation of GAAP to Non-GAAP Measures For the Three and Twelve Months Ended December 31, 2012 and 2011 (unaudited, in thousands)

		Three Months Ended December 31,				Twelve Months E December 31			
		2012		2011		2012		2011	
Non-GAAP total sales and marketing:									
Sales and marketing	\$	19,806	\$	18,762	\$	76,992	\$	63,775	
Less: Amortization of intangible assets		2,887		2,448		9,938		9,004	
Stock-based compensation expense		368		3,224		4,790		12,017	
Non-GAAP total sales and marketing:	\$	16,551	\$	13,090	\$	62,264	\$	42,754	
Non-GAAP total sales and marketing as % of non-GAAP revenue:		19.3%		18.4%		19.3%		16.5%	
		Three Mor				Twelve Mo			
		2012		2011		2012		2011	
Non-GAAP total general and administrative:									
General and administrative	\$	12,199	\$	10,195	\$	56,993	\$	40,798	
Less: Acquisition related (income) expense		(94)		(334)		(350)		865	
Stock-based compensation expense		1,564		1,327		6,191		4,352	
Litigation related expense		399		337		10,158		1,298	
Stock registration costs		7		-		675		-	
Non-GAAP total general and administrative:	\$	10,323	\$	8,865	\$	40,319	\$	34,283	
Non-GAAP total general and administrative as % of non-GAAP revenue:		12.0%		12.4%		12.5%		13.3%	
	Three Months Ended Twelve Months Ended								
		Decem	ber 31	,	December 31,				
		2012		2044		0040		2011	
		2012		2011		2012		2011	
Non-GAAP total operating expense:			-						
Operating expense	\$	44,857	\$	40,902	\$	182,162	\$	148,014	
Operating expense Less: Amortization of intangible assets	\$		\$		\$		\$	148,014 9,004	
Operating expense Less: Amortization of intangible assets Acquisition related (income) expense	\$	44,857 2,887 (94)	\$	40,902 2,448 (334)	\$	182,162 9,938 (350)	\$	148,014 9,004 865	
Operating expense Less: Amortization of intangible assets Acquisition related (income) expense Stock-based compensation expense	\$	44,857 2,887 (94) 3,143	\$	40,902 2,448	\$	182,162 9,938	\$	148,014 9,004	
Operating expense Less: Amortization of intangible assets Acquisition related (income) expense	\$	44,857 2,887 (94)	\$	40,902 2,448 (334)	\$	182,162 9,938 (350)	\$	148,014 9,004 865	
Operating expense Less: Amortization of intangible assets Acquisition related (income) expense Stock-based compensation expense	\$	44,857 2,887 (94) 3,143 399 7		40,902 2,448 (334) 5,802 337		182,162 9,938 (350) 15,372		148,014 9,004 865 20,963	
Operating expense Less: Amortization of intangible assets Acquisition related (income) expense Stock-based compensation expense Litigation related expense	\$	44,857 2,887 (94) 3,143 399	\$	40,902 2,448 (334) 5,802	\$	182,162 9,938 (350) 15,372 10,158	\$	148,014 9,004 865 20,963	
Operating expense Less: Amortization of intangible assets Acquisition related (income) expense Stock-based compensation expense Litigation related expense Stock registration costs	\$	44,857 2,887 (94) 3,143 399 7		40,902 2,448 (334) 5,802 337		182,162 9,938 (350) 15,372 10,158 675		148,014 9,004 865 20,963 1,298	
Operating expense Less: Amortization of intangible assets Acquisition related (income) expense Stock-based compensation expense Litigation related expense Stock registration costs Non-GAAP total operating expense:	\$	44,857 2,887 (94) 3,143 399 7 38,515 44.9%	\$s	40,902 2,448 (334) 5,802 337 - 32,649 45.8%		182,162 9,938 (350) 15,372 10,158 675 146,369 45.4% Twelve Mo	\$	148,014 9,004 865 20,963 1,298 - 115,884 44.8%	
Operating expense Less: Amortization of intangible assets Acquisition related (income) expense Stock-based compensation expense Litigation related expense Stock registration costs Non-GAAP total operating expense:	\$	44,857 2,887 (94) 3,143 399 7 38,515 44.9% Three Mor Decem	\$s	40,902 2,448 (334) 5,802 337 - 32,649 45.8%		182,162 9,938 (350) 15,372 10,158 675 146,369 45.4% Twelve Mc Decem	\$	148,014 9,004 865 20,963 1,298 - 115,884 44.8% Ended 1,	
