

CSG SYSTEMS INTERNATIONAL INC  
Form 10-Q  
August 04, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2016

OR

☐ 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 0-27512

CSG SYSTEMS INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

Delaware 47-0783182  
(State or other jurisdiction of (I.R.S. Employer

incorporation or organization) Identification No.)

9555 Maroon Circle

Englewood, Colorado 80112

(Address of principal executive offices, including zip code)

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(303) 200-2000

(Registrant's telephone number, including area code)

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 ☒ NO ☐

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

YES ☒ NO ☐

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 the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒ Accelerated filer ☐

Non-accelerated filer ☐ (Do not check if a smaller reporting company) Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

YES ☐ NO ☒

Shares of common stock outstanding at July 29, 2016: 32,353,999

CSG SYSTEMS INTERNATIONAL, INC.

FORM 10-Q for the Quarter Ended June 30, 2016

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## CSG SYSTEMS INTERNATIONAL, INC.

## CONDENSED CONSOLIDATED BALANCE SHEETS - UNAUDITED

(in thousands, except per share amounts)

|  | June 30,<br>2016 | December 31,<br>2015 |
|--|------------------|----------------------|
| <b>ASSETS</b>  |                  |                      |
| Current assets:  |                  |                      |
| Cash and cash equivalents  | \$135,117        | \$ 132,631           |
| Short-term investments   | 151,615          | 108,305              |
| Total cash, cash equivalents and short-term investments  | 286,732          | 240,936              |
| Trade accounts receivable:   |                  |                      |
| Billed, net of allowance of \$3,726 and \$3,600  | 178,914          | 178,854              |
| Unbilled   | 34,518           | 41,110               |
| Income taxes receivable  | 6,006            | 4,038                |
| Other current assets   | 32,826           | 35,153               |
| Total current assets   | 538,996          | 500,091              |
| Non-current assets:  |                  |                      |
| Property and equipment, net of depreciation of \$118,446 and \$112,282                                   | 32,748           | 35,992               |
| Software, net of amortization of \$99,031 and \$95,094   | 31,805           | 35,095               |
| Goodwill   | 209,662          | 219,724              |
| Client contracts, net of amortization of \$91,447 and \$87,890   | 37,580           | 39,738               |
| Deferred income taxes  | 12,025           | 17,462               |
| Other assets   | 13,912           | 14,629               |
| Total non-current assets   | 337,732          | 362,640              |
| Total assets   | \$876,728        | \$ 862,731           |
| <b>LIABILITIES, CURRENT PORTION OF LONG-TERM DEBT CONVERSION OBLIGATION AND STOCKHOLDERS' EQUITY</b>     |                  |                      |
| Current liabilities:   |                  |                      |
| Current portion of long-term debt, net of unamortized discounts of \$1,469 and \$8,632                   | \$53,603         | \$ 148,868           |
| Client deposits  | 32,991           | 33,694               |
| Trade accounts payable   | 26,660           | 43,392               |
| Accrued employee compensation  | 57,909           | 59,607               |
| Deferred revenue   | 51,616           | 41,907               |
| Income taxes payable   | 260              | 8,962                |
| Other current liabilities  | 20,934           | 22,980               |
| Total current liabilities  | 243,973          | 359,410              |
| Non-current liabilities:   |                  |                      |
| Long-term debt, net of unamortized discounts of \$25,322 and \$4,738                                     | 332,178          | 130,262              |
| Deferred revenue   | 7,940            | 9,828                |
| Income taxes payable   | 4,271            | 4,413                |
| Deferred income taxes  | 50               | 182                  |
| Other non-current liabilities  | 13,143           | 12,791               |
| Total non-current liabilities  | 357,582          | 157,476              |
| Total liabilities  | 601,555          | 516,886              |
| Current portion of long-term debt conversion obligation  | 33,894           | -                    |
| Stockholders' equity:  |                  |                      |
| Preferred stock, par value \$.01 per share; 10,000 shares authorized; zero shares issued and outstanding | -                | -                    |

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|  |           |            |
|--|-----------|------------|
| Common stock, par value \$.01 per share; 100,000 shares authorized; 32,438 and 32,555 shares outstanding | 673       | 672        |
| Common stock warrants; 2,851 and 2,851 warrants issued and outstanding                                   | 7,310     | 7,310      |
| Additional paid-in capital   | 396,133   | 503,254    |
| Treasury stock, at cost, 34,865 and 34,601 shares  | (823,963) | (814,437 ) |
| Accumulated other comprehensive income (loss):   |           |            |
| Unrealized gain (loss) on short-term investments, net of tax   | 560       | (97 )      |
| Cumulative foreign currency translation adjustments  | (35,328 ) | (26,288 )  |
| Accumulated earnings   | 695,894   | 675,431    |
| Total stockholders' equity   | 241,279   | 345,845    |
| Total liabilities, current portion of long-term debt conversion obligation and stockholders' equity      | \$876,728 | \$ 862,731 |

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

## CSG SYSTEMS INTERNATIONAL, INC.

## CONDENSED CONSOLIDATED STATEMENTS OF INCOME - UNAUDITED

(in thousands, except per share amounts)

|  | Quarter Ended    |                  | Six Months Ended |                  |
|--|------------------|------------------|------------------|------------------|
|  | June 30,<br>2016 | June 30,<br>2015 | June 30,<br>2016 | June 30,<br>2015 |
| <b>Revenues:</b>   |                  |                  |                  |                  |
| Cloud and related solutions  | \$ 149,992       | \$ 141,289       | \$ 299,806       | \$ 285,122       |
| Software and services  | 21,152           | 22,437           | 40,330           | 45,070           |
| Maintenance  | 19,108           | 18,915           | 36,342           | 38,080           |
| Total revenues   | 190,252          | 182,641          | 376,478          | 368,272          |
| <b>Cost of revenues (exclusive of depreciation, shown separately below):</b> |                  |                  |                  |                  |
| Cloud and related solutions  | 70,195           | 64,767           | 136,428          | 134,027          |
| Software and services  | 11,461           | 16,559           | 24,827           | 37,668           |
| Maintenance  | 11,127           | 10,470           | 21,011           | 20,367           |
| Total cost of revenues   | 92,783           | 91,796           | 182,266          | 192,062          |
| <b>Other operating expenses:</b>   |                  |                  |                  |                  |
| Research and development   | 24,281           | 25,897           | 47,907           | 51,626           |
| Selling, general and administrative  | 34,980           | 34,572           | 69,031           | 68,014           |
| Depreciation   | 3,509            | 3,850            | 7,025            | 7,545            |
| Restructuring and reorganization charges                                     | 5,325            | 370              | (416 )           | 976              |
| Total operating expenses   | 160,878          | 156,485          | 305,813          | 320,223          |
| Operating income   | 29,374           | 26,156           | 70,665           | 48,049           |
| <b>Other income (expense):</b>   |                  |                  |                  |                  |
| Interest expense   | (4,473 )         | (2,537 )         | (7,478 )         | (5,905 )         |
| Amortization of original issue discount                                      | (1,136 )         | (1,547 )         | (2,794 )         | (3,063 )         |
| Interest and investment income, net  | 523              | 229              | 991              | 396              |
| Loss on repurchase of convertible notes                                      | (5,108 )         | -                | (8,319 )         | -                |
| Other, net   | (1,895 )         | 145              | (2,686 )         | (320 )           |
| Total other  | (12,089 )        | (3,710 )         | (20,286 )        | (8,892 )         |
| Income before income taxes   | 17,285           | 22,446           | 50,379           | 39,157           |
| Income tax provision   | (6,448 )         | (9,652 )         | (18,038 )        | (17,005 )        |
| Net income   | \$ 10,837        | \$ 12,794        | \$ 32,341        | \$ 22,152        |
| <b>Weighted-average shares outstanding:</b>                                  |                  |                  |                  |                  |
| Basic  | 30,942           | 30,798           | 30,852           | 31,170           |
| Diluted  | 32,811           | 33,095           | 33,241           | 33,217           |
| <b>Earnings per common share:</b>  |                  |                  |                  |                  |
| Basic  | \$ 0.35          | \$ 0.42          | \$ 1.05          | \$ 0.71          |
| Diluted  | 0.33             | 0.39             | 0.97             | 0.67             |
| Cash dividends declared per common share:                                    | \$ 0.19          | \$ 0.18          | \$ 0.37          | \$ 0.35          |

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





## CSG SYSTEMS INTERNATIONAL, INC.

## CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME - UNAUDITED

(in thousands)

|   | Quarter Ended |          | Six Months Ended |          |
|---|---------------|----------|------------------|----------|
|   | June 30,      | June 30, | June 30,         | June 30, |
|   | 2016          | 2015     | 2016             | 2015     |
| Net income  | \$10,837      | \$12,794 | \$32,341         | \$22,152 |
| Other comprehensive income (loss), net of tax:                                    |               |          |                  |          |
| Foreign currency translation adjustments  | (7,938 )      | 7,923    | (9,040 )         | (1,612 ) |
| Unrealized holding gains (losses) on short-term investments arising during period | (254 )        | 3        | 657              | 6        |
| Other comprehensive income (loss), net of tax                                     | (8,192 )      | 7,926    | (8,383 )         | (1,606 ) |
| Total comprehensive income, net of tax  | \$2,645       | \$20,720 | \$23,958         | \$20,546 |

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



## CSG SYSTEMS INTERNATIONAL, INC.

## CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS - UNAUDITED

(in thousands)

|   | Six Months Ended |           |
|---|------------------|-----------|
|   | June 30,         | June 30,  |
|   | 2016             | 2015      |
| Cash flows from operating activities:   |                  |           |
| Net income  | \$32,341         | \$22,152  |
| Adjustments to reconcile net income to net cash provided by operating activities- |                  |           |
| Depreciation  | 7,025            | 7,545     |
| Amortization  | 13,040           | 15,175    |
| Amortization of original issue discount   | 2,794            | 3,063     |
| Loss on short-term investments and other  | 3                | 122       |
| Loss on repurchase of convertible notes   | 8,319            | -         |
| Gain on disposition of business operations  | (6,611 )         | -         |
| Deferred income taxes   | 78               | (3,758 )  |
| Excess tax benefit of stock-based compensation awards                             | (3,440 )         | (1,809 )  |
| Stock-based compensation  | 12,086           | 10,473    |
| Changes in operating assets and liabilities, net of acquired amounts:             |                  |           |
| Trade accounts receivable, net  | 5,705            | 5,398     |
| Other current and non-current assets  | (1,866 )         | (3,452 )  |
| Income taxes payable/receivable   | (7,971 )         | (24 )     |
| Trade accounts payable and accrued liabilities                                    | (18,758 )        | (5,635 )  |
| Deferred revenue  | 8,020            | 9,262     |
| Net cash provided by operating activities   | 50,765           | 58,512    |
| Cash flows from investing activities:   |                  |           |
| Purchases of property and equipment   | (8,863 )         | (11,425 ) |
| Purchases of short-term investments   | (102,110)        | (73,917 ) |
| Proceeds from sale/maturity of short-term investments                             | 61,833           | 94,794    |
| Acquisition of and investments in client contracts                                | (4,461 )         | (4,526 )  |
| Proceeds from the disposition of business operations                              | 8,850            | -         |
| Net cash provided by (used in) investing activities                               | (44,751 )        | 4,926     |
| Cash flows from financing activities:   |                  |           |
| Proceeds from issuance of common stock  | 715              | 740       |
| Payment of cash dividends   | (12,265 )        | (11,238 ) |
| Repurchase of common stock  | (19,494 )        | (62,861 ) |
| Payments on acquired asset financing  | -                | (829 )    |
| Proceeds from long-term debt  | 230,000          | 150,000   |
| Payments on long-term debt  | (3,750 )         | (123,750) |
| Repurchase of convertible notes   | (198,367)        | -         |
| Payments of deferred financing costs  | (6,744 )         | (2,692 )  |
| Excess tax benefit of stock-based compensation awards                             | 3,440            | 1,809     |
| Net cash used in financing activities   | (6,465 )         | (48,821 ) |
| Effect of exchange rate fluctuations on cash                                      | 2,937            | (1,384 )  |

|  |           |          |
|--|-----------|----------|
| Net increase in cash and cash equivalents          | 2,486     | 13,233   |
| Cash and cash equivalents, beginning of period     | 132,631   | 81,712   |
| Cash and cash equivalents, end of period           | \$135,117 | \$94,945 |
| Supplemental disclosures of cash flow information: |           |          |
| Cash paid during the period for-                   |           |          |
| Interest   | \$4,619   | \$4,343  |
| Income taxes                                       | 25,923    | 20,761   |

