CSG SYSTEMS INTERNATIONAL INC
Form 10-Q
August 09, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2013

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)

(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 x 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 x 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 x
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 x

Shares of common stock outstanding at August 5, 2013: 33,800,590

CSG SYSTEMS INTERNATIONAL, INC.

FORM 10-Q for the Quarter Ended June 30, 2013

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CSG SYSTEMS INTERNATIONAL, INC.

CONDENSED CONSOLIDATED BALANCE SHEETS UNAUDITED

(in thousands)

	June 30, 2013	December 31, 2012
ASSETS		
Current assets:		
Cash and cash equivalents	$ 96,849	$ 133,747
Short-term investments	92,445	35,574
Total cash, cash equivalents and short-term investments	189,294	169,321
Trade accounts receivable:		
Billed, net of allowance of $3,750 and $3,147	172,521	191,943
Unbilled and other	43,367	33,859
Deferred income taxes	16,116	22,244
Income taxes receivable	12,441	6,469
Other current assets	22,476	17,099
Total current assets	456,215	440,935
Non-current assets:		
Property and equipment, net of depreciation of $129,990 and $120,643	35,173	39,429
Software, net of amortization of $73,941 and $68,513	39,036	36,729
Goodwill	227,546	233,365
Client contracts, net of amortization of $71,026 and $184,763	67,467	76,388
Deferred income taxes	3,312	2,596
Income taxes receivable	169	1,292
Other assets	15,508	16,207
Total non-current assets	388,211	406,006
Total assets	$ 844,426	$ 846,941
LIABILITIES AND STOCKHOLDERS EQUITY		
Current liabilities:		
Current maturities of long-term debt	$ 15,000	$ 15,000
Client deposits	32,622	33,807
Trade accounts payable	35,623	30,473
Accrued employee compensation	44,536	61,083
Deferred revenue	56,195	47,691
Income taxes payable	2,282	2,116
Other current liabilities	22,428	21,562
Total current liabilities	208,686	211,732
Non-current liabilities:		
Long-term debt, net of unamortized original issue discount of $22,678 and $25,302	254,822	259,698
Deferred revenue	8,192	6,504
Income taxes payable	1,168	1,168
Deferred income taxes	22,973	21,674
Other non-current liabilities	15,033	19,526

Total non-current liabilities	302,188	308,570
Total liabilities	510,874	520,302
Stockholders equity:		
Preferred stock, par value $.01 per share; 10,000 shares authorized; zero shares issued and outstanding		
Common stock, par value $.01 per share; 100,000 shares authorized; 33,797 and 33,734 shares outstanding	658	653
Additional paid-in capital	465,574	461,497
Treasury stock, at cost, 32,024 and 31,530 shares	(738,244)	(728,243)
Accumulated other comprehensive income (loss):		
Unrealized gain on short-term investments, net of tax	(53)	3
Unrecognized pension plan losses and prior service costs, net of tax	(1,355)	(1,761)
Unrecognized loss on change in fair value of interest rate swaps, net of tax	(388)	(658)
Cumulative foreign currency translation adjustments	(7,415)	2,274
Accumulated earnings	614,775	592,874
Total stockholders equity	333,552	326,639
Total liabilities and stockholders equity	$ 844,426	$ 846,941

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, 2013	June 30, 2012	June 30, 2013	June 30, 2012
Revenues:				
Processing and related services	$ 131,184	$ 133,362	$ 265,818	$ 269,676
Software, maintenance and services	54,923	50,489	100,921	99,182
Total revenues	186,107	183,851	366,739	368,858
Cost of revenues (exclusive of depreciation, shown separately below):				
Processing and related services	62,964	62,334	124,541	124,294
Software, maintenance and services	31,794	30,186	63,571	58,195
Total cost of revenues	94,758	92,520	188,112	182,489
Other operating expenses:				
Research and development	27,548	27,794	56,093	55,716
Selling, general and administrative	37,388	33,799	72,185	65,424
Depreciation	4,770	5,874	9,770	11,711
Restructuring charges	(38)	119	863	821
Total operating expenses	164,426	160,106	327,023	316,161
Operating income	21,681	23,745	39,716	52,697
Other income (expense):				
Interest expense	(3,180)	(4,106)	(6,109)	(8,258)
Amortization of original issue discount	(1,325)	(1,226)	(2,624)	(2,429)
Interest and investment income, net	188	152	343	372
Other, net	1,498	277	1,080	72
Total other	(2,819)	(4,903)	(7,310)	(10,243)
Income before income taxes	18,862	18,842	32,406	42,454
Income tax provision	(6,790)	(6,972)	(5,436)	(18,778)
Net income	$ 12,072	$ 11,870	$ 26,970	$ 23,676
Weighted-average shares outstanding Basic:				
Common stock	32,125	32,194	32,129	32,293
Participating restricted stock		1		34
Total	32,125	32,195	32,129	32,327
Weighted-average shares outstanding Diluted:				
Common stock	32,439	32,309	32,483	32,435
Participating restricted stock		1		34
Total	32,439	32,310	32,483	32,469
Earnings per common share:				
Basic	$ 0.38	$ 0.37	$ 0.84	$ 0.73
Diluted	0.37	0.37	0.83	0.73
Cash dividends declared per common share	0.15		0.15	

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, 2013	June 30, 2012	June 30, 2013	June 30, 2012
Net income	$ 12,072	$ 11,870	$ 26,970	$ 23,676
Other comprehensive income, net of tax:				
Foreign currency translation adjustments	(901)	(4,773)	(9,689)	(1,482)
Unrealized holding losses on short-term investments arising during period	(55)		(56)	
Defined benefit pension plan:				
Net loss arising from period (net of tax effect of $0, $0, $(119), and $0)			(183)	
Amortization of prior service cost included in net periodic pension cost (net of tax effect of $0, $0, $28, and $0)			43	(9)
Partial settlement of pension plan liability (net of tax effect of $0, $0, $336, and $0)			546	
Net change in defined benefit pension plan			406	(9)
Cash flow hedges:				
Unrealized gains (losses) on change in fair value of interest rate swap contracts (net of tax effect of $104, $33, $171, and ($61))	342	133	552	(16)
Reclassification adjustment for losses included in other income (expense) (net of tax effect of $(113), $(49), $(179), and $(51))	(178)	(80)	(282)	(82)
Net change in cash flow hedges	164	53	270	(98)
Other comprehensive income, net of tax	(792)	(4,720)	(9,069)	(1,589)
Total comprehensive income	$ 11,280	$ 7,150	$ 17,901	$ 22,087

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, 2013	June 30, 2012
Cash flows from operating activities:		
Net income	$ 26,970	$ 23,676
Adjustments to reconcile net income to net cash provided by operating activities-		
Depreciation	9,770	11,711
Amortization	18,757	21,096
Amortization of original issue discount	2,624	2,429
(Gain) loss on short-term investments and other	998	(23)
Deferred income taxes	6,533	(6,342)
Excess tax benefit of stock-based compensation awards	(542)	(288)
Stock-based employee compensation	7,518	6,529
Changes in operating assets and liabilities:		
Trade accounts and other receivables, net	7,848	18,117
Other current and non-current assets	(5,833)	(3,951)
Income taxes payable/receivable	(4,178)	1,842
Trade accounts payable and accrued liabilities	(16,763)	(3,196)
Deferred revenue	7,644	13,168
Net cash provided by operating activities	61,346	84,768
Cash flows from investing activities:		
Purchases of property and equipment	(11,125)	(13,550)
Purchases of short-term investments	(98,883)	(24,779)
Proceeds from sale/maturity of short-term investments	41,361	16,800
Acquisition of and investments in client contracts	(3,808)	(2,948)
Net cash used in investing activities	(72,455)	(24,477)
Cash flows from financing activities:		
Proceeds from issuance of common stock	921	1,007
Repurchase of common stock	(14,883)	(13,541)
Payments on acquired equipment financing	(1,894)	(663)
Payments on long-term debt	(7,500)	(17,000)
Excess tax benefit of stock-based compensation awards	542	288
Net cash used in financing activities	(22,814)	(29,909)
Effect of exchange rate fluctuations on cash	(2,975)	(1,152)
Net increase in cash and cash equivalents	(36,898)	29,230
Cash and cash equivalents, beginning of period	133,747	146,733
Cash and cash equivalents, end of period	$ 96,849	$ 175,963
Supplemental disclosures of cash flow information:		
Net cash paid during the period for-		
Interest	$ 4,770	$ 6,738

Income taxes	2,306	23,115
Non-cash financing activity -		
Cash dividends payable	5,069	

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, 2013 and December 31, 2012, and for the second quarters and six months ended June 30, 2013 and 2012, 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, 2012 (our 2012 10-K), filed with the SEC. The results of operations for the quarter and six months ended June 30, 2013 are not necessarily indicative of the expected results for the entire year ending December 31, 2013.

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, 2012 amounts have been reclassified to conform to the June 30, 2013 presentation.

Postage. We pass through to our clients the cost of postage that is incurred on behalf of those clients, and typically require an advance payment on expected postage costs. These advance payments are included in Client deposits in the accompanying Condensed Consolidated Balance Sheets (the Balance Sheet or Balance Sheets) and are classified as current liabilities regardless of the contract period. We net the cost of postage against the postage reimbursements for those clients where we require advance deposits, and include the net amount in processing and related services revenues.

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, 2013, our cash equivalents consist primarily of institutional money market funds, commercial paper, and time deposits held at major banks.

As of June 30, 2013, we had $4.1 million of restricted cash that serves to collateralize outstanding letters of credit. This restricted cash is included in Cash and cash equivalents in our Balance Sheet.

Short-term Investments and Other Financial Instruments. Our financial instruments as of June 30, 2013 include cash and cash equivalents, short-term investments, accounts receivable, accounts payable, interest rate swap contracts, 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.

