MIMEDX GROUP, INC.
Form 10-Q
May 10, 2011

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q

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

For the Quarterly Period Ended March 31, 2011

OR

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

For the transition period from __________ to __________

Commission file number 0-52491

MIMEDX GROUP, INC.

(Exact name of registrant as specified in its charter)

Florida	**26-2792552**
(State or other jurisdiction of incorporation)	(I.R.S. Employer Identification Number)

811 Livingston Court, Suite B	
Marietta, GA	**30067**
(Address of principal executive offices)	(Zip Code)

(678) 384-6720

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 þ No o

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 þ No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer o	Accelerated filer o	Non-accelerated filer o	Smaller reporting company þ
		(Do not check if a 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 o No þ

As of April 30, 2011, there were 71,791,349 shares outstanding of the registrant s common stock.

MIMEDX GROUP, INC.

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MIMEDX GROUP, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

	March 31, 2011 (unaudited)	December 31, 2010
ASSETS		
Current assets:		
Cash and cash equivalents	$ 1,020,533	$ 1,340,922
Accounts receivable, net	503,185	162,376
Inventory	570,643	111,554
Prepaid expenses and other current assets	248,712	90,946
Total current assets	2,343,073	1,705,798
Property and equipment, net of accumulated depreciation of $1,585,986 and $1,392,704, respectively	825,569	756,956
Goodwill	4,040,443	857,597
Intangible assets, net of accumulated amortization of $2,466,583 and $2,132,606, respectively	16,092,417	3,929,394
Deposits and other long term assets	119,083	102,500
Total assets	$ 23,420,585	$ 7,352,245
LIABILITIES AND STOCKHOLDERS EQUITY		
Current liabilities:		
Accounts payable and accrued expenses	$ 1,686,272	$ 848,285
Line of credit with a related party	800,000	
Short-term convertible notes, plus accrued interest of $3,432		403,432
Short-term notes payable, plus accrued interest of $146	205,140	
Deferred Rent Current	6,620	
Total current liabilities	2,698,032	1,251,717
Accrued contingent consideration	7,404,700	
Long-term convertible debt, plus accrued interest of $11,644	897,061	
Long-term notes payable, plus accrued interest of $362	13,769	
Other long term liabilities	22,285	
Total liabilities	11,035,847	1,251,717

Commitments and contingency (Note 11)

Stockholders equity:		
Preferred stock; $.001 par value; 5,000,000 shares authorized and 0 shares issued and outstanding		
Common stock; $.001 par value; 100,000,000 shares authorized; 71,251,349 issued and 71,201,349 outstanding for 2011 and 64,381,910 issued and 64,331,910 outstanding for 2010	71,251	64,382
Additional paid-in capital	67,513,409	57,888,506
Treasury stock (50,000 shares at cost)	(25,000)	(25,000)
Accumulated deficit	(55,174,922)	(51,827,360)
Total stockholders equity	12,384,738	6,100,528
Total liabilities and stockholders equity	$ 23,420,585	$ 7,352,245

See notes to condensed consolidated financial statements

MIMEDX GROUP, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(unaudited)

	Three Months Ended March 31,	
	2011	2010
REVENUES:		
Net sales	$ 1,043,487	$ 114,855
OPERATING COSTS AND EXPENSES:		
Cost of products sold	658,875	379,588
Research and development expenses	847,903	572,404
Selling, General and Administrative expenses	2,793,055	1,711,438
LOSS FROM OPERATIONS	(3,256,346)	(2,548,575)
OTHER EXPENSE, net		
Interest expense, net	(91,216)	(593,510)
LOSS BEFORE INCOME TAXES	(3,347,562)	(3,142,085)
Income taxes		
NET LOSS	$ (3,347,562)	$ (3,142,085)
Net loss per common share		
Basic and diluted	$ (0.05)	$ (0.06)
Shares used in computing net loss per common share		
Basic and diluted	70,333,476	51,227,540

See notes to condensed consolidated financial statements

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MIMEDX GROUP, INC. AND SUBSIDARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS EQUITY
(unaudited)

	Convertible Preferred Stock Series A		Common Stock		Additional Paid-in Capital	Treasury Stock	Retained Earnings (Accumulated Deficit)	Total
	Shares	Amount	Shares	Amount				
Balances, December 31, 2010			64,381,910	$ 64,382	$ 57,888,506	$ (25,000)	$ (51,827,360)	$ 6,100,528
Employee share-based compensation expense					380,373			380,373
Other share-based compensation expense					107,560			107,560
Sale of common stock and warrants (net of $600 of offering costs)			1,212,775	1,213	1,210,962			1,212,175
Shares issued in conjunction with conversion of convertible debt			406,664	406	406,258			406,664
Shares issued in conjunction with acquisition of Surgical Biologics, LLC			5,250,000	5,250	7,082,250			7,087,500
Beneficial conversion feature recognized on convertible debt					437,500			437,500
Net loss for the peiod							(3,347,562)	(3,347,562)