Operating expense Less: Amortization of intangible assets Acquisition related (income) expense Stock-based compensation expense Litigation related expense Stock registration costs Non-GAAP total operating expense: Non-GAAP total operating expense as % of non-GAAP revenue:	\$	44,857 2,887 (94) 3,143 399 7 38,515 44.9%	\$s	40,902 2,448 (334) 5,802 337 - 32,649 45.8%		182,162 9,938 (350) 15,372 10,158 675 146,369 45.4% Twelve Mo	\$	148,014 9,004 865 20,963 1,298 - 115,884 44.8%	
Operating expense Less: Amortization of intangible assets Acquisition related (income) expense Stock-based compensation expense Litigation related expense Stock registration costs Non-GAAP total operating expense: Non-GAAP total operating expense as % of non-GAAP revenue: Non-GAAP operating income (loss):		44,857 2,887 (94) 3,143 399 7 38,515 44.9% Three Mor Decem 2012	\$ nths Er ber 31	40,902 2,448 (334) 5,802 337 - 32,649 45.8%	\$	182,162 9,938 (350) 15,372 10,158 675 146,369 45.4% Twelve Mo Decem 2012	\$ onths I	148,014 9,004 865 20,963 1,298 - 115,884 44.8% Ended 1, 2011	
Operating expense Less: Amortization of intangible assets Acquisition related (income) expense Stock-based compensation expense Litigation related expense Stock registration costs Non-GAAP total operating expense: Non-GAAP total operating expense as % of non-GAAP revenue: Non-GAAP operating income (loss): Operating income (loss)	\$ \$	44,857 2,887 (94) 3,143 399 7 38,515 44.9% Three Mor Decem 2012 7,663	\$s	40,902 2,448 (334) 5,802 337 - 32,649 45.8% aded		182,162 9,938 (350) 15,372 10,158 675 146,369 45.4% Twelve Mo Decem 2012	\$	148,014 9,004 865 20,963 1,298 	
Operating expense Less: Amortization of intangible assets Acquisition related (income) expense Stock-based compensation expense Litigation related expense Stock registration costs Non-GAAP total operating expense: Non-GAAP total operating expense as % of non-GAAP revenue: Non-GAAP operating income (loss): Operating income (loss) Acquisition related deferred revenue adjustment		44,857 2,887 (94) 3,143 399 7 38,515 44.9% Three Mor Decem 2012 7,663 3	\$ nths Er ber 31	40,902 2,448 (334) 5,802 337 - 32,649 45.8% aded 1, 2011	\$	182,162 9,938 (350) 15,372 10,158 675 146,369 45.4% Twelve Mc Decemendary 2012 11,448 89	\$ onths I	148,014 9,004 865 20,963 1,298 - 115,884 44.8% Ended 1, 2011 1,810 706	
Operating expense Less: Amortization of intangible assets Acquisition related (income) expense Stock-based compensation expense Litigation related expense Stock registration costs Non-GAAP total operating expense: Non-GAAP total operating expense as % of non-GAAP revenue: Non-GAAP operating income (loss): Operating income (loss) Acquisition related deferred revenue adjustment Amortization of intangible assets		44,857 2,887 (94) 3,143 399 7 38,515 44.9% Three Mor Decem 2012 7,663 3 5,447	\$ nths Er ber 31	40,902 2,448 (334) 5,802 337 - 32,649 45.8% addd l, 2011	\$	182,162 9,938 (350) 15,372 10,158 675 146,369 45.4% Twelve Mc Decemendation of the second o	\$ onths I	148,014 9,004 865 20,963 1,298 - 115,884 44.8% Ended 1, 2011 1,810 706 18,006	
Operating expense Less: Amortization of intangible assets Acquisition related (income) expense Stock-based compensation expense Litigation related expense Stock registration costs Non-GAAP total operating expense: Non-GAAP total operating expense as % of non-GAAP revenue: Non-GAAP operating income (loss): Operating income (loss) Acquisition related deferred revenue adjustment Amortization of intangible assets Stock-based compensation expense		44,857 2,887 (94) 3,143 399 7 38,515 44.9% Three Mor Decem 2012 7,663 3 5,447 3,861	\$ nths Er ber 31	40,902 2,448 (334) 5,802 337 - 32,649 45.8% addd l, 2011 1,315 186 4,720 6,388	\$	182,162 9,938 (350) 15,372 10,158 675 146,369 45.4% Twelve Mo Decem 2012 11,448 89 19,498 18,178	\$ onths I	148,014 9,004 865 20,963 1,298 - 115,884 44.8% Ended 1, 2011 1,810 706 18,006 22,618	