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

CSG SYSTEMS INTERNATIONAL, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

1. GENERAL

We have prepared the accompanying unaudited condensed consolidated financial statements as of June 30, 2016 and December 31, 2015, and for the quarters and six months ended June 30, 2016 and 2015, in accordance with accounting principles generally accepted in the United States of America (“U.S.”) (“GAAP”) for interim financial information, and pursuant to the instructions to Form 10-Q and the rules and regulations of the Securities and Exchange Commission (the “SEC”). Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of our management, all adjustments (consisting only of normal recurring adjustments) considered necessary for a fair presentation of our financial position and operating results have been included. The unaudited Condensed Consolidated Financial Statements (the “Financial Statements”) should be read in conjunction with the Consolidated Financial Statements and notes thereto, together with Management’s Discussion and Analysis of Financial Condition and Results of Operations (“MD&A”), contained in our Annual Report on Form 10-K for the year ended December 31, 2015 (our “2015 10-K”), filed with the SEC. The results of operations for the quarter and six months ended June 30, 2016 are not necessarily indicative of the expected results for the entire year ending December 31, 2016.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

**Use of Estimates in Preparation of Financial Statements.** The preparation of the accompanying Financial Statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of our Financial Statements, and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

**Reclassifications.** Certain December 31, 2015 amounts have been reclassified to conform to the June 30, 2016 presentation, which are discussed further in the Accounting Pronouncements Adopted section below.

**Cash and Cash Equivalents.** We consider all highly liquid investments with original maturities of three months or less at the date of the purchase to be cash equivalents. As of June 30, 2016 and December 31, 2015, our cash equivalents consist primarily of institutional money market funds, commercial paper, and time deposits held at major banks.

As of June 30, 2016 and December 31, 2015, we had \$3.7 million and \$5.0 million, respectively, of restricted cash that serves to collateralize outstanding letters of credit. This restricted cash is included in cash and cash equivalents in our Condensed Consolidated Balance Sheets (“Balance Sheets” or “Balance Sheet”).

**Short-term Investments and Other Financial Instruments.** Our financial instruments as of June 30, 2016 and December 31, 2015 include cash and cash equivalents, short-term investments, accounts receivable, accounts payable, and debt. Because of their short maturities, the carrying amounts of cash equivalents, accounts receivable, and accounts payable approximate their fair value.

Our short-term investments and certain of our cash equivalents are considered “available-for-sale” and are reported at fair value in our Balance Sheets, with unrealized gains and losses, net of the related income tax effect, excluded from earnings and reported in a separate component of stockholders’ equity. Realized and unrealized gains and losses were

not material in any period presented.

Primarily all short-term investments held by us as of June 30, 2016 and December 31, 2015 have contractual maturities of less than two years from the time of acquisition. Our short-term investments as of June 30, 2016 and December 31, 2015 consisted almost entirely of fixed income securities. Proceeds from the sale/maturity of short-term investments for the six months ended June 30, 2016 and 2015 were \$61.8 million and \$94.8 million, respectively.

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The following table represents the fair value hierarchy based upon three levels of inputs, of which Levels 1 and 2 are considered observable and Level 3 is unobservable, for our financial assets and liabilities measured at fair value (in thousands):

|                              | June 30, 2016   |                  |                  | December 31, 2015 |                  |                  |
|------------------------------|-----------------|------------------|------------------|-------------------|------------------|------------------|
|                              | Level 1         | Level 2          | Total            | Level 1           | Level 2          | Total            |
| <b>Assets:</b>               |                 |                  |                  |                   |                  |                  |
| Cash equivalents:            |                 |                  |                  |                   |                  |                  |
| Money market funds           | \$43,029        | \$—              | \$43,029         | \$35,730          | \$—              | \$35,730         |
| Commercial paper             | —               | 58,481           | 58,481           | —                 | 63,890           | 63,890           |
| Short-term investments:      |                 |                  |                  |                   |                  |                  |
| Corporate debt securities    | —               | 39,435           | 39,435           | —                 | 31,253           | 31,253           |
| Corporate equity securities  | —               | 2,769            | 2,769            | —                 | —                | —                |
| Municipal bonds              | —               | 1,413            | 1,413            | —                 | 2,763            | 2,763            |
| U.S. government agency bonds | —               | 37,273           | 37,273           | —                 | 16,201           | 16,201           |
| Asset-backed securities      | —               | 12,244           | 12,244           | —                 | 11,443           | 11,443           |
| <b>Total</b>                 | <b>\$43,029</b> | <b>\$151,615</b> | <b>\$194,644</b> | <b>\$35,730</b>   | <b>\$125,550</b> | <b>\$161,280</b> |

Valuation inputs used to measure the fair values of our money market funds and corporate equity securities were derived from quoted market prices. The fair values of all other financial instruments are based upon pricing provided by third-party pricing services. These prices were derived from observable market inputs.

We have chosen not to measure our debt at fair value, with changes recognized in earnings each reporting period. The following table indicates the carrying value and estimated fair value of our debt as of the indicated periods (in thousands):

|  | June 30, 2016  |            | December 31, 2015 |            |
|--|----------------|------------|-------------------|------------|
|  | Carrying Value | Fair Value | Carrying Value    | Fair Value |
| Credit agreement (carrying value including current maturities) | \$138,750      | \$138,750  | \$142,500         | \$142,500  |
| 2010 Convertible debt (par value)                              | 43,822         | 78,494     | 150,000           | 237,900    |
| 2016 Convertible debt (par value)                              | 230,000        | 243,225    | —                 | —          |

The fair value for our credit agreement was estimated using a discounted cash flow methodology, while the fair value for our convertible debt was estimated based upon quoted market prices or recent sales activity, both of which are considered Level 2 inputs. See Note 4 for additional discussion regarding our convertible debt.

**Accounting Pronouncements Adopted.** In April 2015, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2015-03, Interest-Imputation of Interest (Subtopic 835-30). This ASU requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a reduction from the carrying amount of that debt liability, consistent with debt discounts. This ASU is effective in fiscal years beginning

after December 15, 2015 and must be applied retrospectively. We adopted this ASU retrospectively on January 1, 2016, which resulted in the reclassification of \$5.4 million of debt issuance costs from other assets to long-term debt on our December 31, 2015 Balance Sheet.

In November 2015, the FASB issued ASU 2015-17, Income Taxes (Topic 740), requiring that all deferred tax liabilities and assets be classified as noncurrent. Prior guidance required us to record deferred tax balances as either current or non-current in accordance with the classification of the underlying attributes. This ASU is effective in fiscal years beginning after December 15, 2016, with early adoption permitted and may be applied either prospectively to all deferred tax liabilities and assets or retrospectively to all periods presented. We adopted this ASU retrospectively on January 1, 2016, which resulted in a decrease of \$18.1 million in current deferred income tax assets, an increase in non-current deferred income tax assets of \$9.1 million and a decrease in non-current deferred income tax liabilities of \$9.0 million on our December 31, 2015 Balance Sheet.

Accounting Pronouncement Issued But Not Yet Effective. The FASB has issued ASU 2014-09, Revenue from Contracts with Customers (Topic 606). This ASU is a single comprehensive model which supersedes nearly all existing revenue recognition guidance under U.S. GAAP. Under the new guidance, revenue is recognized when promised goods or services are transferred to customers in an amount that reflects the consideration that is expected to be received for those goods or services. The ASU also requires additional disclosure about the nature, amount, timing, and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments and assets recognized from costs incurred to obtain or fulfill a contract. In August 2015, the FASB issued ASU 2015-14 Revenue from Contracts with Customers (Topic 606): Deferral of the



Effective Date which defers the effective date of ASU 2014-09 for one year. The updated accounting guidance is now effective for annual and interim reporting periods in fiscal years beginning after December 15, 2017. Early adoption is permitted. An entity may choose to adopt this ASU either retrospectively or through a cumulative effect adjustment as of the start of the first period for which it applies the standard. We are currently in the process of evaluating the impact that this new guidance will have on our Financial Statements and our method of adoption.

In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842). This ASU requires lessees to recognize a lease liability and a right-to-use asset for all leases, including operating leases, with a term greater than twelve months on its balance sheet. This ASU is effective in annual and interim periods in fiscal years beginning after December 15, 2018, with early adoption permitted, and requires a modified retrospective transition method. We are currently in the process of evaluating the impact that this new guidance will have on our Financial Statements.

In March 2016, the FASB issued ASU 2016-09, Compensation – Stock Compensation (Topic 718). This ASU 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. This ASU is effective for fiscal years beginning after December 15, 2016, with early adoption permitted. The methods of adoption for this ASU vary by amendment. We are currently in the process of evaluating the impact that this new guidance will have on our Financial Statements.

### 3. LONG-LIVED ASSETS

Goodwill. The changes in the carrying amount of goodwill for the six months ended June 30, 2016, were as follows (in thousands):

|   |           |
|---|-----------|
| January 1, 2016 balance                               | \$219,724 |
| Adjustments related to prior acquisitions             | (30 )     |
| Effects of changes in foreign currency exchange rates | (10,032 ) |
| June 30, 2016 balance                                 | \$209,662 |

Other Intangible Assets. Our intangible assets subject to ongoing amortization consist primarily of client contracts and software. As of June 30, 2016 and December 31, 2015, the carrying values of these assets were as follows (in thousands):

|                  | June 30, 2016 |              |          | December 31, 2015 |              |          |
|------------------|---------------|--------------|----------|-------------------|--------------|----------|
|                  | Gross         |              |          | Gross             |              |          |
|                  | Carrying      | Accumulated  | Net      | Carrying          | Accumulated  | Net      |
|                  | Amount        | Amortization | Amount   | Amount            | Amortization | Amount   |
| Client contracts | \$129,027     | \$ (91,447 ) | \$37,580 | \$127,628         | \$ (87,890 ) | \$39,738 |
| Software         | 130,836       | (99,031 )    | 31,805   | 130,189           | (95,094 )    | 35,095   |

|       |           |               |          |           |               |          |
|-------|-----------|---------------|----------|-----------|---------------|----------|
| Total | \$259,863 | \$ (190,478 ) | \$69,385 | \$257,817 | \$ (182,984 ) | \$74,833 |
|-------|-----------|---------------|----------|-----------|---------------|----------|

The total amortization expense related to intangible assets for the second quarters of 2016 and 2015 were \$6.0 million and \$6.4 million, respectively, and for the six months ended June 30, 2016 and 2015 were \$11.9 million and \$13.3 million, respectively. Based on the June 30, 2016 net carrying value of our intangible assets, the estimated total amortization expense for each of the five succeeding fiscal years ending December 31 are: 2016 – \$23.9 million; 2017 – \$19.4 million; 2018 – \$14.4 million; 2019 – \$10.4 million; and 2020 – \$6.1 million.