All short-term investments held by us as of June 30, 2013 and December 31, 2012 have contractual maturities of less than two years. Proceeds from the sale/maturity of short-term investments for the six months ended June 30, 2013 and 2012 were $41.4 million and $16.8 million, respectively.

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 financial assets and liabilities measured at fair value on a recurring basis (in thousands):

	June 30, 2013			December 31, 2012		
	Level 1	Level 2	Total	Level 1	Level 2	Total
Assets:						
Cash equivalents:						
Money market funds	$ 32,378	$	$ 32,378	$ 23,119	$	$ 23,119
Commercial paper		14,395	14,395		35,856	35,856
Short-term investments:						
Money market funds		2,351	2,351			
Commercial paper		44,290	44,290		34,826	34,826
Municipal bonds		29,560	29,560			
U.S. government agency bonds		16,244	16,244		748	748
Total	$ 32,378	$ 106,840	$ 139,218	$ 23,119	$ 71,430	$ 94,549
Liabilities:						
Interest rate swap contracts (1)	$	$ 628	$ 628	$	$ 1,069	$ 1,069
Total	$	$ 628	$ 628	$	$ 1,069	$ 1,069

(1) As of June 30, 2013, the fair value of the interest rate swap contract was classified on our Balance Sheet in Other current liabilities . As of December 31, 2012, the fair value of the interest rate swap contracts were classified on our Balance Sheet in Other non-current liabilities .

Valuation inputs used to measure the fair values of our money market funds 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.

The following table indicates the carrying value and estimated fair value of our debt as of the indicated periods (in thousands):

	June 30, 2013		December 31, 2012	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Credit Agreement (carrying value including current maturities)	$ 142,500	$ 150,468	$ 150,000	$ 162,881
Convertible debt (par value)	150,000	166,932	150,000	158,400

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.

Income Taxes. During the first quarter of 2013, we recognized an income tax benefit related to research and development (R&D) tax credits that we generated during 2012. As a result of the American Taxpayer Relief Act of 2012 being signed into law on January 2, 2013, we were unable to include these credits in our 2012 results of operations, as a change in tax law is accounted for in the period of enactment. Thus, the benefit of these credits is reflected in our results of operations for the six months ended June 30, 2013.

3. STOCKHOLDERS EQUITY AND EQUITY COMPENSATION PLANS

Stock Repurchase Program. We currently have a stock repurchase program, approved by our Board of Directors, 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, 2013 and 2012, we repurchased 0.5 million shares of our common stock under the Stock Repurchase Program for $10.0 million (weighted-average price of $20.21 per share), and 0.7 million shares of our common stock for $10.6 million (weighted-average price of $15.80 per share), respectively. As of June 30, 2013, the total remaining number of shares available for repurchase under the Stock Repurchase Program totaled 2.1 million shares.

Stock Repurchases for Tax Withholdings. In addition to the above mentioned stock repurchases, during the six months ended June 30, 2013 and 2012, we repurchased and then cancelled 0.2 million shares of common stock for $4.9 million and 0.2 million shares of common stock for $2.9 million, respectively, in connection with minimum tax withholding requirements resulting from the vesting of restricted common stock under our stock incentive plans.

Cash Dividend. On June 25, 2013, our Board of Directors approved a quarterly cash dividend to be paid to our stockholders. The quarterly cash dividend of $0.15 per share of common stock, totaling $5.1 million, was paid on July 25, 2013 to stockholders of record on July 10, 2013 and is included as of June 30, 2013 in Other current liabilities on our Balance Sheet.

Stock-Based Awards. A summary of our unvested restricted common stock activity during the second quarter and six months ended June 30, 2013 is as follows (shares in thousands):

	Quarter Ended June 30, 2013			Six Months Ended June 30, 2013		
	Shares	Weighted-Average Grant Date Fair Value		Shares	Weighted-Average Grant Date Fair Value	
Unvested awards, beginning	2,136	$	18.42	1,956	$	17.63
Awards granted	15		21.61	909		19.50
Awards forfeited/cancelled	(51)		18.57	(61)		18.44
Awards vested	(6)		16.97	(710)		17.58
Unvested awards, ending	2,094	$	18.44	2,094	$	18.44

Included in the awards granted during the six months ended June 30, 2013, are performance-based awards for 175,384 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 stock price 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, 2013 are time-based awards, which vest annually 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 2013 and 2012 of $3.9 million and $3.4 million, respectively, and for the six months ended June 30, 2013 and 2012 of $7.5 million and $6.5 million, respectively.

4. EARNINGS PER COMMON SHARE

Basic and diluted earnings per common share (EPS) amounts are presented on the face of the accompanying Condensed Consolidated Statements of Income (the Income Statement or Income Statements).

The amounts attributed to both common stock and participating restricted common stock used as the numerators in both the basic and diluted EPS calculations are as follows (in thousands):

	Quarter Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Net Income attributed to:				
Common stock	$ 12,072	$ 11,870	$ 26,970	$ 23,651
Participating restricted common stock				25
Total	$ 12,072	$ 11,870	$ 26,970	$ 23,676

The weighted-average shares outstanding used in the basic and diluted EPS denominators related to common stock and participating restricted common stock are as follows (in thousands):

	Quarter Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Weighted-average shares outstanding Basic:				
Common stock	32,125	32,194	32,129	32,293
Participating restricted common stock		1		34
Total	32,125	32,195	32,129	32,327
Weighted-average shares outstanding Diluted:				
Common stock	32,439	32,309	32,483	32,435
Participating restricted common stock		1		34
Total	32,439	32,310	32,483	32,469

The reconciliation of the basic and diluted EPS denominators related to the common shares is included in the following table (in thousands):

	Quarter Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Basic weighted-average common shares	32,125	32,194	32,129	32,293
Dilutive effect of common stock options		9	2	12
Dilutive effect of non-participating restricted common stock	314	106	352	130
Dilutive effect of 2010 Convertible Notes				
Diluted weighted-average common shares	32,439	32,309	32,483	32,435

Potentially dilutive common shares related to stock options and non-participating unvested shares of restricted common stock for the second quarters of 2013 and 2012 of zero and 0.6 million, respectively, and for the six months ended June 30, 2013 and 2012 of zero and 0.5 million, respectively, were excluded from the computation of diluted EPS related to common shares as their effect was antidilutive.

The 2010 Convertible Notes have a dilutive effect only in those quarterly periods in which our average stock price exceeds the current effective conversion price of $24.28 per share.

5. DEBT

Our long-term debt, as of June 30, 2013 and December 31, 2012, was as follows (in thousands):

	June 30, 2013	December 31, 2012
2012 Credit Agreement:		
Term loan, due November 2017 (or December 2016 if certain conditions exist), interest at adjusted LIBOR plus 2.00% (combined rate of 2.28% at June 30, 2013 and 2.31% at December 31, 2012)	$ 142,500	$ 150,000
$100 million revolving loan facility, due November 2017 (or December 2016 if certain conditions exist), interest at adjusted LIBOR plus applicable margin		
Convertible Debt Securities:		
2010 Convertible Notes senior subordinated convertible notes; due March 1, 2017; cash interest at 3.0%; net of unamortized OID of $ 22,678 and $25,302, respectively	127,322	124, 698
	269,822	274,698
Current portion of long-term debt	(15,000)	(15,000)
Total long-term debt, net	$ 254,822	$ 259,698

Credit Agreement. During the six months ended June 30, 2013, we made $7.5 million of principal repayments.

As of June 30, 2013, we were in compliance with the financial ratios and other covenants related to the Credit Agreement and had no borrowings outstanding on our revolving loan facility and had the entire $100 million available to us.

2010 Convertible Notes. Upon conversion of the 2010 Convertible Notes, we will settle our conversion obligation as follows: (i) we will 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 will satisfy the remaining conversion obligation in our common stock, cash or any combination of our common stock and cash.

As the result of us declaring a cash dividend in June 2013 (see Note 3), the prior conversion rate for the 2010 Convertible Notes of 40.8998 shares of our common stock for each $1,000 in principal amount of the 2010 Convertible Notes (equivalent to a conversion price of $24.45 per share of our common stock) has been adjusted to 41.1794 shares of our common stock for each $1,000 in principal amount of the 2010 Convertible Notes (equivalent to a conversion price of $24.28 per share of our common stock).

Refer to Note 6 in our 2012 10-K for disclosure of the 2010 Convertible Notes three contingent conversion features. As a result of the cash dividend declaration in June 2013, prior to September 1, 2016, holders of the 2010 Convertible Notes can convert their securities at any time the price of our common stock trades over $31.56 per share, or 130% of the $24.28 conversion price (previously $31.79, or 130% of the $24.45 initial conversion price) for a specified period of time.

As of June 30, 2013, none of the contingent conversion features have been achieved, and thus, the 2010 Convertible Notes are not convertible by the holders.

6. DERIVATIVES

In May 2011, we entered into three interest rate swap contracts with the objective of managing our exposure to fluctuations in interest rate movements, thereby eliminating the variability of cash flows on certain portions of the interest payments related to our variable-rate debt.

A summary of our one remaining interest rate swap contract as of June 30, 2013 is as follows (in thousands, except percentages):

	Beginning of Term	End of Term	Weighted-Average Notional Amount Over Remaining Term	Fixed Rate
2013 Swap	March 13, 2013	March 13, 2014	$ 47,000	2.181%

We have designated our interest rate swap contracts as cash flow hedges. Swaps designated as cash flow hedges involve the receipt of variable-rate amounts from a counterparty over the lives of the contracts in exchange for us making fixed-rate payments to the counterparty over the lives of the contracts without exchange of the underlying notional amount.

As of June 30, 2013, the fair value of the remaining interest rate swap contract, reflected in other current liabilities in our Balance Sheet, was $0.6 million, with the loss, net of tax, reflected as a reduction in other comprehensive income.