Operating expense Less: Amortization of intangible assets Acquisition related (income) expense Stock-based compensation expense Litigation related expense Stock registration costs Non-GAAP total operating expense: Non-GAAP total operating expense as % of non-GAAP revenue: Non-GAAP operating income (loss): Operating income (loss) Acquisition related deferred revenue adjustment Amortization of intangible assets Stock-based compensation expense Acquisition related (income) expense		44,857 2,887 (94) 3,143 399 7 38,515 44.9% Three Mor Decem 2012 7,663 3 5,447 3,861 (94)	\$ nths Er ber 31	40,902 2,448 (334) 5,802 337 - 32,649 45.8% aded l, 2011 1,315 186 4,720 6,388 (334)	\$	182,162 9,938 (350) 15,372 10,158 675 146,369 45.4% Twelve Mo Decem 2012 11,448 89 19,498 18,178 (350)	\$ onths I	148,014 9,004 865 20,963 1,298 - 115,884 44.8% Ended 1, 2011 1,810 706 18,006 22,618 865	
Operating expense Less: Amortization of intangible assets Acquisition related (income) expense Stock-based compensation expense Litigation related expense Stock registration costs Non-GAAP total operating expense: Non-GAAP total operating expense as % of non-GAAP revenue: Non-GAAP operating income (loss): Operating income (loss) Acquisition related deferred revenue adjustment Amortization of intangible assets Stock-based compensation expense Acquisition related (income) expense Litigation related expense		44,857 2,887 (94) 3,143 399 7 38,515 44.9% Three Mor Decem 2012 7,663 3 5,447 3,861 (94) 399	\$ nths Er ber 31	40,902 2,448 (334) 5,802 337 - 32,649 45.8% addd l, 2011 1,315 186 4,720 6,388	\$	182,162 9,938 (350) 15,372 10,158 675 146,369 45.4% Twelve Mo Decem 2012 11,448 89 19,498 18,178 (350) 10,158	\$ onths I	148,014 9,004 865 20,963 1,298 - 115,884 44.8% Ended 1, 2011 1,810 706 18,006 22,618	
Operating expense Less: Amortization of intangible assets Acquisition related (income) expense Stock-based compensation expense Litigation related expense Stock registration costs Non-GAAP total operating expense: Non-GAAP total operating expense as % of non-GAAP revenue: Non-GAAP operating income (loss): Operating income (loss) Acquisition related deferred revenue adjustment Amortization of intangible assets Stock-based compensation expense Acquisition related (income) expense Litigation related expense Stock registration costs	\$	44,857 2,887 (94) 3,143 399 7 38,515 44.9% Three Mor Decem 2012 7,663 3 5,447 3,861 (94) 399 7	\$ shifts Er	40,902 2,448 (334) 5,802 337 - 32,649 45.8% nded I, 2011 1,315 186 4,720 6,388 (334) 337	\$	182,162 9,938 (350) 15,372 10,158 675 146,369 45.4% Twelve Mo Decem 2012 11,448 89 19,498 18,178 (350) 10,158 675	\$ nonths I hber 3	148,014 9,004 865 20,963 1,298 115,884 44.8% Ended 1, 2011 1,810 706 18,006 22,618 865 1,298	
Operating expense Less: Amortization of intangible assets Acquisition related (income) expense Stock-based compensation expense Litigation related expense Stock registration costs Non-GAAP total operating expense: Non-GAAP total operating expense as % of non-GAAP revenue: Non-GAAP operating income (loss): Operating income (loss) Acquisition related deferred revenue adjustment Amortization of intangible assets Stock-based compensation expense Acquisition related (income) expense Litigation related expense		44,857 2,887 (94) 3,143 399 7 38,515 44.9% Three Mor Decem 2012 7,663 3 5,447 3,861 (94) 399	\$ nths Er ber 31	40,902 2,448 (334) 5,802 337 - 32,649 45.8% aded l, 2011 1,315 186 4,720 6,388 (334)	\$	182,162 9,938 (350) 15,372 10,158 675 146,369 45.4% Twelve Mo Decem 2012 11,448 89 19,498 18,178 (350) 10,158	\$ onths I	148,014 9,004 865 20,963 1,298 - 115,884 44.8% Ended 1, 2011 1,810 706 18,006 22,618 865	