## 4. DEBT

Our long-term debt, as of June 30, 2016 and December 31, 2015, was as follows (in thousands):

|   | June 30,<br>2016 | December 31,<br>2015 |
|---|------------------|----------------------|
| <b>Credit Agreement:</b>  |                  |                      |
| Term loan, due February 2020, interest at adjusted LIBOR plus 1.75% (combined rate of 2.38% at June 30, 2016) | \$ 138,750       | \$ 142,500           |
| Less - deferred financing costs   | (4,111)          | (4,738 )             |
| Term loan, net of unamortized discounts   | 134,639          | 137,762              |
| \$200 million revolving loan facility, due February 2020, interest at adjusted LIBOR plus applicable margin   | —                | —                    |
| <b>Convertible Notes:</b>   |                  |                      |
| 2016 Convertible Notes – Senior convertible notes; due March 15, 2036; cash interest at 4.25%                 | 230,000          | —                    |
| Less – unamortized original issue discount  | (15,212)         | —                    |
| Less – deferred financing costs   | (5,999)          | —                    |
| 2016 Convertible Notes, net of unamortized discounts  | 208,789          | —                    |
| 2010 Convertible Notes – Senior subordinated convertible notes; due March 1, 2017; cash interest at 3.0%      | 43,822           | 150,000              |
| Less – unamortized original issue discount  | (1,348)          | (7,923 )             |
| Less – deferred financing costs   | (121)            | (709 )               |
| 2010 Convertible Notes, net of unamortized discounts  | 42,353           | 141,368              |
| Total debt, net of unamortized discounts  | 385,781          | 279,130              |
| Current portion of long-term debt, net of unamortized discounts   | (53,603)         | (148,868 )           |
| Long-term debt, net of unamortized discounts  | \$ 332,178       | \$ 130,262           |
| <b>Credit Agreement.</b>  |                  |                      |

During the six months ended June 30, 2016, we made \$3.8 million of principal repayments on our 2015 Term Loan. As of June 30, 2016, our interest rate on the 2015 Term Loan is 2.38% (adjusted LIBOR plus 1.75% per annum), effective through September 30, 2016, and our commitment fee on the unused 2015 Revolver is 0.25%. As of June 30, 2016, we had no borrowing outstanding on our 2015 Revolver and had the entire \$200.0 million available to us.

#### Convertible Notes.

**2016 Convertible Notes.** In March 2016, we completed an offering of \$230 million of 4.25% senior convertible notes due March 15, 2036 (the “2016 Convertible Notes”) to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended. The 2016 Convertible Notes are unsecured obligations and will pay 4.25% annual cash interest, payable semiannually in arrears on March 15 and September 15 of each year, beginning on September 15, 2016.

The 2016 Convertible Notes will be convertible at the option of the note holders upon the satisfaction of specified conditions and during certain periods. During the period from, and including, December 15, 2021 to the close of business on the business day immediately preceding March 15, 2022 and on or after December 15, 2035, holders may convert all or any portion of their 2016 Convertible Notes at the conversion rate then in effect at any time regardless of these conditions. The 2016 Convertible Notes will be convertible at an initial conversion rate of 17.4642 shares of our common stock per \$1,000 principal amount of the 2016 Convertible Notes, which is equivalent to an initial

conversion price of approximately \$57.26 per share of our common stock. We will settle conversions of the 2016 Convertible Notes by paying or delivering, as the case may be, cash, shares of our common stock, or a combination thereof, at our election. It is our current intent and policy to settle our conversion obligations as follows: (i) pay cash for 100% of the par value of the 2016 Convertible Notes that are converted; and (ii) to the extent the value of our conversion obligation exceeds the par value, we can satisfy the remaining conversion obligation in our common stock, cash or a combination thereof.

Holders may require CSG to repurchase the 2016 Convertible Notes for cash on each of March 15, 2022, March 15, 2026, and March 15, 2031, or upon the occurrence of a fundamental change (as defined in the Indenture) in each case at a purchase price equal to the principal amount thereof plus accrued and unpaid interest.

We may not redeem the 2016 Convertible Notes prior to March 20, 2020. On or after March 20, 2020, we may redeem for cash all or part of the 2016 Convertible Notes if the last reported sale price of our common stock has been at least 130% of the conversion price

then in effect for at least 20 trading days (whether or not consecutive) during any 30 consecutive trading day period (including the last trading day of such period) ending on, and including, the trading day immediately preceding the date on which CSG provides notice of redemption. On or after March 15, 2022, we may redeem for cash all or part of the 2016 Convertible Notes regardless of the sales price condition described in the preceding sentence. In each case, the redemption price will equal the principal amount of the 2016 Convertible Notes to be redeemed, plus accrued and unpaid interest.

The Indenture related to the 2016 Convertible Notes (“Notes Indenture”) includes customary terms and covenants, including certain events of default after which the 2016 Convertible Notes may be due and payable immediately. The Notes Indenture contains customary affirmative covenants, including compliance with terms of certain other indebtedness of the Company over a defined threshold amount.

The net proceeds from the sale of the 2016 Convertible Notes were approximately \$223 million after deducting the initial purchasers’ discount and estimated offering expenses payable by us. We used a portion of the net proceeds from the offering of the 2016 Convertible Notes to repurchase approximately \$106 million aggregate principal amount of our 2010 Convertible Notes for \$198.4 million (see additional discussion in 2010 Convertible Notes below). The remainder of the net proceeds will be used to settle the outstanding 2010 Convertible Notes.

The original issue discount (“OID”) related to the 2016 Convertible Notes of \$15.9 million, as a result of an effective interest rate of the liability component of 5.63% compared to the cash interest rate of 4.25%, is being amortized to interest expense through December 15, 2021, the first date the 2016 Convertible Notes can be put back to us by the holders.

#### 2010 Convertible Notes.

On March 15, 2016, following completion of the sale of the 2016 Convertible Notes, we repurchased \$40 million aggregate principal amount of the 2010 Convertible Notes for a total purchase price of approximately \$73 million and recognized a loss on the repurchase of \$3.2 million including the write-off of unamortized deferred financing costs and OID. On April 8, 2016, we repurchased approximately \$66 million aggregate principal amount of the 2010 Convertible Notes for a total purchase price of approximately \$126 million and recognized a loss on the repurchase in the second quarter of 2016 of \$5.1 million including the write-off of unamortized deferred financing costs and OID. As of June 30, 2016, the principal outstanding on the 2010 Convertible Notes is approximately \$44 million.

As the result of our declaring a cash dividend in May 2016 (see Note 8), the previous conversion rate for the 2010 Convertible Notes of 43.8047 shares of our common stock for each \$1,000 in principal amount of the 2010 Convertible Notes (equivalent to a conversion price of \$22.83 per share of our common stock) has been adjusted to 43.9954 shares of our common stock for each \$1,000 in principal amount of the 2010 Convertible Notes (equivalent to a conversion price of \$22.73 per share of our common stock).

Prior to September 1, 2016, holders of the 2010 Convertible Notes can convert their securities at any time in the fiscal quarter following the period in which the price of our common stock trades over 130% of the conversion price for at least 20 consecutive trading days in the last 30 trading days of a fiscal quarter. As of March 16, 2016, the closing price of our common stock exceeded 130% of the conversion price for the required period, thus allowing the 2010 Convertible Notes to be converted at the holder’s option during the quarter beginning April 1, 2016 and ending June 30, 2016. In addition, as of June 16, 2016, the closing price of our common stock exceeded the 130% of the conversion price for the required period, thus allowing the 2010 Convertible Notes to continue to be convertible at the holder’s option through August 31, 2016. Accordingly, as of June 30, 2016, we classified the \$44 million principal amount of the 2010 Convertible Notes as a current liability and reclassified the difference between the principal amount payable in cash upon conversion and the total settlement value of the 2010 Convertible Notes, or the intrinsic value of the conversion obligation, of approximately \$34 million from stockholders’ equity to current portion of long-term debt conversion obligation on our Balance Sheet.

Upon any conversion of the 2010 Convertible Notes, we will settle our conversion obligation as follows: (i) we are required to pay cash for 100% of the par value of the 2010 Convertible Notes that are converted; and (ii) to the extent the value of our conversion obligation exceeds the par value, we can satisfy the remaining conversion obligation in our common stock, cash or any combination of our common stock and cash, at our discretion.

## 5. RESTRUCTURING AND REORGANIZATION CHARGES

During the second quarters of 2016 and 2015, we recorded restructuring and reorganization charges of \$5.3 million and \$0.4 million, respectively, and for the six months ended June 30, 2016 and 2015, we recorded restructuring and reorganization charges of (\$0.4) million and \$1.0 million.

Our restructuring activities during the six months ended June 30, 2016 are primarily made up of the following:

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- We reduced our workforce by approximately 50 employees, primarily in North America, as a result of organizational changes and the realignment of our workforce. As a result, we incurred restructuring charges of \$6.0 million during the six months ended June 30, 2016.
- In September 2015 we entered into an agreement (the “Agreement”) with certain former management personnel for the sale of our cyber-security business marketed under the Invotas brand. In February 2016, this business was acquired by a third-party. Based on the terms of the Agreement, we received additional consideration contingent upon a liquidation event, as defined in the Agreement. This resulted in an additional gain on the sale of \$6.6 million in the first quarter of 2016, which reduced restructuring and reorganization charges.

The activity in the business restructuring and reorganization reserves during the six months ended June 30, 2016 was as follows:

|   | Termination<br>Benefits | Facilities<br>Abandonment | Business<br>Operations | Other | Total   |
|---|-------------------------|---------------------------|------------------------|-------|---------|
| January 1, 2016 balance   | \$ 1,637                | \$ 1,357                  | \$ —                   | \$ —  | \$2,994 |
| Charged to expense during period                                  | 6,016                   | 246                       | (6,611 )               | (67 ) | (416 )  |
| Cash payments   | (2,469 )                | (239 )                    | —                      | —     | (2,708) |
| Adjustment for the gain on the disposition of business operations | —                       | —                         | 6,611                  | —     | 6,611   |
| Adjustment for asset impairment                                   | —                       | (194 )                    | —                      | —     | (194 )  |
| Other   | 194                     | 81                        | —                      | 67    | 342     |
| June 30, 2016 balance   | \$ 5,378                | \$ 1,251                  | \$ —                   | \$ —  | \$6,629 |

## 6. COMMITMENTS, GUARANTEES AND CONTINGENCIES

**Warranties.** We generally warrant that our solutions and related offerings will conform to published specifications, or to specifications provided in an individual client arrangement, as applicable. The typical warranty period is 90 days from the date of acceptance of the solution or offering. For certain service offerings we provide a limited warranty for the duration of the services provided. We generally warrant that services will be performed in a professional and workmanlike manner. The typical remedy for breach of warranty is to correct or replace any defective deliverable, and if not possible or practical, we will accept the return of the defective deliverable and refund the amount paid under the client arrangement that is allocable to the defective deliverable. Our contracts also generally contain limitation of damages provisions in an effort to reduce our exposure to monetary damages arising from breach of warranty claims. Historically, we have incurred minimal warranty costs, and as a result, do not maintain a warranty reserve.

**Product and Services Indemnifications.** Our arrangements with our clients generally include an indemnification provision that will indemnify and defend a client in actions brought against the client that claim our products and/or services infringe upon a copyright, trade secret, or valid patent. Historically, we have not incurred any significant costs related to such indemnification claims, and as a result, do not maintain a reserve for such exposure.

**Claims for Company Non-performance.** Our arrangements with our clients typically cap our liability for breach to a specified amount of the direct damages incurred by the client resulting from the breach. From time-to-time, these arrangements may also include provisions for possible liquidated damages or other financial remedies for our non-performance, or in the case of certain of our outsourced customer care and billing solutions, provisions for damages related to service level performance requirements. The service level performance requirements typically

relate to system availability and timeliness of service delivery. As of June 30, 2016, we believe we have adequate reserves, based on our historical experience, to cover any reasonably anticipated exposure as a result of our nonperformance for any past or current arrangements with our clients.

**Indemnifications Related to Officers and the Board of Directors.** We have agreed to indemnify members of our Board of Directors (the “Board”) and certain of our officers if they are named or threatened to be named as a party to any proceeding by reason of the fact that they acted in such capacity. We maintain directors’ and officers’ (D&O) insurance coverage to protect against such losses. We have not historically incurred any losses related to these types of indemnifications, and are not aware of any pending or threatened actions or claims against any officer or member of our Board. As a result, we have not recorded any liabilities related to such indemnifications as of June 30, 2016. In addition, as a result of the insurance policy coverage, we believe these indemnification agreements are not significant to our results of operations.