Changes in the fair value of interest rate swap contracts, designated as hedging instruments of the variability of cash flows associated with floating-rate, long-term debt obligations, are reported in accumulated other comprehensive income (AOCI) in the stockholders equity section of our Balance Sheet. These amounts subsequently are reclassified into interest expense as a yield adjustment of the hedged debt obligation in the same period in which the related interest on the floating-rate debt obligations affects earnings. The amount of gains/losses reclassified from AOCI to income/loss (effective portions) for the quarter and six months ended June 30, 2013 were not material. The estimated net losses on the interest rate swap contract that will be reclassified into earnings within the next twelve months are not expected to be material. Our interest rate swap contracts qualify as effective relationship, and as a result, hedge ineffectiveness was not material during the quarter and six months ended June 30, 2013.

We are exposed to credit-related losses in the event of non-performance by the counterparty to the interest rate swap contracts. The counterparty to the interest rate swap contracts is a major institution with investment grade credit ratings. We evaluated the counterparty credit risk before entering into the interest rate swap contracts and will continue to closely monitor the financial markets and the risk that the counterparty will default on its obligations. This credit risk is generally limited to the unrealized gains in such contracts, should the counterparty fail to perform as contracted.

We do not use derivative financial instruments for speculative purposes.

7. LONG-LIVED ASSETS

Goodwill. The changes in the carrying amount of goodwill for the six months ended June 30, 2013, were as follows (in thousands):

January 1, 2013 balance	$ 233,365
Adjustments related to prior acquisitions	(134)
Effects of changes in foreign currency exchange rates	(5,685)
June 30, 2013 balance	$ 227,546

Other Intangible Assets. Our intangible assets subject to ongoing amortization consist primarily of client contracts and software. As of June 30, 2013 and December 31, 2012, the carrying values of these assets were as follows (in thousands):

	June 30, 2013			December 31, 2012		
	Gross Carrying Amount	Accumulated Amortization	Net Amount	Gross Carrying Amount	Accumulated Amortization	Net Amount
Client contracts	$ 138,493	$ (71,026)	$ 67,467	$ 261,151	$ (184,763)	$ 76,388
Software	112,977	(73,941)	39,036	105,242	(68,513)	36,729
Total	$ 251,470	$ (144,967)	$ 106,503	$ 366,393	$ (253,276)	$ 113,117

The decrease in the gross carrying amount and accumulated amortization of our client contracts between December 31, 2012 and June 30, 2013 is due primarily to the removal of fully-amortized assets related to client incentives for the Comcast Corporation (Comcast) and Time Warner Cable, Inc. (Time Warner) contracts that came to end of term during the first quarter of 2013.

The total amortization expense related to intangible assets for the second quarters of 2013 and 2012 were $8.4 million and $10.1 million, respectively, and for the six months ended June 30, 2013 and 2012 were $17.5 million and $19.7 million, respectively. Based on the June 30, 2013 net carrying value of our intangible assets, the estimated total amortization expense for each of the five succeeding fiscal years ending December 31 are: 2013 $34.3 million; 2014 $25.8 million; 2015 $17.2 million; 2016 $12.9 million; and 2017 $10.3 million.

8. 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 delivery 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, 2013, 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 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 of Directors. As a result, we have not recorded any liabilities related to such indemnifications as of June 30, 2013. 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.

In addition, we have encountered the following matters:

- We received an administrative subpoena from the U.S. Department of the Treasury, Office of Foreign Assets Control (OFAC), dated February 27, 2012, requesting documents and information related to the possibility of direct or indirect transactions with or to Iranian entities. We have conducted an internal review to identify transactions by us involving the subject matter of the subpoena as well as with any other sanctioned or embargoed entity or jurisdiction. On July 13, 2012, we delivered to OFAC a response to the administrative subpoena.

- On July 13, 2012, we submitted an initial voluntary disclosure to OFAC relating to certain business dealings in Syria. On October 5, 2012, we submitted a voluntary disclosure relating to these business dealings.

- On August 8, 2013, we submitted an initial voluntary disclosure to OFAC relating to certain business dealings in Iran and another sanctioned/embargoed country.

These business dealings represented an insignificant amount of our consolidated revenues and income, and generally consisted of software licenses and related services. We cannot predict the ultimate outcome of these matters or the total costs which may be involved. We believe there is a likelihood that a loss may be realized related to these matters, but that no reasonable estimate of the loss can be made.

Other than the OFAC matters described above, we are not presently a party to any material pending or threatened legal proceedings.

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 2012 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 II Item 1A. Risk Factors (Risk Factors). Our Risk Factors constitute an integral part of this report, and readers are strongly encouraged to review this section closely in conjunction with MD&A.

Company Overview

We are one of the world s largest and most established Business Support Solutions (BSS) 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 customer demands, and address the challenges and opportunities brought about by change. 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 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, content management and monetization, customer interaction management, as well as analytics and intelligence.

We generate approximately 65% of our revenues from the North American cable and satellite markets, approximately 25% 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 first half of 2013, we generated approximately 85% of our revenues from the Americas region, approximately 10% 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.

Iran Threat Reduction and Syria Human Rights Act

The Iran Threat Reduction and Syria Human Rights Act of 2012 (TRA), which was signed into law on August 10, 2012, requires disclosure regarding certain activities relating to Iran undertaken by us or our affiliates.

Background. Our policy is to conduct business in compliance with all laws and regulations, wherever we do business. We strive to comply with U.S. export control and economic sanction laws, regulations and requirements relating to Iran. We have established a Total Compliance Program and a Code of Conduct for all of our employees. The Code of Conduct requires all of our employees to abide by legal regulations that govern our business, including compliance with national and international laws relating to trade restrictions. Our revised Code of Conduct, released in May 2012, confirms that such restrictions include U.S. and international economic sanctions, as well as export control laws, antiboycott laws, anti-corruption laws and data privacy laws. We do not and never have had a subsidiary or other affiliate organized under the laws of Iran. We do not and never have had any employees based in Iran.

Nature and Extent of the Activity. On July 13, 2012 (prior to the enactment of the TRA), we acquired Ascade AB (Ascade), a Sweden-based provider of trading and routing software and services solutions that help clients generate revenue and maximize customer and partner relationships. Ascade supplies business support systems to more than 100 customers across the global telecommunications industry. Until we acquired Ascade on July 13, 2012, Ascade was headquartered in Sweden.

Ascade s offerings include a service known as Assure. Assure allows mobile carriers to verify quality and detect fraud in network traffic. The solution is provided to telecommunications companies as a service. The service is currently used by approximately 80 non-Iranian telecommunications service providers. Customers using Assure are able to test approximately 410 mobile networks in approximately 130 countries.

To allow for testing of networks, Ascade enters into contracts with individuals acting as hosts. Ascade provides one or more functioning devices to the host and directs the host to obtain cellular services from one or more networks available in their location. To test call quality and detect fraud for Ascade customers, calls are then placed to the hosted cellular devices. Ascade s customers decide which networks they want to test.

Ascade has not entered into any contracts with the Government of Iran or entities owned or controlled by the government of Iran. At the time of acquisition, Ascade was party to an agreement with a non-Iranian individual residing in Iran (the Agreement) in connection with the Assure network testing. Under the terms of the Agreement, the individual was required to acquire and activate subscriber identity module (SIM) cards and obtain cellular services from three Iranian mobile telecommunications providers, two of which the Government of Iran maintains either majority or total ownership. The Agreement provided that Ascade was to pay the individual a hosting service fee of 750 euros per year and reimburse the individual for the costs of acquiring the SIM card and obtaining cellular services. We have terminated the Agreement. A voluntary disclosure has been submitted to the Department of the Treasury, Office of Foreign Assets Control regarding the Agreement.

Gross Revenues and Net Profits Attributable to the Activity. No gross revenues or net profits are directly attributable to the Agreement. The services provided under the Agreement are only an insignificant component of the overall aggregated Assure solution, and are not sold as a separate, identifiable component of the Assure solution to our clients. The gross revenues and net profits of the overall Assure service, however, are not material to our overall financial results (less than 1% of our total revenues).

Whether We or Our Affiliates Intend to Conduct Future Activities. We and our affiliates have either suspended or terminated all known activities in Iran and will not undertake future activities without prior U.S. governmental authorization.

Management Overview of Quarterly Results

Second Quarter Highlights. A summary of our results of operations for the second quarter of 2013, when compared to the second quarter of 2012, is as follows (in thousands, except per share amounts and percentages):

	Quarter Ended	
	June 30, 2013	June 30, 2012
Revenues	$ 186,107	$ 183,851
Operating Results:		
Operating income	21,681	23,745
Operating income margin	11.6%	12.9%
Diluted EPS	$ 0.37	$ 0.37
Supplemental Data:		
ACP customer accounts (end of period)	49,072	49,171
Restructuring charges	$ (38)	$ 119

Stock-based compensation	3,908	3,382
Amortization of acquired intangible assets	4,811	5,545
Amortization of OID	1,325	1,226

Revenues. Our revenues for the second quarter of 2013 were $186.1 million, an increase of 1% when compared to $183.9 million for the same period in 2012. The increase in revenues can be primarily attributed to the revenues generated from the Ascade business, which we acquired in July 2012. Additionally, the second quarter of 2013 reflects the first full quarter the negative impact of the pricing adjustments associated with the Comcast and Time Warner contract extensions, discussed in further detail below. The year-over-year impact of these pricing adjustments has been essentially offset by growth in the other areas of our business.

Operating Results. Operating income for the second quarter of 2013 was $21.7 million, or an 11.6% operating income margin percentage, compared to $23.7 million, or a 12.9% operating income margin percentage, for the second quarter of 2012. The decreases in operating income and operating income margin percentages reflect the impact of the Comcast and Time Warner pricing adjustments, noted below.

Diluted EPS. Diluted EPS for the second quarter of 2013 was $0.37, consistent with that of the second quarter of 2012.