Reconciliation of GAAP to Non-GAAP Measures For the Three and Twelve Months Ended December 31, 2012 and 2011 (unaudited, in thousands, except per share data)

		Three Mor			Twelve Mo	 	
	2012		2011		2012		2011
Non-GAAP net income:		<u>.</u>					
Net income (loss)	\$	3,722	\$	241	\$	5,183	\$ (1,231)
Acquisition related deferred revenue adjustment		3		186		89	706
Amortization of intangible assets		5,447		4,720		19,498	18,006
Stock-based compensation expense		3,861		6,388		18,178	22,618
Acquisition related (income) expense		(94)		(334)		(350)	865
Litigation related expense		399		337		10,158	1,298
Loss on disposal of assets		181		-		568	398
Stock registration costs		7		-		675	-
Subtotal of tax deductible items		9,804		11,297		48,816	43,891
Tax impact of tax deductible items ⁽¹⁾		(3,922)		(4,519)		(19,526)	(17,556)
Tax expense resulting from applying effective tax rate ⁽²⁾		620		147		458	366
Non-GAAP net income	\$	10,224	\$	7,166	\$	34,931	\$ 25,470
Non-GAAP net income per share - diluted	\$	0.14	\$	0.10	\$	0.47	\$ 0.36
Weighted average shares - diluted		74,960		72,287		74,002	68,480
Weighted average effect of dilutive securities		<u> </u>					 3,181
Non-GAAP weighted average shares - diluted		74,960		72,287		74,002	71,661

⁽¹⁾ Reflects the removal of the tax benefit associated with the amortization of intangible assets, stock-based compensation expense, Acquisition related deferred revenue adjustment and Acquisition related (income) expense.

⁽²⁾ Represents adjusting to a normalized effective tax rate of 40%.

	Three Months Ended December 31,					Twelve Mo	
	2012		2011		2012		2011
Annualized Non-GAAP on demand revenue per average on demand unit:	7						
On demand revenue	\$	81,771	\$	66,695	\$	306,400	\$ 239,436
Acquisition related deferred revenue adjustment		3		186		89	706
Non-GAAP on demand revenue	\$	81,774	\$	66,881	\$	306,489	\$ 240,142
Ending on demand units		8,113		7,302		8,113	7,302
Average on demand units		7,968		7,188		7,625	6,574
Annualized Non-GAAP on demand revenue per average on demand unit	\$	41.05	\$	37.22	\$	40.20	\$ 36.53
Annual customer value of on demand revenue ⁽¹⁾	\$	333,039	\$	271,780			

⁽¹⁾ This metric represents management's estimate for the current annual run-rate value of on demand customer relationships. This metric is calculated by multiplying ending on demand units times annualized Non-GAAP on demand revenue per average on demand unit for the periods presented.