**Legal Proceedings.** From time-to-time, we are involved in litigation relating to claims arising out of our operations in the normal course of business. We are not presently a party to any material pending or threatened legal proceedings.



## 7. EARNINGS PER COMMON SHARE

Basic and diluted earnings per common share (“EPS”) amounts are presented on the face of the accompanying Income Statements.

No reconciliation of the basic and diluted EPS numerators is necessary as net income is used as the numerators for all periods presented. The reconciliation of the basic and diluted EPS denominators related to the common shares is included in the following table (in thousands):

|  | Quarter Ended |        | Six Months Ended |        |
|--|---------------|--------|------------------|--------|
|  | June 30,      |        | June 30,         |        |
|  | 2016          | 2015   | 2016             | 2015   |
| Basic weighted-average common shares       | 30,942        | 30,798 | 30,852           | 31,170 |
| Dilutive effect of restricted common stock | 602           | 564    | 667              | 610    |
| Dilutive effect of 2010 Convertible Notes  | 907           | 1,605  | 1,403            | 1,349  |
| Dilutive effect of Stock Warrants          | 360           | 128    | 319              | 88     |
| Diluted weighted-average common shares     | 32,811        | 33,095 | 33,241           | 33,217 |

The Convertible Notes have a dilutive effect only in those quarterly periods in which our average stock price exceeds the current effective conversion price (see Note 4).

The Stock Warrants have a dilutive effect only in those quarterly periods in which our average stock price exceeds the exercise price of \$26.68 per warrant (under the treasury stock method), and are not subject to performance vesting conditions (see Note 8).

Potentially dilutive common shares related to non-participating unvested restricted stock excluded from the computation of diluted EPS, as the effect was antidilutive, were not material in any period presented.

## 8. STOCKHOLDERS' EQUITY AND EQUITY COMPENSATION PLANS

**Stock Repurchase Program.** We currently have a stock repurchase program, approved by our Board, authorizing us to repurchase our common stock from time-to-time as market and business conditions warrant (the “Stock Repurchase Program”). During the six months ended June 30, 2016 and 2015 we repurchased 0.3 million shares of our common stock for \$9.5 million (weighted-average price of \$36.07 per share) and 0.3 million shares of our common stock for \$7.0 million (weighted-average price of \$27.06 per share), respectively, under a SEC Rule 10b5-1 Plan.

As of June 30, 2016, the total remaining number of shares available for repurchase under the Stock Repurchase Program totaled 6.8 million shares.

**Stock Repurchases for Tax Withholdings.** In addition to the above mentioned stock repurchases, during the six months ended June 30, 2016 and 2015, we repurchased and then cancelled 0.3 million shares of common stock for \$10.0 million and 0.2 million shares of common stock for \$5.9 million, respectively, in connection with minimum tax withholding requirements resulting from the vesting of restricted common stock under our stock incentive plans.

**Cash Dividends.** During the second quarter of 2016, the Board approved a quarterly cash dividend of \$0.185 per share of common stock, totaling \$6.0 million. During the second quarter of 2015, the Board approved a quarterly cash dividend of \$0.175 per share of common stock, totaling \$5.7 million. Dividends declared for the six months ended June 30, 2016 and 2015 totaled \$12.0 million and \$11.5 million, respectively.

**Warrants.** In 2014, in conjunction with the execution of an amendment to our current agreement with Comcast Corporation (“Comcast”), we issued stock warrants (the “Warrant Agreement”) for the right to purchase up to approximately 2.9 million shares of our common stock (the “Stock Warrants”) as an additional incentive for Comcast to convert new customer accounts onto our Advanced Convergent Platform (“ACP”). The Stock Warrants have a 10-year term and an exercise price of \$26.68 per warrant. As of June 30, 2016, approximately 1.0 million Stock Warrants have vested.

Upon vesting, the Stock Warrants are recorded as a client incentive asset with the corresponding offset to stockholders’ equity. The client incentive asset related to the Stock Warrants is amortized as a reduction in cloud and related solutions revenues over the remaining term of the Comcast amended agreement. As of June 30, 2016, we recorded a client incentive asset related to these Stock Warrants of \$7.3 million and have amortized \$2.7 million as a reduction in cloud and related solutions revenues.

The remaining unvested Stock Warrants will be accounted for as client incentive assets in the period the performance conditions necessary for vesting have been met. As of June 30, 2016, none of the Stock Warrants had been exercised.

Stock-Based Awards. A summary of our unvested restricted common stock activity during the second quarter is as follows (shares in thousands):

|                            | Quarter Ended<br>June 30, 2016 |                    | Six Months Ended<br>June 30, 2016 |                    |
|----------------------------|--------------------------------|--------------------|-----------------------------------|--------------------|
|                            | Weighted-                      |                    | Weighted-                         |                    |
|                            | Average                        |                    | Average                           |                    |
|                            | Grant                          |                    | Grant                             |                    |
|                            | Shares                         | Date Fair<br>Value | Shares                            | Date Fair<br>Value |
| Unvested awards, beginning | 1,794                          | \$ 30.35           | 2,124                             | \$ 26.03           |
| Awards granted             | 23                             | 42.72              | 484                               | 38.78              |
| Awards forfeited/cancelled | (45 )                          | 29.67              | (163 )                            | 28.61              |
| Awards vested              | (28 )                          | 31.23              | (701 )                            | 23.10              |
| Unvested awards, ending    | 1,744                          | \$ 30.51           | 1,744                             | \$ 30.51           |

Included in the awards granted during the six months ended June 30, 2016, are performance-based awards for 0.1 million restricted common stock shares issued to members of executive management, which vest in equal installments over three years upon meeting either pre-established financial performance objectives or pre-established total shareholder return objectives. The performance-based awards become fully vested upon a change in control, as defined, and the subsequent involuntary termination of employment.

All other restricted common stock shares granted during the quarter and six months ended June 30, 2016 are time-based awards, which vest annually primarily over four years with no restrictions other than the passage of time. Certain shares of the restricted common stock become fully vested upon a change in control, as defined, and the subsequent involuntary termination of employment.

We recorded stock-based compensation expense for the second quarters of 2016 and 2015 of \$5.6 million and \$5.4 million, respectively, and for the six months ended June 30, 2016 and 2015 of \$12.1 million and \$10.5 million, respectively.

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

The information contained in this MD&A should be read in conjunction with the Financial Statements and Notes thereto included in this Form 10-Q and the audited consolidated financial statements and notes thereto in our 2015 10-K.

### Forward-Looking Statements

This report contains a number of forward-looking statements relative to our future plans and our expectations concerning our business and the industries we serve. These forward-looking statements are based on assumptions about a number of important factors, and involve risks and uncertainties that could cause actual results to differ materially from estimates contained in the forward-looking statements. Some of the risks that are foreseen by management are outlined within Part I Item 1A. Risk Factors of our 2015 10-K. Readers are strongly encouraged to review those sections closely in conjunction with MD&A.

### Company Overview

We are one of the world's largest and most established business support solutions providers primarily serving the communications industry. Our proven approach and solutions are based on our broad and deep experience in serving clients in the communications industry as their businesses have evolved from a single product offering to a highly complex, highly competitive, multi-product service offering. Our approach has centered on using the best technology for the various functions required to provide world-class solutions.

Our solutions help service providers streamline and scale operations, introduce and adapt products and services to meet changing consumer demands, and address the challenges and opportunities of a dynamically evolving global business environment. Our broad suite of solutions helps our clients improve their business operations by creating more compelling product offerings and an enhanced customer experience through more relevant and targeted interactions, while at the same time, more efficiently managing the service provider's cost structure. Over the years, we have focused our research and development ("R&D") and acquisition investments on expanding our solution set to address the ever expanding needs of communications service providers to provide a differentiated, real-time, and personal experience for their consumers. This extensive suite of solutions includes revenue management, digital services management and monetization, and customer interaction management platforms.

We generate approximately 70% of our revenues from the North American cable and satellite markets, approximately 20% of our revenues from wireline and wireless communication providers, and the remainder from a variety of other verticals, such as financial services, logistics, and transportation. Additionally, during the six months ended June 30, 2016, we generated approximately 86% of our revenues from the Americas region, approximately 9% of our revenues from the Europe, Middle East and Africa region, and approximately 5% of our revenues from the Asia Pacific region.

We are a S&P Small Cap 600 company.

### Management Overview of Quarterly Results

**Second Quarter Highlights.** A summary of our results of operations for the second quarter of 2016, when compared to the second quarter of 2015, is as follows (in thousands, except per share amounts and percentages):

| Quarter Ended |          |
|---------------|----------|
| June 30,      | June 30, |
| 2016          | 2015     |

|  |           |           |
|--|-----------|-----------|
| Revenues                                   | \$190,252 | \$182,641 |
| Operating Results:                         |           |           |
| Operating income                           | 29,374    | 26,156    |
| Operating income margin                    | 15.4 %    | 14.3 %    |
| Diluted EPS                                | \$0.33    | \$0.39    |
| Supplemental Data:                         |           |           |
| Restructuring and reorganization charges   | \$5,325   | \$370     |
| Stock-based compensation (1)               | 5,461     | 5,384     |
| Amortization of acquired intangible assets | 2,215     | 3,012     |
| Amortization of OID                        | 1,136     | 1,547     |
| Loss on repurchase of convertible notes    | 5,108     | —         |

(1) Stock-based compensation included in the table above excludes amounts that have been recorded in restructuring and reorganization charges.

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**Revenues.** Our revenues for the second quarter of 2016 were \$190.3 million, a 4% increase when compared to revenues of \$182.6 million for the second quarter of 2015. The year-over-year increase in revenues can be primarily attributed to the growth in our cloud and related solutions revenues, resulting primarily from the conversion of new customer accounts onto ACP over the past year.

**Operating Results.** Operating income for the second quarter of 2016 was \$29.4 million, or a 15.4% operating income margin percentage, compared to \$26.2 million, or a 14.3% operating income margin percentage for the second quarter of 2015, with the improvements mainly attributed to revenue growth and operational cost improvements, which more than offset the negative impact of the \$5.3 million restructuring and reorganization charges recorded during the second quarter of 2016.

**Diluted EPS.** Diluted EPS for the second quarter of 2016 was \$0.33 compared to \$0.39 for the second quarter of 2015, with the decrease mainly due to the negative impacts of the restructuring and reorganization charges and the loss on the repurchase of the 2010 Convertible Notes.

**Cash and Cash Flows.** As of June 30, 2016, we had cash, cash equivalents and short-term investments of \$286.7 million, as compared to \$385.2 million as of March 31, 2016 and \$240.9 million as of as of December 31, 2015. The quarterly decrease is mainly due to the repurchase of \$66 million aggregate principal amount of the 2010 Convertible Notes for approximately \$126 million. Our cash flows from operating activities for the quarter ended June 30, 2016 were \$40.1 million. See the Liquidity section below for further discussion of our cash flows and our long-term debt activity.

### Significant Client Relationships

**Charter/Time Warner Transaction.** In May 2016, Charter Communications, Inc. (“Charter”), our then fourth largest client, received final approval from regulators and closed on its acquisition of Time Warner Cable, Inc. (“Time Warner”), which was previously our third largest client.

Consequently, the Time Warner customer accounts currently being serviced by us are now owned by Charter. As a result, Charter will receive more favorable volume-tier pricing terms due to the larger, combined business with us. The anticipated negative effect on our 2016 revenue and profitability from this more favorable volume-tier pricing (post acquisition), is estimated to be approximately \$5 million. Although there are no assurances, we may have the opportunity to offset some or all of this reduction in revenues with future, additional business from Charter.

Subsequent to this acquisition, Charter will be our second largest client at approximately 20% of our annual revenues. Our agreement with Charter runs through the end of December 31, 2019. A copy of the Charter agreement and related amendments, with confidential information redacted, are included as exhibits to this 10-Q filing.

**Client Concentration.** A large percentage of our historical revenues have been generated from our largest clients, which are Comcast, DISH Network Corporation (“DISH”), and now the combined Charter/Time Warner entity. To provide a consistent basis of comparison, the Charter and Time Warner revenues and accounts receivable balances are combined in the following tables for all periods prior to the acquisition without adjustment.

