

EPAM Systems, Inc.
Form 10-Q
August 08, 2017

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

FORM 10-Q

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

For the quarterly period ended June 30, 2017

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: 001-35418

EPAM SYSTEMS, INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

22-3536104
(I.R.S. Employer
Identification No.)

41 University Drive, Suite 202
Newtown, Pennsylvania
(Address of principal executive offices) (Zip code)
267-759-9000
(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 Web site, 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, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer

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

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Title of Each Class	Outstanding as of July 31, 2017
Common Stock, par value \$0.001 per share	52,523,337 shares

EPAM SYSTEMS, INC.

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements (Unaudited)

EPAM SYSTEMS, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

(Unaudited)

(US Dollars in thousands, except share and per share data)

	As of June 30, 2017	As of December 31, 2016
Assets		
Current assets		
Cash and cash equivalents	\$443,501	\$362,025
Restricted cash	2,638	2,400
Time deposits	403	403
Accounts receivable, net of allowance of \$1,419 and \$1,434, respectively	208,273	199,982
Unbilled revenues	107,858	63,325
Prepaid and other current assets, net of allowance of \$292 and \$644, respectively	23,275	15,690
Employee loans, net of allowance of \$0 and \$0, respectively	2,533	2,726
Total current assets	788,481	646,551
Property and equipment, net	77,115	73,616
Restricted cash	277	239
Employee loans, net of allowance of \$0 and \$0, respectively	2,705	3,252
Intangible assets, net	49,998	51,260
Goodwill	116,239	109,289
Deferred tax assets	33,022	31,005
Other long-term assets, net of allowance of \$138 and \$132, respectively	11,546	10,599
Total assets	\$1,079,383	\$925,811
Liabilities		
Current liabilities		
Accounts payable	\$4,253	\$3,213
Accrued expenses and other liabilities	47,822	49,895
Due to employees	41,312	32,203
Deferred compensation due to employees	1,172	5,900
Taxes payable	35,661	25,008
Total current liabilities	130,220	116,219
Long-term debt	25,033	25,048
Other long-term liabilities	4,424	3,132
Total liabilities	159,677	144,399
Commitments and contingencies (Note 8)		
Stockholders' equity		
Common stock, \$0.001 par value; 160,000,000 authorized; 52,476,671 and 51,117,422 shares issued, 52,456,936 and 51,097,687 shares outstanding at June 30, 2017 and December 31, 2016, respectively	51	50
Additional paid-in capital	439,523	374,907
Retained earnings	507,060	444,320
Treasury stock	(177)	(177)

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Accumulated other comprehensive loss	(26,751)	(37,688)
Total stockholders' equity	919,706	781,412
Total liabilities and stockholders' equity	\$1,079,383	\$925,811

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

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EPAM SYSTEMS, INC. AND SUBSIDIARIES
 CONDENSED CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME
 (Unaudited)
 (US Dollars in thousands, except per share data)

	Three Months		Six Months Ended	
	Ended June 30,		June 30,	
	2017	2016	2017	2016
Revenues	\$348,977	\$283,832	\$673,628	\$548,314
Operating expenses:				
Cost of revenues (exclusive of depreciation and amortization)	220,132	180,782	427,862	348,163
Selling, general and administrative expenses	80,419	64,241	158,872	125,735
Depreciation and amortization expense	7,020	6,123	13,692	11,225
Other operating expenses, net	724	606	1,554	780
Income from operations	40,682	32,080	71,648	62,411
Interest and other income, net	802	1,138	1,386	2,349
Foreign exchange gain (loss)	1,562	(2,295)	(1,393)	(3,585)
Income before provision for income taxes	43,046	30,923	71,641	61,175
Provision for income taxes	5,687	6,493	10,641	12,846
Net income	\$37,359	\$24,430	\$61,000	\$48,329
Foreign currency translation adjustments	4,551	(2,386)	10,937	2,313
Comprehensive income	\$41,910	\$22,044	\$71,937	\$50,642
Net income per share:				
Basic	\$0.72	\$0.49	\$1.19	\$0.97
Diluted	\$0.68	\$0.46	\$1.12	\$0.92
Shares used in calculation of net income per share:				
Basic	51,899	50,211	51,431	49,688
Diluted	54,848	53,271	54,371	52,803

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

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EPAM SYSTEMS, INC. AND SUBSIDIARIES
 CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
 (Unaudited)
 (US Dollars in thousands)