Cash and Cash Flows. As of June 30, 2013, we had cash, cash equivalents and short-term investments of $189.3 million, as compared to $172.7 million as of March 31, 2013, and $169.3 million as of December 31, 2012. Our cash flows from operating activities for the second quarter of 2013 were $38.8 million. See the Liquidity section for further discussion of our cash flows.

Significant Client Relationships

Client Concentration. A large percentage of our historical revenues have been generated from our three largest clients, which are Comcast, DISH Network Corporation (DISH), and Time Warner. Revenues from these clients represented the following percentages of our total revenues for the indicated periods:

	Quarter Ended		
	June 30, 2013	March 31, 2013	June 30, 2012
Comcast	18%	20%	19%
DISH	15%	15%	14%
Time Warner	10%	11%	10%

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, 2013	March 31, 2013	December 31, 2012
Comcast	20%	19%	19%
DISH	14%	14%	19%
Time Warner	11%	11%	14%

See our 2012 10-K for additional discussion of our business relationships and contractual terms with the above mentioned significant clients.

Comcast. On March 26, 2013, we entered into a new agreement with Comcast to extend our relationship for an additional four years through February 28, 2017. See our Form 10-Q for the three months ended March 31, 2013 (our Q1-13 10-Q) for additional details of the new Comcast agreement.

The new Comcast agreement was effective March 1, 2013. Thus, the results for the second quarter of 2013 reflect the first full quarter impact of the new pricing levels. As a result of these pricing adjustments, and our expectation of consistent usage of current products and services by Comcast, we anticipate 2013 full year Comcast revenues may decrease approximately 10% when compared to 2012. The anticipated revenue impact in both the near and long terms may vary depending on the actual level of products and services purchased by Comcast, and therefore, there can be no assurances as to the level of revenues to be generated from Comcast in the future.

A copy of the new Comcast agreement and related amendments, with confidential information redacted, is included in the exhibits to our periodic filings with the SEC.

Time Warner. On December 28, 2012, we entered into a contract with Time Warner to extend our relationship for an additional four years through March 31, 2017. See our Q1-13 10-Q for additional details of the new Time Warner agreement.

The new Time Warner agreement was effective April 1, 2013. Thus, the results for the second quarter of 2013 reflect the first full quarter impact of pricing levels. Considering the pricing adjustments of the new agreement and our expectation of usage levels for current contracted business, we anticipate 2013 full year Time Warner revenues may decrease by approximately 7.5% when compared to 2012. The anticipated revenue impact in both the near term and long term may vary depending on the actual level of products and services purchased by Time Warner, and therefore, there can be no assurances as to the level of revenues to be generated from Time Warner in the future.

A copy of the Time Warner processing agreement and related amendments, with confidential information redacted, is included in the exhibits to our periodic filings with the SEC.

Risk of Client Concentration. We expect to continue to generate a significant percentage of our future revenues from our three 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.

Stock-Based Compensation Expense

Stock-based compensation expense is included in the following captions in the accompanying Income Statements (in thousands):

	Quarter Ended		Six Months Ended	
	June 30, 2013	June 30, 2012	June 30, 2013	June 30, 2012
Cost of processing and related services	$ 619	$ 641	$ 1,233	$ 1,239
Cost of software, maintenance and services	341	233	610	405
Research and development	440	376	840	729
Selling, general and administrative	2,508	2,132	4,835	4,156
Total stock-based compensation expense	$ 3,908	$ 3,382	$ 7,518	$ 6,529

Amortization of Acquired Intangible Assets

Amortization of acquired intangible assets is included in the following captions in the accompanying Income Statements (in thousands):

	Quarter Ended		Six Months Ended	
	June 30, 2013	June 30, 2012	June 30, 2013	June 30, 2012
Cost of processing and related services	$ 570	$ 768	$ 1,151	$ 1,527
Cost of software, maintenance and services	4,241	4,777	8,762	9,528
Total amortization of acquired intangible assets	$ 4,811	$ 5,545	$ 9,913	$ 11,055

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) allowance for doubtful accounts receivable; (iii) impairment assessments of goodwill and other long-lived assets; (iv) income taxes; (v) business combinations and asset purchases; and (vi) loss contingencies. These critical accounting policies, as well as our other significant accounting policies, are discussed in our 2012 10-K.

Results of Operations

Total Revenues. Total revenues for the: (i) second quarter of 2013 were $186.1 million, a 1% increase when compared to $183.9 million for the second quarter of 2012, and (ii) six months ended June 30, 2013 were $336.7 million, a 1% decrease when compared to $368.9 million for the six months ended June 30, 2012. The components of total revenues, discussed in more detail below, are as follows (in thousands):

	Quarter Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Revenues:				
Processing and related services	$ 131,184	$ 133,362	$ 265,818	$ 269,676
Software, maintenance and services	54,923	50,489	100,921	99,182
Total revenues	$ 186,107	$ 183,851	$ 366,739	$ 368,858

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, 2013 and 2012 were as follows (in thousands):

	Quarter Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Americas (principally the U.S.)	$ 158,180	$ 161,593	$ 312,213	$ 322,399
Europe, Middle East and Africa	17,487	15,344	36,951	32,984
Asia Pacific	10,440	6,914	17,575	13,475
Total revenues	$ 186,107	$ 183,851	$ 366,739	$ 368,858

Processing and related services revenues. Processing and related services revenues for the: (i) second quarter of 2013 decreased 2% to $131.2 million, from $133.4 million for the second quarter of 2012, and (ii) six months ended June 30, 2013 decreased 1% to $265.8 million, from $269.7 million for the six months ended June 30, 2012. Processing and related services revenues reflect the impact of the pricing adjustments related to the new Comcast and the new Time Warner agreements, both discussed in the Significant Client Relationships section above and in our Q1-13 10-Q.

Additional information related to processing and related services revenues is as follows:

Amortization of our client contracts intangible assets related to investments in client contracts (reflected as a reduction of processing and related services revenues) for the: (i) second quarters of 2013 and 2012 were $1.5 million and $1.9 million, respectively, and (ii) six months ended June 30, 2013 and 2012 were $3.1 million and $3.8 million, respectively.

Total customer accounts processed on our ACP solution as of June 30, 2013 were 49.1 million, compared to 49.2 million as of March 31, 2013 and 49.2 million as of June 30, 2012.

Software, Maintenance and Services Revenues. Software, maintenance and services revenues for the: (i) second quarter of 2013 increased 9% to $54.9 million, from $50.5 million for the second quarter of 2012; and (ii) six months ended June 30, 2013 increased 2% to $100.9 million, from $99.2 million for the six months ended June 30, 2012. The year-over-year increases in software, maintenance and services revenues can be attributed to the revenues generated by the Ascade business and the normal fluctuations in our other software and professional services business.

Total Expenses. Our operating expenses for the: (i) second quarter of 2013 were $164.4 million, an increase of 3% when compared to $160.1 million for the second quarter of 2012; and (ii) six months ended June 30, 2013 were $327.0 million, an increase of 3% when compared to $316.2 million for the six months ended June 30, 2012. These increases are attributed mainly to the additional expenses from the Ascade business, and to a lesser degree, increases in employee-related costs.

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

Cost of Revenues. See our 2012 10-K for a description of the types of costs that are included in the individual line items for cost of revenues.

Cost of Processing and Related Services. The cost of processing and related services stayed relatively flat year-over-year as the number of ACP customer accounts was relatively unchanged between years, with the: (i) second quarter of 2013 expenses increasing 1%, to $63.0 million, from $62.3 million for the second quarter of 2012; and (ii) six months ended June 30, 2013 expenses at $124.5 million, up slightly from $124.3 million for the six months ended June 30, 2012. Total processing and related services cost as a percentage of our processing and related services revenues for the: (i) second quarters of 2013 and 2012 were 48.0% and 46.7%, respectively; and (ii) six months ended June 30, 2013 and 2012 were 46.9% and 46.1%, respectively.

Cost of Software, Maintenance and Services. The cost of software, maintenance and services for the: (i) second quarter of 2013 increased 5% to $31.8 million, from $30.2 million for the second quarter of 2012; and (ii) six months ended June 30, 2013 increased 9% to $63.6 million, from $58.2 million for the six months ended June 30, 2012. These increases relate primarily to the additional costs resulting from the Ascade business, as well as increases in employee-related costs. The cost of software, maintenance and services as a percentage of our software, maintenance and services revenues for the: (i) second quarters of 2013 and 2012 were 57.9% and 59.8%, respectively; and (ii) six months ended June 30, 2013 and 2012 were 63.0% and 58.7%, 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 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, maintenance and services as a percentage of our software, maintenance and services revenues may occur between periods.

R&D Expense. R&D expense for the: (i) second quarter of 2013 decreased 1% to $27.5 million, from $27.8 million for the second quarter of 2012; and (ii) six months ended June 30, 2013 increased 1% to $56.1 million, from $55.7 million for the six months ended June 30, 2012. As a percentage of total revenues, R&D expense was 14.8% for the second quarter of 2013 compared to 15.1% for the second quarter of 2012. We did not capitalize any internal development costs during the second quarters of 2013 and 2012.

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 turning transactions into revenues. This includes the continued investment in our BSS solutions aimed at improving a providers time-to-market, flexibility, scalability, and total cost of ownership. We expect that our R&D investment activities in the near-term will be relatively consistent with this past quarter, with the level of R&D spend highly dependent upon the opportunities that we see in our markets.

Selling, General and Administrative (SG&A) Expense. SG&A expense for the: (i) second quarter of 2013 increased 11% to $37.4 million, from $33.8 million for the second quarter of 2012; and (ii) six months ended June 30, 2013 increased 10% to $72.2 million, from $65.4 million for the six months ended June 30, 2012. The increases in SG&A are mainly due to increased employee-related costs and other third-party sales and marketing costs, to include the impact of the Ascade business.