Revenues from these clients represented the following percentages of our total revenues for the indicated periods:

|  | Quarter Ended |           |  |          |  |  |
|--|---------------|-----------|--|----------|--|--|
|  | June 30,      | March 31, |  | June 30, |  |  |
|  | 2016          | 2016      |  | 2015     |  |  |
| Comcast  | 25 %          | 25 %      |  | 23 %     |  |  |
| Charter/Time Warner (combined for all periods) | 22 %          | 21 %      |  | 21 %     |  |  |

|      |      |      |      |
|------|------|------|------|
| DISH | 14 % | 14 % | 15 % |
|------|------|------|------|

The percentages of net billed accounts receivable balances attributable to our largest clients as of the indicated dates were as follows:

|  | As of    |              |          |  |
|--|----------|--------------|----------|--|
|  | June 30, | December 31, | June 30, |  |
|  | 2016     | 2015         | 2015     |  |
| Comcast  | 25 %     | 30 %         | 25 %     |  |
| Charter/Time Warner (combined for all periods) | 14 %     | 13 %         | 14 %     |  |
| DISH   | 13 %     | 13 %         | 14 %     |  |

See our 2015 10-K for additional discussion of our business relationships and contractual terms with Comcast, DISH, and Time Warner.

**Risk of Client Concentration.** We expect to continue to generate a significant percentage of our future revenues from our largest clients mentioned above. There are inherent risks whenever a large percentage of total revenues are concentrated with a limited number of clients. Should a significant client: (i) terminate or fail to renew their contracts with us, in whole or in part, for any reason; (ii) significantly reduce the number of customer accounts processed on our solutions, the price paid for our services, or the scope of services that we provide; or (iii) experience significant financial or operating difficulties, it could have a material adverse effect on our financial condition and results of operations.

### Critical Accounting Policies

The preparation of our Financial Statements in conformity with accounting principles generally accepted in the U.S. requires us to select appropriate accounting policies, and to make judgments and estimates affecting the application of those accounting policies. In applying our accounting policies, different business conditions or the use of different assumptions may result in materially different amounts reported in our Financial Statements.

We have identified the most critical accounting policies that affect our financial position and the results of our operations. Those critical accounting policies were determined by considering the accounting policies that involve the most complex or subjective decisions or assessments. The most critical accounting policies identified relate to: (i) revenue recognition; (ii) impairment assessments of goodwill and other long-lived assets; (iii) income taxes; and (iv) loss contingencies. These critical accounting policies, as well as our other significant accounting policies, are discussed in our 2015 10-K.

### Results of Operations

**Total Revenues.** Total revenues for the: (i) second quarter of 2016 were \$190.3 million, a 4% increase when compared to \$182.6 million for the second quarter of 2015; and (ii) six months ended June 30, 2016 were \$376.5 million, a 2% increase when compared to \$368.3 million for the six months ended June 30, 2015. The year-over-year increases in revenues can be primarily attributed to continued growth in our cloud and related solutions revenues.

The components of total revenues, discussed in more detail below, are as follows (in thousands):

|                             | Quarter Ended<br>June 30, |                   | Six Months Ended<br>June 30, |                   |
|-----------------------------|---------------------------|-------------------|------------------------------|-------------------|
|                             | 2016                      | 2015              | 2016                         | 2015              |
| <b>Revenues:</b>            |                           |                   |                              |                   |
| Cloud and related solutions | \$ 149,992                | \$ 141,289        | \$ 299,806                   | \$ 285,122        |
| Software and services       | 21,152                    | 22,437            | 40,330                       | 45,070            |
| Maintenance                 | 19,108                    | 18,915            | 36,342                       | 38,080            |
| <b>Total revenues</b>       | <b>\$ 190,252</b>         | <b>\$ 182,641</b> | <b>\$ 376,478</b>            | <b>\$ 368,272</b> |

We use the location of the client as the basis of attributing revenues to individual countries. Revenues by geographic regions for the second quarters and six months ended June 30, 2016 and 2015 were as follows (in thousands):

|  | Quarter Ended<br>June 30, |                   | Six Months Ended<br>June 30, |                   |
|--|---------------------------|-------------------|------------------------------|-------------------|
|  | 2016                      | 2015              | 2016                         | 2015              |
| <b>Americas (principally the U.S.)</b> | <b>\$ 162,564</b>         | <b>\$ 154,556</b> | <b>\$ 324,388</b>            | <b>\$ 312,387</b> |
| <b>Europe, Middle East, and Africa</b> | <b>16,515</b>             | <b>18,645</b>     | <b>32,018</b>                | <b>38,120</b>     |



|                |           |           |           |           |
|----------------|-----------|-----------|-----------|-----------|
| Asia Pacific   | 11,173    | 9,440     | 20,072    | 17,765    |
| Total revenues | \$190,252 | \$182,641 | \$376,478 | \$368,272 |

Cloud and Related Solutions Revenues. Cloud and related solutions revenues for the (i) second quarter of 2016 were \$150.0 million, a 6% increase when compared to \$141.3 million for the second quarter of 2015; and (ii) six months ended June 30, 2016 were \$299.8 million, a 5% increase when compared to \$285.1 million for the six months ended June 30, 2015. The increases in cloud and related solutions revenues is due primarily to the conversion of new customer accounts onto ACP, to include adding approximately two million customer accounts onto ACP during the second half of 2015 and an additional 600,000 during the second quarter of 2016.

Software and Services Revenues. Software and services revenues for the: (i) second quarter of 2016 were \$21.2 million, a 6% decrease when compared to \$22.4 million for the second quarter of 2015; and (ii) six months ended June 30, 2016 were \$40.3 million, an 11% decrease when compared to \$45.1 million for the six months ended June 30, 2015. The decrease in software and services revenues can be attributed to the normal fluctuations in project level work completed between quarters, the continued extended sales

cycles in our software and professional services business and continued low market demand for large transformational software and service deals.

**Maintenance Revenues.** Maintenance revenues for the: (i) second quarter of 2016 were \$19.1 million, a slight increase when compared to \$18.9 million for the second quarter of 2015; and (ii) six months ended June 30, 2016 were \$36.3 million, a 5% decrease when compared to \$38.1 million for the six months ended June 30, 2015. These variances are due mainly to the timing of maintenance renewals and related revenue recognition, and pricing pressures experienced on maintenance renewals.

**Total Expenses.** Our operating expenses for the: (i) second quarter of 2016 were \$160.9 million, a 3% increase when compared to \$156.5 million for the second quarter of 2015; and (ii) six months ended June 30, 2016 were \$305.8 million, a 4% decrease when compared to \$320.2 million for the six months ended June 30, 2015. The year-over-year quarterly increase in total expenses is mainly due to the \$5.3 million of restructuring and reorganization charges that were incurred during the second quarter of 2016. The year-to-date decrease in total expenses is mainly due to the cost savings initiatives we completed throughout 2015, and favorable foreign currency movements.

The components of total expenses are discussed in more detail below.

**Cost of Revenues.** See our 2015 10-K for a description of the types of costs that are included in the individual line items for cost of revenues.

**Cost of Cloud and Related Solutions (Exclusive of Depreciation).** The cost of cloud and related solutions for the: (i) second quarter of 2016 increased 8% to \$70.2 million, from \$64.8 million for the second quarter of 2015; and (ii) six months ended June 30, 2016 increased 2% to \$136.4 million, from \$134.0 million for the six months ended June 30, 2015. These cost increases are reflective of the increases we experienced in revenues and are primarily due to the reassignment of personnel and the related costs from other areas of the business to client directed and funded work on our ACP platform, and increased ACP data processing costs. Total cloud and related solutions cost as a percentage of cloud and related solutions revenues for the: (i) second quarters of 2016 and 2015 were 46.8% and 45.8%, respectively; and (ii) six months ended June 30, 2016 and 2015 were 45.5% and 47.0%, respectively.

**Cost of Software and Services (Exclusive of Depreciation).** The cost of software and services for the: (i) second quarter of 2016 decreased 31% to \$11.5 million, from \$16.6 million for the second quarter of 2015; and (ii) six months ended June 30, 2016 decreased 34% to \$24.8 million, from \$37.7 million for the six months ended June 30, 2015. These decreases are mainly due to targeted efficiencies and cost improvements within our professional services practice. Additionally, a large portion of the year-to-date decrease can be attributed to a \$5 million provision recorded in the first quarter of 2015 for estimated cost overruns related to a large software and services implementation project (to be substantially completed in 2016). Total software and services cost as a percentage of our software and services revenues for the: (i) second quarters of 2016 and 2015 were 54.2% and 73.8%, respectively; and (ii) six months ended June 30, 2016 and 2015 were 61.6% and 83.6%, respectively.

Variability in quarterly revenues and operating results are inherent characteristics of companies that sell software licenses and perform professional services. Our quarterly revenues for software licenses and professional services may fluctuate, depending on various factors, including the timing of executed contracts and revenue recognition, and the delivery of contracted solutions. However, the costs associated with software and professional services revenues are not subject to the same degree of variability (e.g., these costs are generally fixed in nature within a relatively short period of time), and thus, fluctuations in our cost of software and services as a percentage of our software and services revenues will likely occur between periods.

**Cost of Maintenance (Exclusive of Depreciation).** The cost of maintenance for the: (i) second quarter of 2016 was \$11.1 million, relatively consistent when compared to \$10.5 million for the second quarter of 2015; and (ii) six months ended June 30, 2016 was \$21.0 million, relatively consistent when compared to \$20.4 million for the six

months ended June 30, 2015. Total cost of maintenance as a percentage of our maintenance revenues for the: (i) second quarters of 2016 and 2015 were 58.2% and 55.4%, respectively; and (ii) six months ended June 30, 2016 and 2015 were 57.8% and 53.5%, respectively.

R&D Expense. R&D expense for the: (i) second quarter of 2016 decreased 6% to \$24.3 million, from \$25.9 million for the second quarter of 2015; and (ii) six months ended June 30, 2016 decreased 7% to \$47.9 million, from \$51.6 million for the six months ended June 30, 2015, with the decrease primarily attributed to the reassignment of personnel and the related costs previously allocated to development projects to client directed and funded work on our ACP platform. As a percentage of total revenues, R&D expense for the second quarters of 2016 and 2015 was 12.8% and 14.2%, respectively. R&D expense for the first quarter of 2016 was \$23.6 million.

Our R&D efforts are focused on the continued evolution of our solutions that enable service providers worldwide to provide a more personalized customer experience while introducing new digital products and services. This includes the continued investment in our business support solutions aimed at improving a providers' time-to-market for new offerings, flexibility, scalability, and total cost of ownership. While we expect our R&D focus in the near-term will be relatively consistent with previous quarters, we anticipate the level of R&D investment to trend up, consistent with the opportunities that we see in our markets.

**SG&A Expense.** SG&A expense for the: (i) second quarter of 2016 was \$35.0 million, relatively consistent with \$34.6 million for the second quarter of 2015; and (ii) six months ended June 30, 2016 was \$69.0 million, a slight increase when compared to \$68.0 million for the six months ended June 30, 2015. Our SG&A costs as a percentage of total revenues for the second quarters of 2016 and 2015 were 18.4% and 18.9%, respectively.

**Restructuring and Reorganization Charges.** Restructuring and reorganization charges for the: (i) second quarters of 2016 and 2015 were \$5.3 million and \$0.4 million, respectively; and (ii) six months ended June 30, 2016 and 2015 were \$(0.4) million and \$1.0 million, respectively. The second quarter of 2016 restructuring and reorganization charges are primarily related to the organizational realignments completed during the quarter. For the six months ended June 30, 2016, these charges were offset by the gain on the sale of our cyber-security business marketed under the Invotas brand. During 2015, we sold Invotas to certain former management personnel, and in February 2016, the business was acquired by a third-party. As a result, we received additional consideration which was contingent upon a liquidation event, resulting in an additional gain on the sale of \$6.6 million, which reduced our restructuring and reorganization charges for the six months ended June 30, 2016.