	Six Months Ended June 30,	
	2017	2016
Cash flows from operating activities:		
Net income	\$61,000	\$48,329
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	13,692	11,225
Bad debt expense	102	1,730
Deferred income taxes	(766)	) 69
Stock-based compensation expense	28,703	23,694
Excess tax benefit on stock-based compensation plans	—	(4,350)
Other	(1,550)	) 1,003
Changes in operating assets and liabilities:		
(Increase) decrease in operating assets:		
Accounts receivable	(4,630)	) (5,466)
Unbilled revenues	(44,133)	) 1,623
Prepaid expenses and other assets	736	194
Increase (decrease) in operating liabilities:		
Accounts payable	518	461
Accrued expenses and other liabilities	(3,333)	) (31,915)
Due to employees	4,549	6,597
Taxes payable	4,208	(3,840)
Net cash provided by operating activities	59,096	49,354
Cash flows from investing activities:		
Purchases of property and equipment	(11,441)	) (13,589)
Employee housing loans issued	(512)	) (941)
Proceeds from repayments of employee housing loans	1,315	1,028
Decrease in restricted cash and time deposits, net	94	29,991
Acquisition of businesses, net of cash acquired	(6,840)	) (2,515)
Other investing activities, net	(190)	) (2,156)
Net cash (used in) provided by investing activities	(17,574)	) 11,818
Cash flows from financing activities:		
Proceeds from stock option exercises	37,757	12,578
Excess tax benefit on stock-based compensation plans	—	4,350
Payments of withholding taxes related to net share settlements of restricted stock units	(2,702)) —
Proceeds from debt (Note 4)	25,000	20,000
Repayment of debt (Note 4)	(25,059)	) (15,060)
Acquisition of business, deferred consideration	—	(2,260)
Other financing activities, net	(864)	) 135
Net cash provided by financing activities	34,132	19,743
Effect of exchange rate changes on cash and cash equivalents	5,822	360
Net increase in cash and cash equivalents	81,476	81,275
Cash and cash equivalents, beginning of period	362,025	199,449
Cash and cash equivalents, end of period	\$443,501	\$280,724

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

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

(US Dollars in thousands, except share and per share data)

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

EPAM Systems, Inc. (the “Company” or “EPAM”) is a leading global provider of digital platform engineering and software development services to clients located around the world, primarily in North America, Europe, Asia and Australia. The Company has expertise in various industries, including software and hi-tech, financial services, media and entertainment, travel and hospitality, retail and distribution and life sciences and healthcare. The Company is incorporated in Delaware and headquartered in Newtown, PA.

Basis of Presentation — The accompanying unaudited condensed consolidated financial statements of EPAM have been prepared in accordance with generally accepted accounting principles in the United States (“GAAP”) and Article 10 of Regulation S-X under the Securities Exchange Act of 1934, as amended. The condensed consolidated financial statements include the financial statements of EPAM Systems, Inc. and its subsidiaries with all intercompany balances and transactions eliminated.

These unaudited condensed consolidated financial statements and accompanying notes should be read in conjunction with the Company’s audited consolidated financial statements and the notes thereto for the year ended December 31, 2016 included in its Annual Report on Form 10-K. The preparation of these condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in these condensed consolidated financial statements and accompanying notes. Actual results could differ from those estimates, and such differences may be material to the condensed consolidated financial statements.

Operating results for the interim periods are not necessarily indicative of results that may be expected to occur for the entire year. In our opinion, all adjustments considered necessary for a fair presentation of the accompanying unaudited condensed consolidated financial statements have been included, and all adjustments are of a normal and recurring nature.

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Change in Presentation of Certain Financial Information — During the first quarter of 2017, the Company changed the presentation of geographic area information about its consolidated revenues. Historically, information about geographic location of revenues excluded reimbursable expenses and other revenues, which primarily consist of travel and entertainment costs that are chargeable to clients. Effective January 1, 2017, the Company began reporting reimbursable expenses and other revenues based on location of clients to which these costs are chargeable and allocating them to respective geographic locations. These changes did not result in any adjustments to the Company's previously issued financial statements and were applied retrospectively beginning on January 1, 2015. Comparative information for the three and six months ended June 30, 2016 follows:

	Three Months Ended June 30, 2016					
	As Reported		After Reclassification			
	(in thousands except percentages)					
United States	\$145,882	51.4 %	\$147,364	51.9 %		
United Kingdom	45,016	15.9 %	45,652	16.1 %		
Switzerland	32,456	11.4 %	32,596	11.5 %		
Canada	15,173	5.3 %	15,327	5.4 %		
Russia	10,484	3.7 %	10,505	3.7 %		
Germany	9,663	3.4 %	9,736	3.4 %		
Hong Kong	5,091	1.8 %	5,283	1.9 %		
Sweden	5,888	2.1 %	6,033	2.1 %		
Netherlands	3,165	1.1 %	3,326	1.2 %		
Belgium	2,529	0.9 %	2,571	0.9 %		
Ireland	1,296	0.5 %	1,304	0.5 %		
Italy	993	0.4 %	1,006	0.4 %		
China	413	0.1 %	413	0.1 %		
Other locations	2,657	0.9 %	2,716	0.9 %		
Reimbursable expenses and other revenues	3,126	1.1 %	—	— %		
Total	\$283,832	100.0%	\$283,832	100.0%		
	Six Months Ended June 30, 2016					
	As Reported		After Reclassification			
	(in thousands except percentages)					
United States	\$281,440	51.3 %	\$284,003	51.8 %		
United Kingdom	88,006	16.1 %	89,212	16.3 %		
Switzerland	63,221	11.5 %	63,448	11.6 %		
Canada	30,874	5.6 %	31,173	5.7 %		
Russia	19,436	3.5 %	19,470	3.5 %		
Germany	18,369	3.4 %	18,475	3.4 %		
Hong Kong	10,845	2.0 %	11,227	2.0 %		
Sweden	9,948	1.8 %	10,161	1.9 %		
Netherlands	5,712	1.0 %	5,973	1.0 %		
Belgium	4,653	0.9 %	4,723	0.9 %		
Ireland	2,480	0.5 %	2,490	0.5 %		
Italy	1,629	0.3 %	1,674	0.3 %		
China	707	0.1 %	707	0.1 %		
Other locations	5,422	1.0 %	5,578	1.0 %		
Reimbursable expenses and other revenues	5,572	1.0 %	—	— %		
Total	\$548,314	100.0%	\$548,314	100.0%		

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Revenue Recognition — The Company recognizes revenue when the following criteria are met: (1) persuasive evidence of an arrangement exists; (2) delivery has occurred; (3) the sales price is fixed or determinable; and (4) collectability is reasonably assured. Determining whether and when some of these criteria have been satisfied often involves assumptions and judgments that can have a significant impact on the timing and amount of revenue reported.