Our SG&A costs as a percentage of total revenues increased to 20.1% for the second quarter of 2013, compared to 18.4% for the second quarter of 2012.

Depreciation Expense. Depreciation expense for the: (i) second quarter of 2013 decreased 19% to $4.8 million, from $5.9 million for the second quarter of 2012; and (ii) six months ended June 30, 2013 decreased 17% to $9.8 million, from $11.7 million for the six months ended June 30, 2012. The decreases are a result of certain assets becoming fully depreciated over the past year.

Operating Income. Operating income and operating income margin percentage for the: (i) second quarter of 2013 was $21.7 million, or 11.6% of total revenues, compared to $23.7 million, or 12.9 % of total revenues for the second quarter of 2012; and (ii) six months ended June 30, 2013 was $39.7 million, or 10.8% of total revenues, compared to $52.7 million or 14.3% of total revenues for the six months ended June 30, 2012. The decreases in operating income and operating income margin percentages reflect the impact of the Comcast and Time Warner pricing adjustments discussed above.

Interest Expense. Interest expense for the: (i) second quarter of 2013 decreased 23% to $3.2 million, from $4.1 million for the second quarter of 2012; and (ii) six months ended June 30, 2013 decreased 26% to $6.1 million, from $8.3 million for the six months ended June 30, 2012. These decreases are due to the refinancing of our Credit Agreement in November 2012, which reduced the fixed portion of the interest rate by 175 basis points, and due to a lower average debt balance outstanding.

Income Tax Provision. The effective income tax rates for the second quarters of 2012 and 2013 and six months ended June 30, 2013 and 2012 were as follows:

Quarter Ended June 30,		Six Months Ended June30,	
2013	2012	2013	2012
36%	37%	17%	44%

The low effective income tax rate for the six months ended June 30, 2013 reflects the benefit of approximately $6 million recorded in the first quarter of 2013 of R&D tax credits that we generated during 2012. As a result of the American Taxpayer Relief Act of 2012 being signed into law on January 2, 2013, we were unable to include these credits in the determination of our 2012 effective income tax rate, as a change in tax law is accounted for in the period of enactment. Thus, the benefit of these credits is reflected in year-to-date 2013 effective income tax rate.

For the full year 2013, we are estimating an effective income tax rate of 29%. This rate reflects the benefit of the 2012 R&D tax credits discussed above, and the tax improvement initiatives that we implemented in 2012.

Liquidity

Cash and Liquidity

As of June 30, 2013, our principal sources of liquidity included cash, cash equivalents, and short-term investments of $189.3 million, compared to $172.7 million as of March 31, 2013 and $169.3 million as of December 31, 2012. 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 Credit Agreement, we have a five-year, $100 million senior secured revolving loan facility (Revolver) with a syndicate of financial institutions that expires in November 2017 (or December 31, 2016 if certain conditions exist). As of June 30, 2013, there were no borrowings outstanding on the Revolver. The Credit Agreement contains customary affirmative covenants and financial covenants. As of June 30, 2013, and the date of this filing, we believe that we are in compliance with the provisions of the 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, 2013	December 31, 2012
Americas (principally the U.S.)	$ 164,971	$ 137,291
Europe, Middle East and Africa	20,570	28,763
Asia Pacific	3,753	3,267
Total cash, equivalents and short-term investments	$ 189,294	$ 169,321

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, 2013, we had $4.1 million of cash restricted as to use 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 2012 10-K for a description of the primary uses and sources of our cash flows from operating activities.

Our 2012 and 2013 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):

	Operations	Changes in Operating Assets	Net Cash Provided by Operating

		and Liabilities	Activities Totals
Cash Flows from Operating Activities:			
2012:			
March 31	$ 28,890	$ 19,299	$ 48,189
June 30	29,898	6,681	36,579
September 30	32,608	(8,954)	23,654
December 31	34,886	(15,866)	19,020
Year-to-date total	$ 126,282	$ 1,160	$ 127,442
2013:			
March 31	$ 41,320	$ (18,776)	$ 22,544
June 30	31,308	7,494	38,802
Year to date total	$ 72,628	$ (11,282)	$ 61,346

We believe the above table illustrates our ability to consistently generate strong quarterly and annual cash flows, and the importance of managing our working capital items. As the table above illustrates, the operations portion of our cash flows from operating activities remains a consistently strong measure for us. The variations in our net cash provided by operating activities are related mostly to the changes in our operating assets and liabilities (related mostly to normal fluctuations in timing at quarter-end for such things as 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 2013 and 2012 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 based on the billings for the period (including non-revenue items) divided by the average monthly net trade accounts receivable balance for the period.

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
2012:				
March 31	$ 173,834	$ (2,925)	$ 170,909	61
June 30	166,194	(2,802)	163,392	62
September 30	177,055	(2,918)	174,137	61
December 31	195,090	(3,147)	191,943	62
2013:				
March 31	182,711	(3,618)	179,093	64
June 30	176,271	(3,750)	172,521	65

The increase in gross and net billed accounts receivable in the fourth quarter of 2012 can be primarily attributed to the fluctuations in the timing of client payments at year-end and to several billing milestones being met towards the end of the quarter. All other changes in our gross and net billed trade accounts receivable shown in the table above reflect the normal fluctuations in the timing of client payments made at quarter-end, evidenced by our consistent DBO metric over the past several quarters.

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.

Income Taxes Receivable

Income taxes receivable (current and non-current) increased $4.8 million, from $7.8 million as of December 31, 2012, to $12.6 million as of June 30, 2013. This increase is primarily related to the approximately $6 million of R&D tax credits recorded during the first quarter that were generated in 2012, as discussed above, and other normal timing differences related to our estimated tax payments.

Accrued Employee Compensation

Accrued employee compensation decreased $16.6 million, from $61.1 million as of December 31, 2012, to $44.5 million as of June 30, 2013. This decrease is primarily due to the payment of the 2012 employee incentive performance bonuses in March 2013 that were fully accrued at December 31, 2012.

Deferred Revenue

Total deferred revenue (current and non-current) increased $10.2 million, from $54.2 as of December 31, 2012, to $64.4 million as of June 30, 2013, mainly as the result of annual recurring services that are typically billed in the first quarter of each year.

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. During the six months ended June 30, 2013 and 2012, we purchased $98.9 million and $24.8 million, respectively, and sold (or had mature) $41.4 million and $16.8 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, 2013 and 2012, for property and equipment, and investments in client contracts were as follows (in thousands):

	Six Months Ended June 30,	
	2013	2012
Property and equipment	$ 11,125	$ 13,550
Client contracts	3,808	2,948

The property and equipment expenditures during the six months ended June 30, 2013 consisted principally of investments in: (i) computer hardware, software and related equipment, and (ii) facilities and internal infrastructure items.

The investments in client contracts for the six months ended June 30, 2013 and 2012 relate to client incentive payments ($3.2 million and $0.2 million, respectively) and the deferral of costs related to conversion/set-up services provided under long-term processing contracts ($0.6 million and $2.7 million, respectively).

Cash Flows From Financing Activities

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

Repurchase of Common Stock. During the six months ended June 30, 2013 and 2012, we repurchased approximately 0.5 million shares and 0.7 million shares, respectively, of our common stock under the guidelines of our Stock Repurchase Program for $10.0 million and $10.6 million, respectively. In addition, outside of our Stock Repurchase Program, during the six months ended June 30, 2013 and 2012, we repurchased from our employees and then cancelled approximately 0.2 million shares of our common stock in each period for $4.9 million and $2.9 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, 2013 and 2012, we made $7.5 million and $17.0 million, respectively, of principal repayments.

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, 2013, we had cash, cash equivalents, and short-term investments of $189.3 million, of which approximately 85% is in U.S. Dollars and held in the U.S. We have $4.1 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.

Operating Cash Flows. As described in the Liquidity section above, we believe we have the ability to consistently generate strong cash flows to fund our operating activities and act as a source of funds for our capital resource needs.

Revolving Loan Facility. We have a $100 million senior secured revolving loan facility with a syndicate of financial institutions that expires in November 2017 (or December 2016 if certain conditions exist). As of the date of this filing, we have $100 million of the revolving loan facility available to us.

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 significant repurchases of our common stock in the past under our Stock Repurchase Program. During the six months ended June 30, 2013, we repurchased 0.5 million shares of our common stock for $10.0 million ($20.21 per share) under our Stock Repurchase Program. As of June 30, 2013, we have 2.1 million shares authorized for repurchase remaining under our Stock Repurchase Program. Our Credit Agreement places certain limitations on our ability to repurchase our common stock. We continue to evaluate the best use of our capital going forward, which from time-to-time, may include additional share repurchases as market and business conditions warrant.

Cash Dividends. On June 25, 2013, our Board of Directors approved the initiation of a quarterly cash dividend to be paid to our stockholders. The initial quarterly cash dividend of $0.15 per share of common stock, totaling $5.1 million, was paid in July 2013. Going forward, we expect to pay cash dividends each year in September, December, March, and June, with the amount and timing subject to the Board of Directors 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. Most recently, in July 2012, we acquired Ascade for approximately $19 million in cash.

Capital Expenditures. During the six months ended June 30, 2013, we spent $11.1 million on capital expenditures. At this time, we expect our 2013 capital expenditures to be approximately $35 million. As of June 30, 2013, we have made no significant capital expenditure commitments.

Investments in Client Contracts. In the past, we have provided incentives to new or existing U.S. processing 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, 2013, we made client incentive payments of $3.2 million. As of June 30, 2013, we had commitments to make $9 million of client incentive payments, $3.0 million for the remainder of 2013, $3.0 million in 2014, and $1.5 million in 2015 and 2016, respectively.