The restructuring activities during the second quarter of 2016 were focused mainly on improving our organizational and management structure to align with our longer-term strategy, and resulted in the elimination of approximately 50 positions during the quarter. The ongoing savings from these actions will be reinvested back into the business.

**Operating Income.** Operating income for the: (i) second quarter of 2016 was \$29.4 million, or 15.4% of total revenues, compared to \$26.2 million, or 14.3% of total revenues for the second quarter of 2015; and (ii) six months ended June 30, 2016 was \$70.7 million, or 18.8% of total revenues, compared to \$48.0 million, or 13.0% of total revenues for the six months ended June 30, 2015.

- The improvement in operating income and operating income margin percentage for the quarter is mainly attributed to the higher revenues generated during the second quarter of 2016 and improvement in our operational costs which more than offset the negative impact of the restructuring and reorganization charges noted above.
- The year-to-date improvement in operating income and operating income margin can be primarily attributed to higher revenues generated during the second quarter of 2016 and the overall reduction in operating expenses discussed above.

At this time, we expect our operating income and operating margin percentage to trend downward in the second half of 2016, as compared to the first half of the year, due to the expected revenue headwinds related to Charter's acquisition of Time Warner (as previously discussed above), as well as our anticipated additional investments in R&D, our go-to-market programs, and the operating environments for our cloud solutions (e.g., resiliency, security, etc.).

**Interest Expense.** Interest expense for the: (i) second quarter of 2016 increased 76% to \$4.5 million, from \$2.5 million for the second quarter of 2015; and (ii) six months ended June 30, 2016 increased 27% to \$7.5 million, from \$5.9 million for the six months ended June 30, 2015. These increases are primarily due to the interest on the 2016 Convertible Notes in March 2016, discussed below.

**Loss on Repurchase of Convertible Notes.** Following the issuance of the 2016 Convertible Notes in March 2016, we purchased \$106 million aggregate principal amount of the 2010 Convertible Notes for an aggregated purchase price of \$198.4 million and recognized a loss on the repurchases of \$8.3 million.

**Income Tax Provision.** The effective income tax rates for the second quarters and six months ended June 30, 2016 and 2015 were as follows:

| Quarter<br>Ended |      | Six Months<br>Ended |      |
|------------------|------|---------------------|------|
| June 30,         |      | June 30,            |      |
| 2016             | 2015 | 2016                | 2015 |
| 37%              | 43 % | 36%                 | 43 % |

The quarter and six months ended June 30, 2015 effective income tax rate excluded any benefits from R&D tax credits, as they did not receive Congressional approval until the fourth quarter of 2015.

For the full-year 2016 we are currently estimating an effective income tax rate of approximately 36%.

## Liquidity

### Cash and Liquidity

As of June 30, 2016, our principal sources of liquidity included cash, cash equivalents, and short-term investments of \$286.7 million as compared to \$385.2 million as of March 31, 2016 and \$240.9 million as of as of December 31, 2015. We generally invest our excess cash balances in low-risk, short-term investments to limit our exposure to market and credit risks.

As part of our 2015 Credit Agreement, we have a \$200 million senior secured revolving loan facility with a syndicate of financial institutions that expires in February 2020. As of June 30, 2016, there were no borrowings outstanding on the 2015 Revolver. The 2015 Credit Agreement contains customary affirmative covenants and financial covenants. As of June 30, 2016, and the date of this filing, we believe that we are in compliance with the provisions of the 2015 Credit Agreement.

Our cash, cash equivalents, and short-term investment balances as of the end of the indicated periods were located in the following geographical regions (in thousands):

|  | June 30,<br>2016 | December 31,<br>2015 |
|--|------------------|----------------------|
| Americas (principally the U.S.)                    | \$241,408        | \$ 199,117           |
| Europe, Middle East and Africa                     | 38,032           | 36,396               |
| Asia Pacific                                       | 7,292            | 5,423                |
| Total cash, equivalents and short-term investments | \$286,732        | \$ 240,936           |

We generally have ready access to substantially all of our cash, cash equivalents, and short-term investment balances, but may face limitations on moving cash out of certain foreign jurisdictions due to currency controls. As of June 30, 2016, we had \$3.7 million of cash restricted as to use primarily to collateralize outstanding letters of credit.

### Cash Flows From Operating Activities

We calculate our cash flows from operating activities in accordance with GAAP, beginning with net income, adding back the impact of non-cash items or non-operating activity (e.g., depreciation, amortization, amortization of OID, impairments, deferred income taxes, stock-based compensation, etc.), and then factoring in the impact of changes in operating assets and liabilities. See our 2015 10-K for a description of the primary uses and sources of our cash flows from operating activities.

Our first and second quarters of 2016 and 2015 net cash flows from operating activities, broken out between operations and changes in operating assets and liabilities, for the quarters ended are as follows (in thousands):

|                                       | Changes<br>in<br>Operating<br>Assets<br>and<br>Operations | Net Cash<br>Provided<br>by<br>(Used In)<br>Operating<br>Activities –<br>Totals |
|---------------------------------------|---|--|
| Cash Flows from Operating Activities: |   |  |
| 2016:                                 |   |  |

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|                    |           |              |           |
|--------------------|-----------|--------------|-----------|
| March 31           | \$ 36,755 | \$ (26,081 ) | \$ 10,674 |
| June 30            | 28,880    | 11,211       | 40,091    |
| Year-to-date total | \$ 65,635 | \$ (14,870 ) | \$ 50,765 |
| 2015:              |           |              |           |
| March 31           | \$ 26,193 | \$ (7,257 )  | \$ 18,936 |
| June 30            | 26,770    | 12,806       | 39,576    |
| Year-to-date total | \$ 52,963 | \$ 5,549     | \$ 58,512 |

Cash flows from operating activities for the first quarter of 2016 and 2015 reflect the negative impacts of the payment of the 2015 and 2014 year-end accrued employee incentive compensation in the first quarter subsequent to the year-end accrual for these items. In addition, cash flows from operations for the first quarter of 2016 was negatively impacted by a prospective change in the timing of payment terms for a key vendor related to postage costs.

We believe the above table illustrates our ability to generate recurring quarterly cash flows from our operations, and the importance of managing our working capital items. The variations in our net cash provided by (used in) operating activities are related mostly to the

changes in our operating assets and liabilities (related mostly to fluctuations in timing at quarter-end of client payments and changes in accrued expenses), and generally over longer periods of time, do not significantly impact our cash flows from operations.

Significant fluctuations in key operating assets and liabilities between 2016 and 2015 that impacted our cash flows from operating activities are as follows:

#### Billed Trade Accounts Receivable

Management of our billed accounts receivable is one of the primary factors in maintaining consistently strong quarterly cash flows from operating activities. Our billed trade accounts receivable balance includes significant billings for several non-revenue items (primarily postage, sales tax, and deferred revenue items). As a result, we evaluate our performance in collecting our accounts receivable through our calculation of days billings outstanding (“DBO”) rather than a typical days sales outstanding (“DSO”) calculation. DBO is calculated by taking the average monthly net trade accounts receivable balance for the period divided by the billings for the period (including non-revenue items).

Our gross and net billed trade accounts receivable and related allowance for doubtful accounts receivable (“Allowance”) as of the end of the indicated quarterly periods, and the related DBOs for the quarters then ended, are as follows (in thousands, except DBOs):

| Quarter Ended | Gross     | Allowance   | Net Billed | DBOs |
|---------------|-----------|-------------|------------|------|
| 2016:         |           |             |            |      |
| March 31      | \$185,297 | \$ (3,647 ) | \$181,650  | 61   |
| June 30       | 182,640   | (3,726 )    | 178,914    | 63   |
| 2015:         |           |             |            |      |
| March 31      | \$183,283 | \$ (3,187 ) | \$180,096  | 64   |
| June 30       | 176,206   | (3,937 )    | 172,269    | 65   |

As a global provider of software and professional services, a portion of our accounts receivable balance relates to clients outside the U.S. As a result, this diversity in the geographic composition of our client base may adversely impact our DBOs as longer billing cycles (i.e., billing terms and cash collection cycles) are an inherent characteristic of international software and professional services transactions. For example, our ability to bill (i.e., send an invoice) and collect arrangement fees may be dependent upon, among other things: (i) the completion of various client administrative matters, local country billing protocols and processes (including local cultural differences), and/or non-client administrative matters; (ii) us meeting certain contractual invoicing milestones; or (iii) the overall project status in certain situations in which we act as a subcontractor to another vendor on a project.

#### Unbilled Trade Accounts Receivable

Revenue earned and recognized prior to the scheduled billing date of an item is reflected as unbilled accounts receivable. Our unbilled accounts receivable as of the end of the indicated periods are as follows (in thousands):

|          | 2016     | 2015     |
|----------|----------|----------|
| March 31 | \$39,236 | \$44,281 |
| June 30  | 34,518   | 47,216   |

The unbilled accounts receivable balances above are primarily the result of several transactions with various milestone and contractual billing dates which have not yet been reached. Unbilled accounts receivable are an inherent



characteristic of certain software and professional services transactions and may fluctuate between quarters, as these type of transactions typically have scheduled invoicing terms over several quarters, as well as certain milestone billing events.

#### Trade Accounts Payable

Trade accounts payable decreased \$16.7 million to \$26.7 million as of June 30, 2016, from \$43.4 million as of December 31, 2015, due primarily to a prospective change in the timing of payment terms for a key vendor related to postage costs and normal fluctuations in the timing of payments.

#### Deferred Revenue

Deferred revenue (current and non-current) increased \$7.9 million to \$59.6 million as of June 30, 2016, from \$51.7 million as of December 31, 2015, primarily as a result of annual recurring services that are typically billed in the first half of each year.

## Income Taxes Payable/Receivable

Net income taxes payable/receivable (current and non-current) at June 30, 2016 was a net income taxes receivable balance of \$1.5 million compared to the net income taxes payable balance of \$9.3 million at December 31, 2015. This net \$10.8 million change is primarily due to the timing of our estimated Federal and state income tax payments.

## Cash Flows From Investing Activities

Our typical investing activities consist of purchases/sales of short-term investments, purchases of property and equipment, and investments in client contracts, which are discussed below.

**Purchases/Sales of Short-term Investments.** For the six months ended June 30, 2016 and 2015, we purchased \$102.1 million and \$73.9 million, respectively, and sold (or had mature) \$61.8 million and \$94.8 million, respectively, of short-term investments. We continually evaluate the appropriate mix of our investment of excess cash balances between cash equivalents and short-term investments in order to maximize our investment returns and will likely purchase and sell additional short-term investments in the future.

**Property and Equipment/Client Contracts.** Our capital expenditures for the six months ended June 30, 2016 and 2015, for property and equipment, and investments in client contracts were as follows (in thousands):

|                        | Six Months<br>Ended<br>June 30,<br>2016    2015 |          |
|------------------------|---|----------|
| Property and equipment | \$8,863   | \$11,425 |
| Client contracts       | 4,461   | 4,526    |

Our property and equipment expenditures for these periods consisted principally of investments in: (i) computer hardware, software, and related equipment; and (ii) statement production equipment.

Our investments in client contracts for the six months ended June 30, 2016 and 2015 relate primarily to client incentive payments (\$1.5 million and \$1.5 million, respectively), and the deferral of costs related to conversion/set-up services provided under long-term service contracts (\$3.0 million and \$3.0 million, respectively).

**Proceeds from the Disposition of Business Operations.** During the six months ended June 30, 2016, we received additional cash proceeds totaling \$8.9 million related to the sale of our cyber-security business marketed under the Invotas brand. The proceeds were contingent on a liquidation event, as defined in the sale agreement.

## Cash Flows From Financing Activities

Our financing activities typically consist of activities associated with our common stock and our long-term debt.

**Cash Dividends Paid on Common Stock.** During the six months ended June 30, 2016 and 2015, the Board approved dividend payments totaling \$12.0 million and \$11.5 million, respectively. During the six months ended June 30, 2016 and 2015, we paid dividends of \$12.3 million and \$11.2 million, respectively (with the additional amounts attributed to dividends for incentive shares paid upon vesting).