The Company derives its revenues from a variety of service offerings, which represent specific competencies of its IT professionals. Contracts for these services have different terms and conditions based on the scope, deliverables, and complexity of the engagement, which require management to make judgments and estimates in determining the appropriate revenue recognition. Fees for these contracts may be in the form of time-and-materials or fixed-price arrangements. If there is an uncertainty about the project completion or receipt of payment for the services, revenue is deferred until the uncertainty is sufficiently resolved. At the time revenue is recognized, the Company provides for any contractual deductions and reduces the revenue accordingly. The Company reports gross reimbursable “out-of-pocket” expenses incurred as both revenues and cost of revenues in the condensed consolidated statements of income and comprehensive income.

The Company defers amounts billed to its clients for revenues not yet earned. Such amounts are anticipated to be recorded as revenues when services are performed in subsequent periods. Unbilled revenue is recorded when services have been provided but billed subsequent to the period end in accordance with the contract terms.

Fair Value of Financial Instruments — The Company makes assumptions about fair values of its financial assets and liabilities in accordance with the Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Topic 820, “Fair Value Measurement”, and utilizes the following fair value hierarchy in determining inputs used for valuation:

Level 1 — Quoted prices for identical assets or liabilities in active markets.

Level 2 — Inputs other than quoted prices within Level 1 that are observable either directly or indirectly, including quoted prices in markets that are not active, quoted prices in active markets for similar assets or liabilities, and observable inputs other than quoted prices such as interest rates or yield curves.

Level 3 — Unobservable inputs reflecting our view about the assumptions that market participants would use in pricing the asset or liability.

Where the fair values of financial assets and liabilities recorded in the condensed consolidated balance sheets cannot be derived from an active market, they are determined using a variety of valuation techniques. These valuation techniques include a net present value technique, comparison to similar instruments with market observable inputs, option pricing models and other relevant valuation models. To the extent possible, observable market data is used as inputs into these models but when it is not feasible, a degree of judgment is required to establish fair values.

Changes in fair value could cause a material impact to, and volatility in the Company’s operating results. See Note 3 for disclosures related to fair value.

Business Combinations — The Company accounts for its business combinations using the acquisition accounting method, which requires it to determine the fair value of net assets acquired and the related goodwill and other intangible assets in accordance with the FASB ASC Topic 805, “Business Combinations.” The Company identifies and attributes fair values and estimated lives to the intangible assets acquired and allocates the total cost of an acquisition to the underlying net assets based on their respective estimated fair values. Determining the fair value of assets acquired and liabilities assumed requires management’s judgment and involves the use of significant estimates, including projections of future cash inflows and outflows, discount rates, asset lives and market multiples. There are different valuation models for each component, the selection of which requires considerable judgment. These determinations will affect the amount of amortization expense recognized in future periods. The Company bases its fair value estimates on assumptions it believes are reasonable, but recognizes that the assumptions are inherently uncertain.

All acquisition-related costs, other than the costs to issue debt or equity securities, are accounted for as expenses in the period in which they are incurred. Changes in fair value of contingent consideration arrangements that are not measurement period adjustments are recognized in earnings. Payments to settle contingent consideration up to the acquisition-date fair value are reflected in cash flows used in financing activities and amounts paid in excess of acquisition-date fair value are reflected in cash flows from operating activities in the Company’s condensed

consolidated statements of cash flows.

The acquired assets typically consist of customer relationships, trade names, non-competition agreements, and assembled workforce. A portion of the purchase price is usually allocated to goodwill and other intangible assets.

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Goodwill and Other Intangible Assets — Goodwill and other intangible assets that have indefinite useful lives are accounted for in accordance with FASB ASC 350, “Intangibles - Goodwill and Other.” The Company conducts its evaluation of goodwill impairment at the reporting unit level on an annual basis during its fourth quarter, and more frequently if events or circumstances indicate that the carrying value of a reporting unit exceeds its fair value. A reporting unit is an operating segment or one level below. The Company does not have intangible assets that have indefinite useful lives.

Intangible assets that have finite useful lives are amortized over their estimated useful lives on a straight-line basis. When facts and circumstances indicate potential impairment of amortizable intangible assets, the Company evaluates the recoverability of the asset’s carrying value, using estimates of future cash flows over the remaining asset life. The estimates of future cash flows attributable to intangible assets require significant judgment based on the Company’s historical and anticipated results. Any impairment loss is measured by the excess of carrying value over fair value.

Stock-Based Compensation — The Company recognizes the cost of its stock-based incentive awards based on the fair value of the award at the date of grant, net of estimated forfeitures. The cost is expensed evenly over the service period. The service period is the period over which the employee performs the related services, which is normally the same as the vesting period. Over time, the forfeiture assumption is adjusted to the actual forfeiture rate and such change may affect the timing of the total amount of expense recognized over the vesting period. Equity-based awards that do not require future service are expensed immediately. Equity-based awards that do not meet the criteria for equity classification are recorded as liabilities and adjusted to fair value at the end of each reporting period.