Long-Term Debt Service. As of June 30, 2013, our long-term debt consisted of: (i) 2010 Convertible Notes with a par value of $150.0 million; and (ii) Credit Agreement term loan borrowings of $142.5 million. During the next twelve months, there are no scheduled conversion triggers on our 2010 Convertible Notes, and therefore, our expected cash debt service at this time related to the 2010 Convertible Notes is the $4.5 million of interest payments. Over the next 12 months, the mandatory repayments and the cash interest expense (based upon current interest rates) for our Credit Agreement are approximately $15.0 million and $4.2 million, respectively. We have the ability to make prepayments on our Credit Agreement without penalty.

We continue to evaluate the best use of our capital going forward, which from time-to-time, may include common stock repurchases, payment of cash dividends, repurchases of our 2010 Convertible Notes, and/or prepayments on our Credit Agreement, as market and business conditions warrant.

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 revolving loan facility, 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, 2013, 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.

The interest rate on our convertible debt is 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 Credit Agreement are based upon an adjusted LIBOR rate plus an applicable margin, or an alternate base rate plus an applicable margin. See to Note 5 to our Financial Statements for further details of our long-term debt.

As of June 30, 2013, we are a party to an interest rate swap contract with the objective of managing our exposure to fluctuations in interest rate movements, thereby eliminating the variability of cash flows on a portion of the interest payments related to our variable-rate debt. See Note 6 to our Financial Statements for further details on the interest rate swap contract.

As a result of the interest rate swap contract, as of June 30, 2013, we were exposed to fluctuations in interest rate movements on $87.5 million of our Term Loan. We expect our exposure amount to fluctuate over the remaining term of the interest rate swap contract as the notional amount of the interest rate swap declines and the balance due under the Credit Agreement is repaid through mandatory repayments or prepayments.

A hypothetical adverse change of 10% in the June 30, 2013 adjusted LIBOR rate would not have had a material impact upon our results of operations.

Market Risk Related to Cash Equivalents and Short-term Investments.

Our cash and cash equivalents as of June 30, 2013 and December 31, 2012 were $96.9 million and $133.7 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, 2013 and December 31, 2012 were $92.4 million and $35.6 million, respectively. Currently, we utilize short-term investments as a means to invest our excess cash, primarily in the U.S. The day-to-day management of our U.S. short-term investments is performed by a large financial institution, using strict and formal investment guidelines approved by our Board of Directors. 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.

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.

During the six months ended June 30, 2013, we generated approximately 87% 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, 2013 and December 31, 2012, 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, 2013		December 31, 2012	
	Monetary Liabilities	Monetary Assets	Monetary Liabilities	Monetary Assets
Pounds sterling	$ (49)	$ 885	$ (36)	$ 1,439
Euro	(47)	4,456	(40)	5,090
U.S. Dollar	(346)	18,826	(94)	23,719
Other	(201)	1,649	(20)	3,311
Totals	$ (643)	$ 25,816	$ (190)	$ 33,559

A hypothetical adverse change of 10% in the June 30, 2013 exchange rates would not have had a material impact upon our results of operations.

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.

As previously disclosed, we have encountered the following matters:

We received an administrative subpoena from OFAC, dated February 27, 2012, requesting documents and information related to the possibility of direct or indirect transactions with or to Iranian entities. We have conducted an internal review to identify transactions by us involving the subject matter of the subpoena as well as with any other sanctioned or embargoed entity or jurisdiction. On July 13, 2012, we delivered to OFAC a response to the administrative subpoena.

On July 13, 2012, we submitted an initial voluntary disclosure to OFAC relating to certain business dealings in Syria. On October 5, 2012, we submitted a voluntary disclosure relating to these business dealings.

On August 8, 2013, we submitted an initial voluntary disclosure to OFAC relating to certain business dealings in Iran and another sanctioned/embargoed country.

These business dealings represented an insignificant amount of our consolidated revenues and income, and generally consisted of software licenses and related services. We cannot predict the ultimate outcome of these matters or the total costs which may be involved. We believe there is a likelihood that a loss may be realized related to these matters, but that no reasonable estimate of the loss can be made.

Other than the OFAC matters described above, we are not presently a party to any material pending or threatened legal proceedings.

Item 1A. Risk Factors

We or our representatives from time-to-time may make or may have made certain forward-looking statements, whether orally or in writing, including without limitation, any such statements made or to be made in MD&A contained in our various SEC filings or orally in conferences or teleconferences. We wish to ensure that such statements are accompanied by meaningful cautionary statements, so as to ensure, to the fullest extent possible, the protections of the safe harbor established in the Private Securities Litigation Reform Act of 1995.

Accordingly, the forward-looking statements are qualified in their entirety by reference to and are accompanied by the following meaningful cautionary statements identifying certain important risk factors that could cause actual results to differ materially from those in such forward-looking statements. This list of risk factors is likely not exhaustive. We operate in rapidly changing and evolving markets throughout the world addressing the complex needs of communication service providers, financial institutions, and many others, and new risk factors will likely emerge.

Further, as we enter new market sectors such as financial services, as well as new geographic markets, we are subject to new regulatory requirements that increase the risk of non-compliance and the potential for economic harm to us and our clients. Management cannot predict all of the important risk factors, nor can it assess the impact, if any, of such risk factors on our business or the extent to which any risk factor, or combination of risk factors, may cause actual results to differ materially from those in any forward-looking statements. Accordingly, there can be no assurance that forward-looking statements will be accurate indicators of future actual results, and it is likely that actual results will differ from results projected in forward-looking statements and that such differences may be material.

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. Consistent with this market concentration, we generate over 40% of our revenues from three clients, which are (in order of size) Comcast, DISH, and Time Warner, that each individually accounted for approximately 10% or more of our total revenues. See the Significant Client Relationships section of MD&A 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 (iii) if we do not maintain favorable relationships.

Variability of Our Quarterly Revenues and Our Failure to Meet Revenue and Earnings Expectations Would Negatively Affect the Market Price for Our Common Stock.

Variability in quarterly revenues and operating results are inherent characteristics of the software and professional services industries. Common causes of a failure to meet revenue and operating expectations in these industries include, among others:

- The inability to close and/or recognize revenue on one or more material transactions that may have been anticipated by management in any particular period;

- The inability to renew timely one or more material software maintenance agreements, or renewing such agreements at lower rates than anticipated; and

- The inability to complete timely and successfully an implementation project and meet client expectations, due to factors discussed in greater detail below.

Software license, professional services, and software maintenance services revenues are a significant percentage of our total revenues. As our total revenues grow, so too does the risk associated with meeting financial expectations for revenues derived from our software licenses, professional services, and software maintenance services offerings. As a result, there is a proportionately increased likelihood that we may fail to meet revenue and earnings expectations of the investment community. Should we fail to meet analyst expectations, by even a relatively small amount, it would most likely have a disproportionately negative impact upon the market price of our common stock.

We May Not Be Successful in the Integration of Our Acquisitions.

As part of our growth strategy, we seek to acquire assets, technology, and businesses which will provide the technology and technical personnel to expedite our product development efforts, provide complementary solutions, or provide access to new markets and clients.

Acquisitions involve a number of risks and difficulties, including: (i) expansion into new markets and business ventures; (ii) the requirement to understand local business practices; (iii) the diversion of management s attention to the assimilation of acquired operations and personnel; (iv) being bound by client or vendor contracts with unfavorable terms; and (v) potential adverse effects on a company s operating results for various reasons, including, but not limited to, the following items: (a) the inability to achieve financial targets; (b) the inability to achieve certain operating goals and synergies; (c) costs incurred to exit current or acquired contracts or activities; (d) costs incurred to service any acquisition debt; and (e) the amortization or impairment of intangible assets.

Due to the multiple risks and difficulties associated with any acquisition, there can be no assurance that we will be successful in achieving our expected strategic, operating, and financial goals for any such acquisition.

The Delivery of Our Solutions is Dependent on a Variety of Computing Environments and Communications Networks Which May Not Be Available or May Be Subject to Security Attacks.

Our processing services are generally delivered through a variety of computing environments operated by us, which we will collectively refer to herein as Systems. We provide such computing environments through both outsourced arrangements, such as our current data processing arrangement with Infocrossing, as well as internally operating numerous distributed servers in geographically dispersed environments. The end users are connected to our Systems through a variety of public and private communications networks, which we will collectively refer to herein as Networks. Our solutions are generally considered to be mission critical customer management systems by our clients. As a result, our clients are highly dependent upon the high availability and uncompromised security of our Networks and Systems to conduct their business operations.

Our Networks and Systems are subject to the risk of an extended interruption or outage due to many factors such as: (i) planned changes to our Systems and Networks for such things as scheduled maintenance and technology upgrades, or migrations to other technologies, service providers, or physical location of hardware; (ii) human and machine error; (iii) acts of nature; and (iv) intentional, unauthorized attacks from computer hackers , or cyber attacks.

In addition, we continue to expand our use of the Internet with our product offerings thereby permitting, for example, our clients customers to use the Internet to review account balances, order services or execute similar account management functions. Allowing access to our Networks and Systems via the Internet has the potential to increase their vulnerability to unauthorized access and corruption, as well as increasing the dependency of our Systems reliability on the availability and performance of the Internet and end users infrastructure they obtain through other third party providers.

The method, manner, cause and timing of an extended interruption or outage in our Networks or Systems are impossible to predict. As a result, there can be no assurances that our Networks and Systems will not fail, or that our business continuity plans will adequately mitigate the negative effects of a disruption to our Networks or Systems. Further, our property and business interruption insurance may not adequately compensate us for losses that we incur as a result of such interruptions. Should our Networks or Systems: (i) experience an extended interruption or outage; (ii) have their security breached; or (iii) have their data lost, corrupted or otherwise compromised, it would impede our ability to meet product and service delivery obligations, and likely have an immediate impact to the business operations of our clients. This would most likely result in an immediate loss to us of revenue or increase in expense, as well as damaging our reputation. An information breach in our Systems or Networks and loss of confidential information such as credit card numbers and related information could have a longer and more significant impact on our business operations than a hardware-related failure. The loss of confidential information could result in losing the customers confidence, as well as imposition of fines and damages. Any of these events could have both an immediate, negative impact upon our financial position and our short-term revenue and profit expectations, as well as our long-term ability to attract and retain new clients.