**Repurchase of Common Stock.** During the six months ended June 30, 2016 and 2015, we repurchased approximately 0.3 million shares of our common stock during each period under the guidelines of our Stock Repurchase Program for \$9.5 million and \$7.0 million, respectively. Additionally in the first quarter of 2015, we entered into an ASR

Agreement to repurchase \$50 million of our common stock, which was paid to a counterparty in March 2015.

Outside of our Stock Repurchase Program, during the six months ended June 30, 2016 and 2015, we repurchased from our employees and then cancelled approximately 0.3 million share and 0.2 million shares, respectively, of our common stock during each period for \$10.0 million and \$5.9 million, respectively, in connection with minimum tax withholding requirements resulting from the vesting of restricted common stock under our stock incentive plans.

Long-term Debt. During the six months ended June 30, 2016, we completed an offering of \$230 million of 4.25% senior subordinated convertible notes due March 15, 2036 (the “2016 Convertible Notes”), paid \$6.7 million of deferred financing costs, and repurchased \$106 million aggregate principal amount of the 2010 Convertible Notes for a total purchase price of \$198.4 million.

During the six months ended June 30, 2015, we amended our 2012 Credit Agreement and as a result, we repaid the outstanding principal balance of \$120.0 million and borrowed \$150.0 million under the 2015 Credit Agreement, resulting in a net increase of available cash of \$30 million. As part of the refinancing, we paid \$2.7 million of deferred financing costs.

Additionally, during the six months ended June 30, 2016 and 2015, we made principal repayments of \$3.8 million during each period, respectively. See Note 4 to our Financial Statements for additional discussion of our long-term debt.

#### Capital Resources

The following are the key items to consider in assessing our sources and uses of capital resources:

##### Current Sources of Capital Resources.

- Cash, Cash Equivalents and Short-term Investments. As of June 30, 2016, we had cash, cash equivalents, and short-term investments of \$286.7 million, of which approximately 81% is in U.S. Dollars and held in the U.S. We have \$3.7 million of restricted cash, used primarily to collateralize outstanding letters of credit. For the remainder of the monies denominated in foreign currencies and/or located outside the U.S., we do not anticipate any material amounts being unavailable for use in running our business.

In March 2016, we made the decision to refinance our 2010 Convertible Notes with the issuance of \$230 million dollars of the 2016 Convertible Notes. To date, we have used \$198 million of the proceeds from the 2016 Convertible Notes to repurchase close to 70% of our previously outstanding aggregate principal amount of the 2010 Convertible Notes. We will continue to monitor and evaluate how best to settle this remaining aggregate principal amount, which had a settlement value of approximately \$78 million on July 29, 2016 and a maturity date of March 1, 2017.

- Operating Cash Flows. As described in the Liquidity section above, we believe we have the ability to generate strong cash flows to fund our operating activities and act as a source of funds for our capital resource needs.
- Revolving Loan Facility. As of June 30, 2016, we had a \$200 million revolving loan facility, the 2015 Revolver, with a syndicate of financial institutions. As of June 30, 2016, we had no borrowing outstanding on our 2015 Revolver and had the entire \$200 million available to us. The 2015 Credit Agreement provides us with additional capital capacity, and greater flexibility to manage our capital structure over the next five years. Our long-term debt obligations are discussed in more detail in Note 4 to our Financial Statements.

Uses/Potential Uses of Capital Resources. Below are the key items to consider in assessing our uses/potential uses of capital resources:

- Common Stock Repurchases. We have made repurchases of our common stock in the past under our Stock Repurchase Program. As of June 30, 2016, we had 6.8 million shares authorized for repurchase remaining under our Stock Repurchase Program. Our 2015 Credit Agreement places certain limitations on our ability to repurchase our common stock.

During the six months ended June 30, 2016, we repurchased 0.3 million shares of our common stock for \$9.5 million (weighted-average price of \$36.07 per share).

Under our Stock Repurchase Program, we may repurchase shares in the open market or a privately negotiated transaction, including through an ASR plan or under a SEC Rule 10b5-1 plan. The actual timing and amount of the share repurchases will be dependent on the then current market conditions and other business-related factors. Our common stock repurchases are discussed in more detail in Note 8 to our Financial Statements.

- Cash Dividends. During the six months ended June 30, 2016, the Board declared dividends totaling \$12.0 million. Going forward, we expect to pay cash dividends each year in March, June, September, and December, with the amount and timing subject to the Boards' approval.

- Acquisitions. As part of our growth strategy, we are continually evaluating potential business and/or asset acquisitions and investments in market share expansion with our existing and potential new clients.
- Capital Expenditures. During the six months ended June 30, 2016, we spent \$8.9 million on capital expenditures. At this time, we expect our 2016 capital expenditures to be relatively consistent with that of 2015. As of June 30, 2016, we have made no significant capital expenditure commitments.
- Investments in Client Contracts. In the past, we have provided incentives to new or existing clients to convert their customer accounts to, or retain their customer's accounts on, our customer care and billing solutions. During the six months ended

June 30, 2016, we made investments in client contracts of \$4.5 million. As of June 30, 2016, we had commitments to make \$1.5 million of client incentive payments in 2016.

We have issued stock warrants to Comcast (the “Warrant Agreement”) for the right to purchase up to approximately 2.9 million shares of our common stock (the “Stock Warrants”) as an additional incentive for Comcast to convert new customer accounts to ACP. Once vested, Comcast may exercise the Stock Warrants and elect either physical delivery of common shares or net share settlement (cashless exercise). Alternatively, the exercise of the Stock Warrants may be settled with cash based solely on our approval, or if Comcast were to beneficially own or control in excess of 19.99% of the common stock or voting of the Company. As of June 30, 2016, approximately 1 million Stock Warrants had vested based on the terms of the Warrant Agreement, and none of these Stock Warrants have been exercised to date. The Stock Warrants are discussed in more detail in Note 8 to our Financial Statements.

· Long-Term Debt. As discussed above, in March 2016, we completed an offering of \$230 million of 4.25% senior subordinated convertible notes due March 15, 2036 (the 2016 Convertible Notes). As of June 30, 2016, our long-term debt consisted of the following: (i) 2016 Convertible Notes with a par value of \$230 million; (ii) 2010 Convertible Notes with a par value of \$43.8 million; and (iii) 2015 Credit Agreement term loan borrowings of \$138.8 million.

#### 2016 Convertible Notes

The net proceeds from the sale of the 2016 Convertible Notes were approximately \$223 million after deducting the initial purchasers’ discount and estimated financing costs payable by us. We used a portion of the net proceeds from the offering of the 2016 Convertible Notes to repurchase approximately \$106 million aggregate principal amount of our 2010 Convertible Notes in two separate transactions in March and April 2016 for a total purchase price of approximately \$198 million. After these repurchases, the remaining aggregate principal outstanding on the 2010 Convertible Notes is \$43.8 million. The remainder of the net proceeds will be used to settle the outstanding 2010 Convertible Notes.

During the next twelve months, there are no scheduled conversion triggers on our 2016 Convertible Notes. As a result, we expect our required debt service cash outlay during the next twelve months for the 2016 Convertible Notes to be limited to interest payments of \$9.8 million.

#### 2010 Convertible Notes

Prior to September 1, 2016, holders of the 2010 Convertible Notes can convert their securities at any time in the fiscal quarter following the period in which the price of our common stock trades over 130% of the conversion price for the last 20 consecutive trading days in the last 30 trading days of a fiscal quarter. As of June 16, 2016, the closing price of our common stock exceeded 130% of the conversion price for the required period, thus allowing the 2010 Convertible Notes to be converted at the holder’s option through August 31, 2016.

Upon any conversion of the 2010 Convertible Notes, we will settle our conversion obligation as follows: (i) we are required to pay cash for 100% of the par value of the 2010 Convertible Notes that are converted; and (ii) to the extent the value of our conversion obligation exceeds the par value, we can satisfy the remaining conversion obligation in our common stock, cash or any combination of our common stock and cash, at our discretion. As of July 29, 2016 and based on our July 29, 2016 closing stock price of \$40.26 per share, the \$43.8 million principal amount of the 2010 Convertible Notes would have had a total settlement value of approximately \$78 million.

If none of the 2010 Convertible Notes are converted or repurchased prior to maturity, we expect our debt service cash outlay for the next twelve months for the 2010 Convertible Notes will be \$1.2 million of interest payments, with the remaining aggregate principal of \$43.8 million due March 1, 2017.

#### 2015 Credit Agreement

Our 2015 Credit Agreement mandatory repayments and the cash interest expense (based upon current interest rates) for the next twelve months is \$11.3 million, and \$3.8 million, respectively. We have the ability to make prepayments on our 2015 Credit Agreement without penalty.

Our long-term debt obligations are discussed in more detail in Note 4 to our Financial Statements.

In summary, we expect to continue to have material needs for capital resources going forward, as noted above. We believe that our current cash, cash equivalents and short-term investments balances and our 2015 Revolver, together with cash expected to be generated in the future from our current operating activities, will be sufficient to meet our anticipated capital resource requirements for at least the next 12 months. We also believe we could obtain additional capital through other debt sources which may be available to us if deemed appropriate.

### Item 3. Quantitative and Qualitative Disclosures About Market Risk

Market risk is the potential loss arising from adverse changes in market rates and prices. As of June 30, 2016, we are exposed to various market risks, including changes in interest rates, fluctuations and changes in the market value of our cash equivalents and short-term investments, and changes in foreign currency exchange rates. We have not historically entered into derivatives or other financial instruments for trading or speculative purposes.

#### Interest Rate Risk

**Long-Term Debt.** The interest rates on our 2016 Convertible Notes and our 2010 Convertible Notes are fixed, and thus, as it relates to our convertible debt borrowings, we are not exposed to changes in interest rates.

The interest rates under our 2015 Credit Agreement are based upon an adjusted LIBOR rate plus an applicable margin, or an alternate base rate plus an applicable margin. Refer to Note 4 to our Financial Statements for further details of our long-term debt.

A hypothetical adverse change of 10% in the June 30, 2016 adjusted LIBOR rate would not have had a material impact upon our results of operations.

#### Market Risk

**Cash Equivalents and Short-term Investments.** Our cash and cash equivalents as of June 30, 2016 and December 31, 2015 were \$135.1 million and \$132.6 million, respectively. Certain of our cash balances are “swept” into overnight money market accounts on a daily basis, and at times, any excess funds are invested in low-risk, somewhat longer term, cash equivalent instruments and short-term investments. Our cash equivalents are invested primarily in institutional money market funds, commercial paper, and time deposits held at major banks. We have minimal market risk for our cash and cash equivalents due to the relatively short maturities of the instruments.

Our short-term investments as of June 30, 2016 and December 31, 2015 were \$151.6 million and \$108.3 million, respectively. Currently, we utilize short-term investments as a means to invest our excess cash only in the U.S. The day-to-day management of our short-term investments is performed by a large financial institution in the U.S., using strict and formal investment guidelines approved by our Board. Under these guidelines, short-term investments are limited to certain acceptable investments with: (i) a maximum maturity; (ii) a maximum concentration and diversification; and (iii) a minimum acceptable credit quality. At this time, we believe we have minimal liquidity risk associated with the short-term investments included in our portfolio.

**Long-Term Debt.** The fair value of our convertible debt is exposed to market risk. We do not carry our convertible debt at fair value but present the fair value for disclosure purposes (see Note 2 to our Financial Statements). Generally, the fair value of our convertible debt is impacted by changes in interest rates and changes in the price and volatility of our common stock. As of June 30, 2016, the fair value of the 2016 Convertible Notes and the 2010 Convertible Notes was estimated at \$243.2 million and \$78.5 million, respectively, using quoted market prices.

#### Foreign Currency Exchange Rate Risk.

Due to foreign operations around the world, our balance sheet and income statement are exposed to foreign currency exchange risk due to the fluctuations in the value of currencies in which we conduct business. While we attempt to maximize natural hedges by incurring expenses in the same currency in which we contract revenue, the related expenses for that revenue could be in one or more differing currencies than the revenue stream.