Off-Balance Sheet Financial Instruments — The Company uses FASB ASC Topic 825, “Financial Instruments” to identify and disclose off-balance sheet financial instruments, which include credit instruments, such as commitments to make employee loans and related guarantees, standby letters of credit and certain guarantees issued under customer contracts. The face amount for these items represents the exposure to loss, before considering available collateral or the borrower’s ability to repay. Loss contingencies arising from off-balance sheet financial instruments are recorded as liabilities when the likelihood of loss is probable and an amount or range of loss can be reasonably estimated. The Company does not believe such matters exist that will have a material effect on the condensed consolidated financial statements.

2. GOODWILL

Goodwill by reportable segment was as follows:

	North America	Europe	Total
Balance as of January 1, 2017	\$76,812	\$32,477	\$109,289
Other acquisitions	199	4,533	4,732
Other acquisitions purchase accounting adjustments	(285)	505	220
Effect of net foreign currency exchange rate changes	332	1,666	1,998
Balance as of June 30, 2017	\$77,058	\$39,181	\$116,239

There were no accumulated impairment losses in the North America or Europe reportable segments as of June 30, 2017 or December 31, 2016.

3. FAIR VALUE MEASUREMENTS

The Company carries contingent liabilities and certain equity-based awards at fair value on a recurring basis on its consolidated balance sheets. Changes in the fair values of these financial liabilities are recorded in cost of revenues and selling, general and administrative expenses on the Company’s consolidated statements of income and comprehensive income.

The following tables show the fair values of the Company’s financial liabilities measured at fair value on a recurring basis as of June 30, 2017 and December 31, 2016:

	As of June 30, 2017			
	Balance	Level 1	Level 2	Level 3
Cash-settled restricted stock units	\$1,172	\$1,172	—	—
Total liabilities measured at fair value on a recurring basis	\$1,172	\$1,172	\$	—\$ —

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	As of December 31, 2016			
	Balance	Level 1	Level 2	Level 3
Performance-based equity awards	\$3,789	\$3,789	\$ —	—
Cash-settled restricted stock units	2,111	2,111	—	—
Total liabilities measured at fair value on a recurring basis	\$5,900	\$5,900	\$ —	—

Performance-based equity awards carried at fair value on a recurring basis represent contractual liabilities related to certain business combination transactions completed in 2014. All of these awards have vested as of June 30, 2017 and the related liabilities have been settled.

The fair value of the cash-settled restricted stock units is measured using quoted stock market prices and thus represent Level 1 measurements within the above-defined fair value hierarchy.

Estimates of fair value of financial instruments not carried at fair value on a recurring basis on the Company's consolidated balance sheets are generally subjective in nature, and are determined as of a specific point in time based on the characteristics of the financial instruments and relevant market information. The Company uses the following methods to estimate the fair values of its financial instruments:

- for financial instruments that have quoted market prices, those quoted prices are used to estimate fair value;
- for financial instruments for which no quoted market prices are available, fair value is estimated using information obtained from independent third parties, or by discounting the expected cash flows using an estimated current market interest rate for the financial instrument.
- for financial instruments for which no quoted market prices are available and that have no defined maturity, have a remaining maturity of 360 days or less, or reprice frequently to a market rate, the Company assumes that the fair value of these instruments approximates their reported value, after taking into consideration any applicable credit risk;

The generally short duration of certain of the Company's assets and liabilities results in a number of assets and liabilities for which fair value equals or closely approximates the amount recorded on the Company's consolidated balance sheets. These types of assets and liabilities which are reported on the Company's condensed consolidated balance sheets include:

- cash and cash equivalents;
- restricted cash and time deposits;
- borrowings under the 2017 Credit Facility (or for the dates prior to May 24, 2017, the 2014 Credit Facility) (Note 4)

The fair value of employee housing loans is estimated using information on the rates of return that market participants in Belarus would require when investing in unsecured U.S. dollar-denominated government bonds with similar maturities (a "risk-free rate"), after taking into consideration any applicable credit and liquidity risk.

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The following tables present the reported amounts and estimated fair values of the financial assets and liabilities for which disclosure of fair value is required, as they would be categorized within the fair value hierarchy, as of the dates indicated:

	Balance	Estimated Fair Value	Fair Value Hierarchy		
			Level 1	Level 2	Level 3
June 30, 2017					
Financial Assets:					
Cash and cash equivalents	\$443,501	\$443,501	\$443,501	\$—	\$—
Restricted cash and time deposits	\$3,318	\$3,318	\$—	\$3,318	\$—
Employee loans	\$5,238	\$5,238	\$—	\$—	\$5,238
Financial Liabilities:					
Borrowings under 2017 Credit Facility	\$25,018	\$25,018	\$—	\$25,018	\$—

	Balance	Estimated Fair Value	Fair Value Hierarchy		
			Level 1	Level 2	Level 3
December 31, 2016					
Financial Assets:					
Cash and cash equivalents	\$362,025	\$362,025	\$362,025	\$—	\$—
Restricted cash and time deposits	\$3,042	\$3,042	\$—	\$3,042	\$—
Employee loans	\$5,978	\$5,978	\$—	\$—	\$5,978
Financial Liabilities:					
Borrowings under 2014 Credit Facility	\$25,019	\$25,019	\$—	\$25,019	\$—

4. DEBT

Revolving Line of Credit — On May 24, 2017, the Company entered into a new unsecured credit facility (the “2017 Credit Facility”) with PNC Bank, National Association; PNC Capital Markets LLC; Wells Fargo Bank, National Association; Santander Bank, N.A.; Fifth Third Bank and Citibank N.A. (collectively the “Lenders”) to replace its former revolving credit facility (the “2014 Credit Facility”). The 2017 Credit Facility provides for a borrowing capacity of \$300,000, with potential to increase the credit facility up to \$400,000 if certain conditions are met. The 2017 Credit Facility matures on May 24, 2022.