The Occurrence or Perception of a Security Breach or Disclosure of Confidential Personally Identifiable Information Could Harm Our Business.

In providing processing services to our clients, we process, transmit, and store confidential and personally identifiable information, including social security numbers and financial information. Our treatment of such information is subject to contractual restrictions and federal, state, and foreign data privacy laws and regulations. We use various data encryption strategies and have implemented measures to protect against unauthorized access to such information, and comply with these laws and regulations. These measures include standard industry practices such as periodic security reviews of our systems by independent parties, network firewalls, procedural controls, intrusion detection systems, and antivirus applications. Because of the inherent risks and complexities involved in protecting this information, these measures may fail to adequately protect this information. Any failure on our part to protect the privacy of personally identifiable information or comply with data privacy laws and regulations may subject us to contractual liability and damages, loss of business, damages from individual claimants, fines, penalties, criminal prosecution, and unfavorable publicity. Even the mere perception of a security breach or inadvertent disclosure of personally identifiable information could inhibit market acceptance of our solutions. In addition, third party vendors that we engage to perform services for us may unintentionally release personally identifiable information or otherwise fail to comply with applicable laws and regulations. The occurrence of any of these events could have an adverse effect on our business, financial position, and results of operations.

We May Not Be Able to Respond to Rapid Technological Changes.

The market for business support solutions, such as customer care and billing solutions, is characterized by rapid changes in technology and is highly competitive with respect to the need for timely product innovations and new product introductions. As a result, we believe that our future success in sustaining and growing our revenues depends upon: (i) our ability to continuously expand, adapt, modify, maintain, and operate our solutions to address the increasingly complex and evolving needs of our clients, without sacrificing the reliability or quality of the solutions; (ii) the integration of acquired assets and their widely distributed, complex worldwide operations; and (iii) the integration of other acquired technologies such as rating, wholesale billing, and data analytics, as well as creating an integrated suite of customer care and billing solutions, which are portable to new verticals such as utilities, financial services, and content distribution. In addition, the market is demanding that our solutions have greater architectural flexibility and interoperability, and that we are able to meet the demands for technological advancements to our solutions at a greater pace. Our attempts to meet these demands subjects our R&D efforts to greater risks.

As a result, substantial R&D and product investment will be required to maintain the competitiveness of our solutions in the market. Technical problems may arise in developing, maintaining, integrating, and operating our solutions as the complexities are increased. Development projects can be lengthy and costly, and may be subject to changing requirements, programming difficulties, a shortage of qualified personnel, and/or unforeseen factors which can result in delays. In addition, we may be responsible for the implementation of new solutions and/or the migration of clients to new solutions, and depending upon the specific solution, we may also be responsible for operations of the solution.

There is an inherent risk in the successful development, implementation, migration, integration, and operation of our solutions as the technological complexities, and the pace at which we must deliver these solutions to market, continue to increase. The risk of making an error that causes significant operational disruption to a client, or results in incorrect customer or vendor data processing that we perform on behalf of our clients, increases proportionately with the frequency and complexity of changes to our solutions and new delivery models. There can be no assurance: (i) of continued market acceptance of our solutions; (ii) that we will be successful in the development of enhancements or new solutions that respond to technological advances or changing client needs at the pace the market demands; or (iii) that we will be successful in supporting the implementation, migration, integration, and/or operations of enhancements or new solutions.

Our International Operations Subject Us to Additional Risks.

We currently conduct a portion of our business outside the U.S. We are subject to certain risks associated with operating internationally including the following items:

Product development not meeting local requirements;

Fluctuations in foreign currency exchange rates for which a natural or purchased hedge does not exist or is ineffective;

Staffing and managing foreign operations;

Longer sales cycles for new contracts;

Longer collection cycles for client billings or accounts receivable, as well as heightened client collection risks, especially in countries with highly inflationary economies and/or with restrictions on the movement of cash out of the country;

Trade barriers;

Governmental sanctions;

Complying with varied legal and regulatory requirements across jurisdictions;

Reduced protection for intellectual property rights in some countries;

Inability to recover value added taxes and/or goods and services taxes in foreign jurisdictions;

Political instability and threats of terrorism; and

A potential adverse impact to our overall effective income tax rate resulting from, among other things:

Operations in foreign countries with higher tax rates than the U.S.;

The inability to utilize certain foreign tax credits; and

The inability to utilize some or all of losses generated in one or more foreign countries.

One or more of these factors could have a material adverse effect on our international operations, which could adversely impact our results of operations and financial position.

Our International Operations Require Us To Comply With Applicable U.S. and International Laws and Regulations.

Doing business on a worldwide basis requires our company and our subsidiaries to comply with the laws and the regulations of the U.S. government and various international jurisdictions. These regulations place restrictions on our operations, trade practices and trade partners. In particular, our international operations are subject to U.S. and foreign anti-corruption laws and regulations such as the Foreign Corrupt Practices Act (FCPA), the U.K. Anti-Bribery Act and economic sanction programs administered by OFAC.

The FCPA prohibits us from providing anything of value to foreign officials for the purposes of influencing official decisions or obtaining or retaining business. In addition, the FCPA imposes accounting standards and requirements on publicly traded U.S. corporations and their foreign affiliates, which are intended to prevent the diversion of corporate funds to the payment of bribes and other improper payments, and to prevent the establishment of off books slush funds from which such improper payment can be made. As part of our business, we regularly deal with state-owned business enterprises, the employees of which are considered foreign officials for purposes of the FCPA. In addition, some of the international locations in which we operate lack a developed legal system and have higher than normal levels of corruption. We inform our personnel and third-party sales representatives of the requirements of the FCPA and other anti-corruption laws, including, but not limited to their reporting requirements. We have also developed and will continue to develop and implement systems for formalizing contracting processes, performing due diligence on agents and improving our recordkeeping and auditing practices regarding these regulations. However, there is no guarantee that our employees, third-party sales representatives or other agents have not or will not engage in conduct undetected by our processes and for which we might be held responsible under the FCPA or other anti-corruption laws.

Economic sanctions programs restrict our business dealings with certain countries and individuals. From time to time, certain of our foreign subsidiaries have had limited business dealings with entities in jurisdictions subject to OFAC-administered sanctions. As a result of the above activities, we are exposed to a heightened risk of violating anti-corruption laws and OFAC regulations. Violations of these laws and regulations are punishable by civil penalties, including fines, injunctions, asset seizures, debarment from government contracts and revocations or restrictions of licenses, as well as criminal fines and imprisonment.

We have encountered the following matters:

· We received an administrative subpoena from OFAC, dated February 27, 2012, requesting documents and information related to the possibility of direct or indirect transactions with or to Iranian entities. We have conducted an internal review to identify transactions by us involving the subject matter of the subpoena as well as with any other sanctioned or embargoed entity or jurisdiction. On July 13, 2012, we delivered to OFAC a response to the administrative subpoena.

· On July 13, 2012, we submitted an initial voluntary disclosure to OFAC relating to certain business dealings in Syria. On October 5, 2012, we submitted a voluntary disclosure relating to these business dealings.

· On August 8, 2013, we submitted an initial voluntary disclosure to OFAC relating to certain business dealings in Iran and another sanctioned/embargoed country.

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These business dealings represented an insignificant amount of our consolidated revenues and income, and generally consisted of software licenses and related services. We cannot predict the ultimate outcome of these matters or the total costs which may be involved. We believe there is a likelihood that a loss may be realized related to these matters, but that no reasonable estimate of the loss can be made. In addition, as set forth in the MD&A section of this report, we have disclosed certain activities relating to Iran undertaken by us or our affiliates as required by the TRA.

Our Use of Open Source Software May Subject Us to Certain Intellectual Property-Related Claims or Require Us to Re-Engineer Our Software, Which Could Harm Our Business.

We use open source software in connection with our solutions, processes, and technology. Companies that use or incorporate open source software into their products have, from time to time, faced claims challenging their use, ownership and/or licensing rights associated with that open source software. As a result, we could be subject to suits by parties claiming certain rights to what we believe to be open source software. Some open source software licenses require users who distribute open source software as part of their software to publicly disclose all or part of the source code in their software and make any derivative works of the open source code available on unfavorable terms or at no cost. In addition to risks related to license requirements, use of open source software can lead to greater risks than use of third party commercial software, as open source licensors generally do not provide warranties, support, or controls with respect to origin of the software. Use of open source software also complicates compliance with export-related laws. While we take measures to protect our use of open source software in our solutions, open source license terms may be ambiguous, and many of the risks associated with usage of open source software cannot be eliminated. If we were found to have inappropriately used open source software, we may be required to release our proprietary source code, re-engineer our software, discontinue the sale of certain solutions in the event re-engineering cannot be accomplished on a timely basis, or take other remedial action that may divert resources away from our development efforts, any of which could adversely affect our business, financial position, and results of operations.

A Reduction in Demand for Our Key Business Support Solutions Could Have a Material Adverse Effect on Our Financial Position and Results of Operations.

Historically, a substantial percentage of our total revenues have been generated from our core outsourced processing product, ACP, and related solutions. These solutions are expected to continue to provide a large percentage of our total revenues in the foreseeable future. Any significant reduction in demand for ACP and related solutions could have a material adverse effect on our financial position and results of operations. Likewise, a large percentage of revenues derived from our software license and services business have been derived from wholesale billing, retail billing and mediation products which are typically associated with large implementation projects. A sudden downward shift in demand for these products or for our professional services associated with these products could have a material adverse effect on our financial position and results of operations.

We May Not Be Able to Efficiently and Effectively Implement New Solutions or Convert Clients onto Our Solutions.