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During the six months ended June 30, 2016, we generated approximately 90% of our revenues in U.S. dollars. We expect that, in the foreseeable future, we will continue to generate a very large percentage of our revenues in U.S. dollars.

As of June 30, 2016 and December 31, 2015, the carrying amounts of our monetary assets and monetary liabilities on the books of our non-U.S. subsidiaries in currencies denominated in a currency other than the functional currency of those non-U.S. subsidiaries are as follows (in thousands, in U.S. dollar equivalents):

|                 | June 30, 2016        |                 | December 31, 2015    |                 |
|-----------------|----------------------|-----------------|----------------------|-----------------|
|                 | Monetary Liabilities | Monetary Assets | Monetary Liabilities | Monetary Assets |
| Pounds sterling | \$-                  | \$ 3,408        | \$-                  | \$ 2,646        |
| Euro            | (56 )                | 11,722          | (179 )               | 10,063          |
| U.S. Dollar     | (383 )               | 24,280          | (346 )               | 18,551          |
| Other           | (50 )                | 4,265           | (53 )                | 3,709           |
| Totals          | \$(489 )             | \$ 43,675       | \$(578 )             | \$ 34,969       |

A hypothetical adverse change of 10% in the June 30, 2016 exchange rates would not have had a material impact upon our results of operations based on the monetary assets and liabilities as of June 30, 2016.

#### Item 4. Controls and Procedures

##### (a) Disclosure Controls and Procedures

As required by Rule 13a-15(b), our management, including the Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”), conducted an evaluation as of the end of the period covered by this report of the effectiveness of our disclosure controls and procedures as defined in Rule 13a-15(e). Based on that evaluation, the CEO and CFO concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report.

##### (b) Internal Control Over Financial Reporting

As required by Rule 13a-15(d), our management, including the CEO and CFO, also conducted an evaluation of our internal control over financial reporting, as defined by Rule 13a-15(f), to determine whether any changes occurred during the quarter covered by this report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. Based on that evaluation, the CEO and CFO concluded that there has been no such change during the quarter covered by this report.

CSG SYSTEMS INTERNATIONAL, INC.

## PART II. OTHER INFORMATION

### Item 1. Legal Proceedings

From time-to-time, we are involved in litigation relating to claims arising out of our operations in the normal course of business. We are not presently a party to any material pending or threatened legal proceedings.

### Item 1A. Risk Factors

As a result of Charter's acquisition of Time Warner in May 2016, we have updated the following risk factor, included in Item 1A. Risk Factors in our 2015 Form 10-K, to reflect the impact of this transaction to our business:

**We Derive a Significant Portion of Our Revenues From a Limited Number of Clients, and the Loss of the Business of a Significant Client Could Have a Material Adverse Effect on Our Financial Position and Results of Operations.**

Over the past decade, the worldwide communications industry has experienced significant consolidation, resulting in a large percentage of the market being served by a limited number of service providers with greater size and scale, and there are possibilities of further consolidation. Consistent with this market concentration, we generate approximately 60% of our revenues from our three largest clients, which are (in order of size) Comcast, Charter (to include the recently acquired Time Warner business), and DISH, which each individually accounted for 10% or more of our total revenues. See the Significant Client Relationships section of MD&A in this Form 10-Q and in our 2015 10-K for key renewal dates and a brief summary of our business relationship with these clients.

There are inherent risks whenever a large percentage of total revenues are concentrated with a limited number of clients. One such risk is that a significant client could: (i) undergo a formalized process to evaluate alternative providers for services we provide; (ii) terminate or fail to renew their contracts with us, in whole or in part for any reason; (iii) significantly reduce the number of customer accounts processed on our solutions, the price paid for our services, or the scope of services that we provide; or (iv) experience significant financial or operating difficulties. Any such development could have a material adverse effect on our financial position and results of operations and/or trading price of our common stock.

Our industry is highly competitive, and as a result, it is possible that a competitor could increase its footprint and share of customers processed at our expense or a provider could develop their own internal solutions. While our clients may incur some costs in switching to our competitors or their own internally-developed solutions, they may do so for a variety of reasons, including: (i) price; (ii) if we do not provide satisfactory solutions or service levels; or (iii) if we do not maintain favorable relationships.

### Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

The following table presents information with respect to purchases of company common stock made during the second quarter of 2016 by CSG Systems International, Inc. or any "affiliated purchaser" of CSG Systems International, Inc., as defined in Rule 10b-18(a)(3) under the Exchange Act.

| Period             | Total<br>Number of<br>Shares<br>Purchased<br>as<br>Part of<br>Publicly<br>Announced<br>Plans or<br>Programs<br>(2) | Average<br>Price<br>Paid<br>Per<br>Share<br>(1) | Maximum<br>Number<br>(or<br>Approximate<br>Dollar Value)<br>of<br>Shares that<br>May<br>Yet Be<br>Purchased<br>Under the<br>Plan or<br>Programs (2) |
|--------------------|--|---|---|
|                    |  |   |   |
| April 1 - April 30 | 394  | \$ 45.18  | -   |
| May 1 - May 31     | 8,466  | 42.50   | -   |
| June 1 - June 30   | 2,854  | 41.23   | -   |
| Total              | 11,714   | \$ 42.28  | -   |

(1) The total number of shares purchased that are not part of the Stock Repurchase Program represents shares purchased and cancelled in connection with stock incentive plans.

(2) See Note 8 to our Financial Statements for additional information regarding our share repurchases.

### Item 3. Defaults Upon Senior Securities

None

Item 4. Mine Safety Disclosures

None

Item 5. Other Information

None

Item 6. Exhibits

The Exhibits filed or incorporated by reference herewith are as specified in the Exhibit Index.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: August 3, 2016

CSG SYSTEMS INTERNATIONAL, INC.

/s/ Bret C. Griess  
Bret C. Griess  
President and Chief Executive Officer  
(Principal Executive Officer)

/s/ Randy R. Wiese  
Randy R. Wiese  
Executive Vice President and Chief Financial Officer  
(Principal Financial Officer)

/s/ Rolland B. Johns  
Rolland B. Johns  
Chief Accounting Officer  
(Principal Accounting Officer)

CSG SYSTEMS INTERNATIONAL, INC.

INDEX TO EXHIBITS

| Exhibit<br>Number | Description   |
|-------------------|---|
| 10.22V*           | Twenty-Second Amendment to the CSG Master Subscriber Management System Agreement Between CSG Systems, Inc. and Comcast Cable Communications Management, LLC                   |
| 10.22W*           | Twenty-Fourth Amendment to the CSG Master Subscriber Management System Agreement Between CSG Systems, Inc. and Comcast Cable Communications Management, LLC                   |
| 10.24BB*          | One Hundred Fourth Amendment to the CSG Master Subscriber Management System Agreement Between CSG Systems, Inc. and Time Warner Cable Inc.                                    |
| 10.24BC*          | One Hundred Sixth Amendment to the CSG Master Subscriber Management System Agreement Between CSG Systems, Inc. and Time Warner Cable Inc.                                     |
| 10.25*            | Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC                              |
| 10.25A*           | First Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC       |
| 10.25B*           | Second Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC      |
| 10.25C*           | Fourth Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC      |
| 10.25D*           | Fifth Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC       |
| 10.25E*           | Sixth Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC       |
| 10.25F*           | Seventh Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC     |
| 10.25G*           | Eighth Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC      |
| 10.25H*           | Ninth Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC       |
| 10.25I*           | Tenth Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC       |
| 10.25J*           | Eleventh Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC    |
| 10.25K*           | Twelfth Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC     |
| 10.25L*           | Thirteenth Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC  |
| 10.25M*           | Fourteenth Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC  |
| 10.25N*           | Fifteenth Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC   |
| 10.25O            | Sixteenth Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC   |
| 10.25P*           | Seventeenth Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC |
| 10.25Q*           |   |





| Exhibit<br>Number | Description   |
|-------------------|---|
| 10.25R*           | Nineteenth Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC                    |
| 10.25S*           | Twentieth Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC                     |
| 10.25T*           | Twenty-First Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC                  |
| 10.25U*           | Twenty-Second Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC                 |
| 10.25V            | Twenty-Third Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC                  |
| 10.25W*           | Twenty-Fourth Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC                 |
| 10.25X*           | Twenty-Fifth Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC                  |
| 10.25Y*           | Twenty-Sixth Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC                  |
| 10.25Z*           | Twenty-Seventh Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC                |
| 10.25AA*          | Twenty-Ninth Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC                  |
| 10.25AB*          | Thirtieth Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC                     |
| 10.25AC*          | Thirty-First Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC                  |
| 10.25AD*          | Thirty-Second Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC                 |
| 10.25AE*          | Thirty-Third Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC                  |
| 10.25AF*          | Thirty-Fourth Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC                 |
| 10.25AG*          | Amended and Restated Thirty-Sixth Amendment to Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC |
| 10.25AH*          | Thirty-Seventh Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC                |
| 10.25AI*          | Thirty-Eighth Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC                 |
| 10.25AJ*          | Thirty-Ninth Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC                  |
| 10.25AK*          | Fortieth Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC                      |
| 10.25AL*          | Forty-First Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC                   |
| 10.25AM*          | Forty-Second Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC                  |
| 10.25AN*          | Forty-Third Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC                   |

Exhibit

Number Description

- 10.25AO\* Forty-Fourth Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC
- 10.25AP\* Forty-Sixth Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC
- 10.25AQ\* Forty-Seventh Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC
- 10.25AR\* Forty-Eighth Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC
- 10.25AS\* Forty-Ninth Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC
- 10.25AT\* Fiftieth Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC
- 10.25AU\* Fifty-First Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC
- 10.25AV\* Fifty-Second Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC
- 10.25AW\* Fifty-Third Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC
- 10.25AX\* Fifty-Fourth Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC
- 10.25AY\* Fifty-Fifth Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC
- 10.25AZ\* Fifty-Sixth Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC
- 10.25BA\* Fifty-Seventh Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC
- 10.25BB Fifty-Eighth Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC
- 10.25BC\* Fifty-Ninth Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC
- 10.25BD\* Sixtieth Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC
- 10.25BE\* Sixty-First Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC
- 10.25BF Sixty-Second Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC
- 10.25BG\* Sixty-Third Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC
- 10.25BH Sixty-Fourth Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC
- 10.25BI Sixty-Fifth Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC
- 10.25BJ Sixty-Sixth Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC
- 10.25BK\* Sixty-Eighth Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC

Exhibit

Number Description

- 10.25BL\* Sixty-Ninth Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC
- 10.25BM\* Seventieth Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC
- 10.25BN\* Seventy-First Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC
- 10.25BO\* Seventy-Second Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC
- 10.25BP\* Seventy-Fourth Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC
- 10.25BQ\* Seventy-Fifth Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC
- 10.25BR\* Seventy-Sixth Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC
- 10.25BS\* Seventy-Seventh Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC
- 10.25BT\* Seventy-Eighth Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC
- 10.25BU\* Seventy-Ninth Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC
- 10.25BV\* Eightieth Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC
- 10.25BW\* Eighty-First Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC
- 10.25BX\* Eighty-Third Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC
- 10.25BY\* Eighty-Fourth Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC
- 10.25BZ\* Eighty-Fifth Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC
- 10.25CA\* Eighty-Sixth Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC
- 10.25CB\* Eighty-Seventh Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC
- 10.25CC\* Eighty-Eighth Amendment to the Amended and Restated CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Charter Communications Holding Company, LLC
- 31.01 Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 31.02 Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 32.01 Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 101.INS XBRL Instance Document
- 101.SCH XBRL Taxonomy Extension Schema Document
- 101.CAL XBRL Taxonomy Extension Calculation Linkbase Document
- 101.DEF XBRL Taxonomy Extension Definition Linkbase Document

Exhibit

Number Description

101.LABXBRL Taxonomy Extension Label Linkbase Document

101.PRE XBRL Taxonomy Extension Presentation Linkbase Document

\*Portions of the exhibit have been omitted pursuant to an application for confidential treatment, and the omitted portions have been filed separately with the Commission.