Borrowings under the 2017 Credit Facility may be denominated in U.S. dollars or up to a maximum of \$100,000 equivalent in British pounds sterling, Canadian dollars, euros or Swiss francs (or other currencies as may be approved by the Administrative Agent and the Lenders). Borrowings under the 2017 Credit Facility bear interest at either a base rate or Euro-rate plus a margin based on the Company’s leverage ratio. Base rate is equal to the highest of (a) the Overnight Bank Funding Rate, plus 0.5%, (b) the Prime Rate, and (c) the Daily LIBOR Rate, plus 1.0%.

The 2017 Credit Facility includes customary business and financial covenants that may restrict the Company’s ability to make or pay dividends (other than certain intercompany dividends) if a potential or an actual event of default has occurred or would be triggered. As of June 30, 2017, the Company was in compliance with all covenants contained in the 2017 Credit Facility.

As of June 30, 2017 the outstanding debt of the Company under the 2017 Credit Facility was \$25,000. As of December 31, 2016, the outstanding debt of the Company under the 2014 Credit Facility was \$25,000. Both borrowings are subject to a LIBOR-based interest rate, which resets regularly at issuance, based on lending terms. In addition, the Company has a \$942 unused irrevocable standby letter of credit associated with its insurance program that was issued under the 2014 Credit Facility and moved to the 2017 Credit Facility.

As of June 30, 2017, the borrowing capacity of the Company under the 2017 Credit Facility was \$274,058. As of December 31, 2016, the borrowing capacity of the Company under the 2014 Credit Facility was \$74,058.

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5. INCOME TAXES

In determining its interim provision for income taxes, the Company uses an estimated annual effective tax rate, which is based on expected annual profit before tax, statutory tax rates and tax planning opportunities available in the various jurisdictions in which the Company operates. Certain significant or unusual items are separately recognized in the quarter in which they occur and can be a source of variability in the effective tax rates from quarter to quarter. The Company's worldwide effective tax rate for the three months ended June 30, 2017 and 2016 was 13.2% and 21.0%, respectively and 14.9% and 21.0% during the six months ended June 30, 2017 and 2016, respectively. The decrease in the three and six months ended June 30, 2017 as compared to the same period last year was primarily due to the recognition of excess tax benefits in the first and second quarter of 2017 following the adoption of ASU No. 2016-09 on January 1, 2017. Refer to Note 10, "Recent Accounting Pronouncements," for further information.

Our Belarus subsidiary is eligible for certain income tax holiday benefits granted by the local government for its export activities conducted within the Hi-Tech Park. Income tax holidays are effective for 15 years starting from 2006. Other subsidiaries of the Company are primarily taxed at the jurisdictions' statutory rate, most of which are lower than U.S. federal statutory rates.

6. STOCK-BASED COMPENSATION

The following costs related to the Company's stock compensation plans were included in the condensed consolidated statements of income and comprehensive income:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Cost of revenues	\$4,189	\$4,438	\$9,539	\$8,082
Selling, general and administrative expenses - Acquisition related	3,277	2,970	7,851	5,980
Selling, general and administrative expenses - All other	5,461	5,322	11,313	9,632
Total	\$12,927	\$12,730	\$28,703	\$23,694

Equity Plans

2015 Long-Term Incentive Plan — On June 11, 2015, the Company's stockholders approved the 2015 Long Term Incentive Plan ("2015 Plan") to be used to issue equity awards to Company personnel. As of June 30, 2017, 5,684,419 shares remained available for issuance under the 2015 Plan. All of the stock option awards issued pursuant to the 2015 Plan expire 10 years from the date of grant.

2012 Non-Employee Directors Compensation Plan — On January 11, 2012, the Company approved the 2012 Non-Employee Directors Compensation Plan ("2012 Directors Plan") to be used to issue equity awards to its non-employee directors. The Company authorized 600,000 shares of common stock to be reserved for issuance under the plan. The 2012 Directors Plan will expire after 10 years and is administered by the Company's Board of Directors. As of June 30, 2017, 539,772 shares remained available for issuance under the 2012 Directors Plan.

2012 Long-Term Incentive Plan — On January 11, 2012, the Company approved the 2012 Long-Term Incentive Plan ("2012 Plan") to be used to issue equity grants to company personnel. In June 2015, the 2012 Plan was discontinued; however, outstanding awards remain subject to the terms of the 2012 Plan and any shares that are subject to an award that was previously granted under the 2012 Plan and that expire or terminate for any reason prior to exercise will become available for issuance under the 2015 Plan. All of the stock option awards issued pursuant to the 2012 Plan expire 10 years from the date of grant.