Our continued growth plans include the implementation of new solutions, as well as converting both new and existing clients to our solutions. Such implementations or conversions, whether they involve new solutions or new customers, have become increasingly more difficult because of the sophistication, complexity, and interdependencies of the various computing and network environments impacted, combined with the increasing complexity of the clients underlying business processes. In addition, the complexity of the implementation work increases when the arrangement includes additional vendors participating in the overall project, including, but not limited to, prime and subcontractor relationships with our company. For these reasons, there is a risk that we may experience delays or unexpected costs associated with a particular implementation or conversion, and our inability to complete implementation or conversion projects in an efficient and effective manner could have a material adverse effect on our results of operations.

Our Business is Dependent Upon the Economic and Market Condition of the Global Communications Industry.

Since the majority of our clients operate within the global communications industry sector, the economic state of this industry directly impacts our business. The global communications industry has undergone significant fluctuations in growth rates and capital investment cycles in the past decade. Current economic indices suggest a slow stabilization of the industry, but it is impossible to predict whether this stabilization will persist or be subject to future instability. In addition, consolidation amongst providers continues as service providers look for ways to expand their markets and increase their revenues.

Continued consolidation, a significant retrenchment in investment by communications providers, or even a material slowing in growth (whether caused by economic, geo-political, competitive, or consolidation factors) could cause delays or cancellations of sales and services currently included in our forecasts. This could cause us to either fall short of revenue expectations or have a cost model that is misaligned with revenues, either or both of which could have a material adverse effect on our financial position and results of operations.

We expect to continue to generate a significant portion of our future revenues from our North American cable and satellite operators. These clients operate in a highly competitive environment. Competitors range from traditional wireline and wireless providers to new entrants like new digital lifestyle service providers such as Hulu, YouTube, Google, Netflix, Apple, and Amazon. Should these competitors be successful in their strategies, it could threaten our clients market share, and thus our source of revenues, as generally speaking these companies do not use our core solutions and there can be no assurance that new entrants will become our clients. In addition, demand for spectrum, network bandwidth and content continues to increase and any changes in the regulatory environment could have a significant impact to not only our clients businesses, but in our ability to help our clients be successful.

We Face Significant Competition in Our Industry.

The market for our solutions is highly competitive. We directly compete with both independent providers and in-house solutions developed by existing and potential clients. In addition, some independent providers are entering into strategic alliances with other independent providers, resulting in either new competitors, or competitors with greater resources. Many of our current and potential competitors have significantly greater financial, marketing, technical, and other competitive resources than our company, many with significant and well-established domestic and international operations. There can be no assurance that we will be able to compete successfully with our existing competitors or with new competitors.

Failure to Protect Our Intellectual Property Rights or Claims by Others That We Infringe Their Intellectual Property Rights Could Substantially Harm Our Business, Financial Position and Results of Operations.

We rely on a combination of trade secret, copyright, trademark, and patent laws in the U.S. and similar laws in other countries, and non-disclosure, confidentiality, and other types of contractual arrangements to establish, maintain, and enforce our intellectual property rights in our solutions. Despite these measures, any of our intellectual property rights could be challenged, invalidated, circumvented, or misappropriated. Further, our contractual arrangements may not effectively prevent disclosure of our confidential information or provide an adequate remedy in the event of unauthorized disclosure of our confidential information. Others may independently discover trade secrets and proprietary information, which may complicate our assertion of trade secret rights against such parties. Costly and time consuming litigation could be necessary to enforce and determine the scope of our proprietary rights, and failure to obtain or maintain trade secret protection could adversely affect our competitive business position. In addition, the laws of certain countries do not protect proprietary rights to the same extent as the laws of the U.S. Therefore, in certain jurisdictions, we may be unable to protect our proprietary technology adequately against unauthorized third party copying or use, which could adversely affect our competitive position.

Although we hold a limited number of patents and patent applications on some of our newer solutions, we do not rely upon patents as a primary means of protecting our rights in our intellectual property. In any event, there can be no assurance that our patent applications will be approved, that any issued patents will adequately protect our intellectual property, or that such patents will not be challenged by third parties. Also, much of our business and many of our solutions rely on key technologies developed or licensed by third parties, and we may not be able to obtain or continue to obtain licenses and technologies from these third parties at all or on reasonable terms.

Finally, third parties may claim that we, our clients, licensees or other parties indemnified by us are infringing upon their intellectual property rights. Even if we believe that such claims are without merit, they can be time consuming and costly to defend and distract management s and technical staff s attention and resources. Claims of intellectual property infringement also might require us to redesign affected solutions, enter into costly settlement or license agreements or pay costly damage awards, or face a temporary or permanent injunction prohibiting us from marketing or selling certain of our solutions. Even if we have an agreement to indemnify us against such costs, the indemnifying party may be unable to uphold its contractual obligations. If we cannot or do not license the infringed technology on reasonable pricing terms or at all, or substitute similar technology from another source, our business, financial position, and results of operations could be adversely impacted. Our failure to adequately establish, maintain, and protect our intellectual property rights could have a material adverse impact on our business, financial position, and results of operations.

Client Bankruptcies Could Adversely Affect Our Business.

In the past, certain of our clients have filed for bankruptcy protection. As a result of the current economic conditions and the additional financial stress this may place on companies, the risk of client bankruptcies is heightened. Companies involved in bankruptcy proceedings pose greater financial risks to us, consisting principally of the following: (i) a financial loss related to possible claims of preferential payments for certain amounts paid to us prior to the bankruptcy filing date, as well as increased risk of collection for accounts receivable, particularly those accounts receivable that relate to periods prior to the bankruptcy filing date; and/or (ii) the possibility of a contract being unilaterally rejected as part of the bankruptcy proceedings, or a client in bankruptcy may attempt to renegotiate more favorable terms as a result of their deteriorated financial condition, thus, negatively impacting our rights to future revenues subsequent to the bankruptcy filing. We consider these risks in assessing our revenue recognition and our ability to collect accounts receivable related to our clients that have filed for bankruptcy protection, and for those clients that are seriously threatened with a possible bankruptcy filing. We establish accounting reserves for our estimated exposure on these items which can materially impact the results of our operations in the period such reserves are established. There can be no assurance that our accounting reserves related to this exposure will be adequate. Should any of the factors considered in determining the adequacy of the overall reserves change adversely, an adjustment to the accounting reserves may be necessary. Because of the potential significance of this exposure, such an adjustment could be material.

We May Incur Material Restructuring Charges in the Future.

In the past, we have recorded restructuring charges related to involuntary employee terminations, various facility abandonments, and various other restructuring activities. We continually evaluate ways to reduce our operating expenses through new restructuring opportunities, including more effective utilization of our assets, workforce, and operating facilities. As a result, there is a risk, which is increased during economic downturns and with expanded global operations, that we may incur material restructuring charges in the future.

Substantial Impairment of Goodwill and Other Long-lived Assets in the Future May Be Possible.

As a result of various acquisitions and the growth of our company over the last several years, we have approximately $228 million of goodwill, and $142 million of long-lived assets other than goodwill (principally, property and equipment, software, and client contracts). These long-lived assets are subject to ongoing assessment of possible impairment summarized as follows:

· Goodwill is required to be tested for impairment on an annual basis. We have elected to do our annual test for possible impairment as of July 31 of each year. In addition to this annual requirement, goodwill is required to be evaluated for possible impairment on a periodic basis (e.g., quarterly) if events occur or circumstances change that could indicate a possible impairment may have occurred.

· Long-lived assets other than goodwill are required to be evaluated for possible impairment whenever events or changes in circumstances indicate that the carrying amount of these assets may not be recoverable.

We utilize our market capitalization and/or cash flow models as the primary basis to estimate the fair value amounts used in our goodwill and other long-lived asset impairment valuations. If an impairment was to be recorded in the future, it could materially impact our results of operations in the period such impairment is recognized, but such an impairment charge would be a non-cash expense, and therefore would have no impact on our cash flows.

Failure to Attract and Retain Our Key Management and Other Highly Skilled Personnel Could Have a Material Adverse Effect on Our Business.

Our future success depends in large part on the continued service of our key management, sales, product development, professional services, and operational personnel. We believe that our future success also depends on our ability to attract and retain highly skilled technical, managerial, operational, and sales and marketing personnel, including, in particular, personnel in the areas of R&D, professional services, and technical support. Competition for qualified personnel at times can be intense, particularly in the areas of R&D, conversions, software implementations, and technical support. This risk is heightened with a widely dispersed customer base and employee populations. For these reasons, we may not be successful in attracting and retaining the personnel we require, which could have a material adverse effect on our ability to meet our commitments and new product delivery objectives.

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 2013 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 Number of Shares Purchased (1)	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plan or Programs
April 1 April 30	73,619	$ 20.68	72,800	2,229,881
May 1 May 31	41,300	21.34	41,300	2,188,581
June 1 June 30	53,575	21.19	52,000	2,136,581
Total	168,494	$ 21.01	166,100	

(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.

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 9, 2013

CSG SYSTEMS INTERNATIONAL, INC.

/s/ Peter E. Kalan
Peter E. Kalan
Chief Executive Officer and President
(Principal Executive Officer)

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

CSG SYSTEMS INTERNATIONAL, INC.

INDEX TO EXHIBITS

Exhibit Number	Description
10.22A*	First Amendment to the CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Comcast Cable Communications Management, LLC
10.23X*	Thirty-First Amendment to the CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and DISH Network L.L.C.
10.23Y*	Thirty-Second Amendment to the CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and DISH Network L.L.C.
10.23Z*	Thirty-Third Amendment to the CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and DISH Network L.L.C.
10.23AA*	Thirty-Fourth Amendment to the CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and DISH Network L.L.C.
10.24S*	Sixty-Ninth Amendment to the CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Time Warner Cable Inc.
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
101.LAB**	XBRL 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.

** XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.