2006 Stock Option Plan — Effective May 31, 2006, the Board of Directors of the Company adopted the 2006 Stock Option Plan (the "2006 Plan") to grant stock options to directors, employees, and certain independent contractors. In January 2012, the 2006 Plan was discontinued; however, outstanding awards remain subject to the terms of the 2006 Plan and any shares that are subject to an option award that was previously granted under the 2006 Plan and that expire or terminate for any reason prior to exercise will become available for issuance under the 2015 Plan. All of the awards issued pursuant to the 2006 Plan expire 10 years from the date of grant.

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Stock Options

Stock option activity under the Company's plans is set forth below:

	Number of Options	Weighted Average Exercise Price	Aggregate Intrinsic Value	Weighted Average Remaining Contractual Term (in years)
Options outstanding at January 1, 2017	6,637,239	\$ 37.20		
Options granted	261,373	\$ 73.40		
Options exercised	(1,277,952)	\$ 29.57		
Options forfeited/cancelled	(112,646)	\$ 55.98		
Options outstanding at June 30, 2017	5,508,014	\$ 40.30	\$ 241,196	6.6
Options vested and exercisable at June 30, 2017	3,522,106	\$ 30.97	\$ 187,094	6.0
Options expected to vest at June 30, 2017	1,890,939	\$ 56.54	\$ 52,095	7.8

As of June 30, 2017, \$37,181 of total remaining unrecognized stock-based compensation cost related to unvested stock options, net of forfeitures, is expected to be recognized over the weighted-average remaining requisite service period of 1.6 years.

As of June 30, 2017, a total of 3,049 shares underlying options exercised through June 30, 2017, were in transfer with the Company's transfer agent.

There were no material changes with respect to the assumptions used in the Black-Scholes option valuation model during the six months ended June 30, 2017, as compared with the assumptions disclosed in Note 14 to the audited consolidated financial statements included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2016.

Restricted Stock and Restricted Stock Units

Under the Company's 2012 Directors Plan, the Company granted awards of restricted stock until April 2017, and thereafter, restricted stock units ("RSUs"), to non-employee directors. Under the Company's 2015 Plan (and prior to its approval, under the 2012 Plan), the Company grants awards of RSUs to Company personnel. In addition, the Company has issued in the past, and may issue in the future its equity securities to compensate employees of acquired businesses for future services. Equity-based awards granted in connection with acquisitions of businesses are generally issued in the form of service-based awards with vesting dependent only on continuing employment and performance-based awards with vesting occurring only if certain specified performance conditions are met. The awards issued in connection with acquisitions of businesses are subject to the terms and conditions contained in the applicable award agreement and acquisition documents with a typical vesting period of three years, with 33.3% of the awards granted vesting in equal installments on the first, second and third anniversaries of the grant.

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Service-Based Awards

The table below summarizes activity related to the Company's equity-classified and liability-classified service-based awards for the six months ended June 30, 2017.

	Equity-Classified Restricted Stock		Equity-Classified Equity-Settled Restricted Stock Units		Liability-Classified Cash-Settled Restricted Stock Units	
	Number of Shares	Weighted Average Grant Date Fair Value Per Share	Number of Shares	Weighted Average Grant Date Fair Value Per Share	Number of Shares	Weighted Average Grant Date Fair Value Per Share
Unvested service-based awards outstanding at January 1, 2017	154,125	\$ 40.89	485,188	\$ 67.69	204,501	\$ 70.53
Awards granted	—	\$ —	419,469	\$ 73.70	168,544	\$ 73.92
Awards modified	—	\$ —	(2,570)	\$ 48.49	2,570	\$ 73.27
Awards vested	(136,275)	\$ 42.88	(118,019)	\$ 65.27	(52,001)	\$ 70.56
Awards forfeited/cancelled	—	\$ —	(36,947)	\$ 69.52	(4,202)	\$ 71.62
Unvested service-based awards outstanding at June 30, 2017	17,850	\$ 48.43	747,121	\$ 71.42	319,412	\$ 72.32

As of June 30, 2017 \$365 of total remaining unrecognized stock-based compensation cost related to service-based restricted stock is expected to be recognized over the weighted-average remaining requisite service period of 1.2 years.

As of June 30, 2017 \$40,151 of total remaining unrecognized stock-based compensation cost related to service-based equity-classified RSUs is expected to be recognized over the weighted-average remaining requisite service period of 2.1 years.

As of June 30, 2017 \$18,411 of total remaining unrecognized stock-based compensation cost related to service-based liability-classified RSUs is expected to be recognized over the weighted-average remaining requisite service period of 2.1 years.

Performance -Based Awards

The table below summarizes activity related to the Company's equity-classified and liability-classified performance-based awards for the six months ended June 30, 2017.

	Equity-Classified Restricted Stock		Liability-Classified Restricted Stock		Equity-Classified Equity-Settled Restricted Stock Units	
	Number of Shares	Weighted Average Grant Date Fair Value Per Share	Number of Shares	Weighted Average Grant Date Fair Value Per Share	Number of Shares	Weighted Average Grant Date Fair Value Per Share
Unvested performance-based awards outstanding at January 1, 2017	5,573	\$ 33.47	105,602	\$ 38.86	4,667	\$ 70.22

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Awards granted	—	\$ —	—	\$ —	—	\$ —
Awards vested	(3,956)	\$ 27.64	(105,602)	\$ 38.86	—	\$ —
Awards forfeited/cancelled	—	\$ —	—	\$ —	(2,333)	\$ 70.22
Unvested performance-based awards outstanding at June 30, 2017	1,617	\$ 47.74	—	\$ —	2,334	\$ 70.22

As of June 30, 2017, \$29 of total remaining unrecognized stock-based compensation cost related to performance-based equity-classified restricted stock is expected to be recognized over the weighted-average remaining requisite service period of 0.4 years.

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As of June 30, 2017, the Company determined that there is a remote probability of achieving the performance conditions underlying the unvested and outstanding performance-based equity-classified RSUs and therefore is not recognizing any compensation costs for these RSUs. The Company will continue to reassess the probability of achieving the performance criteria throughout the remaining performance period and will recognize compensation expense if the performance conditions become probable of being achieved.

Modifications

During the three months ended March 31, 2017, the Company modified certain awards held by a named executive officer of the Company in connection with the execution of a separation agreement on February 28, 2017. Fair value of the modified awards immediately before and after modification was \$0 and \$563, respectively. The Company also reclassified certain awards to other personnel from equity to liability when it became probable that it would settle the awards in cash. As a result of these modifications, the Company recorded incremental share-based compensation expense for the three and six months ended June 30, 2017 of \$318 and \$485, respectively.

7. EARNINGS PER SHARE

Basic earnings per share is computed by dividing income available to common shareholders by the weighted-average number of shares of common stock outstanding during the period. Diluted earnings per share is computed by dividing income available to common shareholders by the weighted-average number of shares of common stock outstanding during the period increased to include the number of additional shares of common stock that would have been outstanding if the potentially dilutive securities had been issued. Potentially dilutive securities include outstanding stock options, unvested restricted stock and unvested equity-settled RSUs. The dilutive effect of potentially dilutive securities is reflected in diluted earnings per share by application of the treasury stock method.

The following table sets forth the computation of basic and diluted earnings per share of common stock as follows:

	Three Months Ended June 30, 2017		Six Months Ended June 30, 2016	
Numerator for basic and diluted earnings per share:				
Net income	\$37,359	\$24,430	\$61,000	\$48,329
Numerator for basic and diluted earnings per share	\$37,359	\$24,430	\$61,000	\$48,329
Denominator:				
Weighted average common shares for basic earnings per share	51,899	50,211	51,431	49,688
Net effect of dilutive stock options, restricted stock units and restricted stock awards	2,949	3,060	2,940	3,115
Weighted average common shares for diluted earnings per share	54,848	53,271	54,371	52,803
Net income per share:				
Basic	\$0.72	\$0.49	\$1.19	\$0.97
Diluted	\$0.68	\$0.46	\$1.12	\$0.92

The number of shares underlying equity-based awards that was excluded from the calculation of diluted earnings per share as their effect would be anti-dilutive was 654 and 1,463 during the three and six months ended June 30, 2017, respectively. The number of shares underlying equity-based awards that was excluded from the calculation of diluted earnings per share as their effect would be anti-dilutive was 2,396 and 2,307 during the three and six months ended June 30, 2016, respectively.

8. COMMITMENTS AND CONTINGENCIES

Indemnification Obligations — In the normal course of business, the Company is a party to a variety of agreements under which it may be obligated to indemnify the other party for certain matters. These obligations typically arise in contracts where the Company customarily agrees to hold the other party harmless against losses arising from a breach of representations or covenants for certain matters such as title to assets and intellectual property rights associated with certain arrangements. The duration of these indemnifications varies, and in certain cases, is indefinite.

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The Company is unable to reasonably estimate the maximum potential amount of future payments under these or similar agreements due to the unique facts and circumstances of each agreement and the fact that certain indemnifications provide for no limitation to the maximum potential future payments under the indemnification. Management is not aware of any such matters that would have a material effect on the condensed consolidated financial statements of the Company.

Litigation — From time to time, the Company is involved in litigation, claims or other contingencies arising in the ordinary course of business. The Company accrues a liability when a loss is considered probable and the amount can be reasonably estimated. When a material loss contingency is reasonably possible but not probable, it does not record a liability, but instead discloses the nature and the amount of the claim, and an estimate of the loss or range of loss, if such an estimate can be made. Legal fees are expensed as incurred. In the opinion of management, the outcome of any existing claims and legal or regulatory proceedings, if decided adversely, is not expected to have a material adverse effect on the Company's business, financial condition, results of operations and cash flows.

9. SEGMENT INFORMATION

The Company determines its business segments and reports segment information in accordance with the management approach, which designates internal reporting used by management to make operating decisions and assess performance as the source of the Company's reportable segments.

The Company manages its business primarily based on the managerial responsibility for its client base. As managerial responsibility for a particular client relationship generally correlates with the client's geographic location, there is a high degree of similarity between client locations and the geographic boundaries of the Company's reportable segments. In some cases, managerial responsibility for a particular client is assigned to a management team in another region and is usually based on the strength of the relationship between client executives and particular members of EPAM's senior management team. In such cases, the client's activity would be reported through the management team's reportable segment.

The Company's reportable segments are North America, Europe, Russia and Other. The revenues in the Other segment represented less than 1% of total segment revenues in 2015 due to the ending of certain customer relationships and contractual changes with other clients. As no substantial clients remained in the segment, during the first quarter of 2016, the Company shifted managerial responsibility for the remaining clients to the Russia segment. This change did not represent a change in the Company's segments but rather a movement in responsibility for several clients that represented less than 1% of total segment revenue.

The Company's Chief Operating Decision Maker ("CODM") evaluates performance and allocates resources based on the segment's revenues and operating profit. Segment operating profit is defined as income from operations before unallocated costs. Generally, operating expenses for each reportable segment have similar characteristics and are subject to similar factors, pressures and challenges. Expenses included in segment operating profit consist principally of direct selling and delivery costs as well as an allocation of certain shared services expenses. Certain expenses that are not controllable at the segment level are not allocated to specific segments. Such "unallocated" expenses are deducted against the Company's total income from operations and are not allocated to individual segments in internal management reports used by the CODM.

Revenues from external customers and operating profit, before unallocated expenses, for the North America, Europe, and Russia reportable segments for the three and six months ended June 30, 2017 and 2016, were as follows:

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2017	2016	2017	2016
Segment revenues:				
North America	\$194,025	\$157,110	\$372,328	\$304,600
Europe	141,319	115,726	274,026	223,569
Russia	13,677	11,141	27,370	20,622
Total segment revenues	\$349,021	\$283,977	\$673,724	\$548,791
Segment operating profit:				

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North America	\$43,622	\$38,339	\$80,714	\$68,994
Europe	20,658	13,413	40,469	30,245
Russia	1,895	2,876	5,444	4,036
Total segment operating profit	\$66,175	\$54,628	\$126,627	\$103,275

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Intersegment transactions were excluded from the above on the basis that they are neither included in the measure of a segment's profit and loss results, nor considered by the CODM during the review of segment results.

There were no customers that accounted for more than 10% of total revenues during the three and six months ended June 30, 2017. During the three and six months ended June 30, 2016, revenues from one customer, UBS AG, were \$36,570 and \$72,239, respectively, and accounted for more than 10% of total revenues. Revenues from this customer were included in the Company's Europe segment in the periods indicated.

Accounts receivable and unbilled revenues are generally dispersed across our clients in proportion to their revenues. As of June 30, 2017, unbilled revenues from one customer, UBS AG, individually exceeded 10% and accounted for 16.0% of our unbilled revenues. No customers individually exceeded 10% of our accounts receivable as of June 30, 2017.

Reconciliation of segment revenues to consolidated revenues and segment operating profit to consolidated income before provision for income taxes is presented below:

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2017	2016	2017	2016
Total segment revenues	\$349,021	\$283,977	\$673,724	\$548,791
Other revenues	(44)	(145)	(96)	(477)
Revenues	\$348,977	\$283,832	\$673,628	\$548,314
Total segment operating profit:	\$66,175	\$54,628	\$126,627	\$103,275
Unallocated amounts:				
Other revenues	(44)	(145)	(96)	(477)
Stock-based compensation expense	(12,927)	(12,730)	(28,703)	(23,694)
Taxes other than income taxes	(1,795)	(1,437)	(5,246)	(2,517)
Professional fees	(2,476)	(2,460)	(4,820)	(4,186)
Depreciation and amortization	(1,905)	(2,576)	(3,880)	(4,267)
Bank charges	(446)	(386)	(843)	(727)
Other acquisition-related expenses	(330)	(307)	(898)	(307)
Other corporate expenses	(5,570)	(2,507)	(10,493)	(4,689)
Income from operations	40,682	32,080	71,648	62,411
Interest and other income, net	802	1,138	1,386	2,349
Foreign exchange gain (loss)	1,562	(2,295)	(1,393)	(3,585)
Income before provision for income taxes	\$43,046	\$30,923	\$71,641	\$61,175

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Geographic Area Information

Long-lived assets include property and equipment, net of accumulated depreciation and amortization, and management has determined that it is not practical to allocate these assets by segment since such assets are used interchangeably among the segments. Geographical information about the Company's long-lived assets based on physical location of the assets was as follows:

	As of June 30, 2017	As of December 31, 2016
Belarus	\$46,500	\$ 46,011
Russia	8,410	7,203
Ukraine	5,564	5,610
Hungary	3,791	3,485
United States	3,403	2,618
Poland	2,772	2,213
China	1,736	1,887
India	1,346	1,650
Other	3,593	2,939
Total	\$77,115	\$ 73,616

The table below presents information about the Company's revenues by client location, including reimbursable expenses and other revenues of \$4,167 and \$3,126 for the three months ended June 30, 2017 and 2016, respectively, and \$8,092 and \$5,572 for the six months ended June 30, 2017 and 2016, respectively. See Note 1 for discussion on reclassifications to conform to the current presentation.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
United States	\$192,319	\$147,364	\$369,149	\$284,003
United Kingdom	46,112	45,652	92,706	89,212
Switzerland	28,119	32,596	57,215	63,448
Russia	13,326	10,505	26,535	19,470
Germany	14,144	9,736	26,238	18,475
Canada	13,649	15,327	26,143	31,173
Netherlands	12,556	3,326	21,227	5,973
Sweden	8,177	6,033	15,643	10,161
Hong Kong	4,491	5,283	9,268	11,227
United Arab Emirates	3,201	—	5,249	—
China	1,909	413	3,493	707
Ireland	1,600	1,304	2,989	2,490
Italy	1,517	1,006	2,797	1,674
Belgium	1,398	2,571	2,642	4,723
Other locations	6,459	2,716	12,334	5,578
Total	\$348,977	\$283,832	\$673,628	