Balances, March 31, 2011	$	71,251,349	$ 71,251	$ 67,513,409	$ (25,000)	$ (55,174,922)	$ 12,384,738

See notes to condensed consolidated financial statements

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MIMEDX GROUP, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)

	Three Months Ended March 31,	
	2011	2010
Cash flows from operating activities:		
Net loss	$ (3,347,562)	$ (3,142,085)
Adjustments to reconcile net loss to net cash flows from operating activities:		
Depreciation	116,180	110,992
Amortization of intangible assets	333,977	166,983
Amortization of debt discount and deferred financing costs	72,918	568,636
Employee share-based compensation expense	380,373	189,467
Other share-based compensation expense	107,560	9,667
Increase (decrease) in cash resulting from changes in assets and liabilities, net of effects of acquisition:		
Accounts receivable	150,365	(115,655)
Inventory	(111,983)	(37,356)
Prepaid expenses and other current assets	(155,025)	(35,576)
Other assets		63,021
Accounts payable and accrued expenses	641,882	324,654
Accrued interest	15,383	
Other liabilities	6,088	
Net cash flows from operating activities	(1,789,844)	(1,897,252)
Cash flows from investing activities:		
Purchase of equipment	(111,927)	(15,655)
Cash paid in conjunction with acquisition, net of cash received of $33,583	(316,417)	
Net cash flows from investing activities	(428,344)	(15,655)
Cash flows from financing activities:		
Proceeds from Line of Credit	800,000	
Repayment of Line of Credit	(99,000)	
Repayment of Notes Payable	(15,376)	
Proceeds from sale of common stock and warrants and common stock with registration rights, net	1,212,175	785,000
Proceeds from exercise of stock options		101,875
Net cash flows from financing activities	1,897,799	886,875
Net change in cash	(320,389)	(1,026,032)
Cash, beginning of period	1,340,922	2,653,537

Cash, end of period	$ 1,020,533	$ 1,627,505
Supplemental disclosure of cash flow information:		
Cash paid for interest	$ 3,239	$ 674
Cash paid for income taxes	$	$

Supplemental disclosure of non-cash financing activity:
During the three months ended March 31, 2011:

* the Company converted its outstanding convertible debt and accrued interest to equity by issuing 406,664 shares of common stock

* the Company issued 5,250,000 shares of stock valued at $7,087,500 in conjunction with its acquisition of Surgical Biologics, LLC

* the Company recognized a beneficial conversion feature valued at $437,500 related to the convertible debt of $1,250,000 issued with regard to its acquisition of Surgical Biologics, LLC

During the three months ended March 31, 2010:

* the Company converted its outstanding convertible debt and accrued interest to equity by issuing 7,135,114 shares of common stock

See notes to condensed consolidated financial statements

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MIMEDX GROUP, INC.
NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED MARCH 31, 2011 AND 2010

1. Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP) for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulations S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation of the results of operations for the periods presented have been included. Operating results for the three months ended March 31, 2011 and 2010, are not necessarily indicative of the results that may be expected for the fiscal year. The balance sheet at December 31, 2010, has been derived from the audited consolidated financial statements at that date, but does not include all of the information and footnotes required by GAAP for complete financial statements.

You should read these condensed consolidated financial statements together with the historical consolidated financial statements of the Company for the year ended December 31, 2010 included in our Annual Report on Form 10-K for the year ended December 31, 2010, filed with the Securities and Exchange Commission (SEC) on March 31, 2011.

The Company operates in one business segment, Biomaterials, which includes the design, manufacture, and marketing of products and amnion tissue processing for a variety of surgical applications using the Company s proprietary biomaterials CollaFix , HydroFix , EpiFix and AmnioFix .

2. Significant accounting policies

Please see the Company s 10-K filing for the fiscal year ended December 31, 2010 for a description of all significant accounting policies.

Revenue Recognition

The Company recognizes revenue in accordance with Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Subtopic 605-10-S99, Revenue Recognition .

Sales revenue is generally recognized when the products are shipped. Advance payments received for products are recorded as deferred revenue and are generally recognized when the product is shipped. The Company reduces sales revenue for estimated customer returns and other allowances. The Company recorded $3,481 and $1,968 for net sales returns provisions for the three months ended March 31, 2011 and 2010, respectively.

Net loss per share

Basic net loss per common share is computed using the weighted-average number of common shares outstanding during the period. Diluted net loss per common share is typically computed using the weighted-average number of common and dilutive common equivalent shares from stock options, warrants and convertible debt using the treasury stock method.

For all periods presented, diluted net loss per share is the same as basic net loss per share, as the inclusion of equivalent shares from outstanding common stock options, warrants and convertible debt would be anti-dilutive.

The following table sets forth the computation of basic and diluted net loss per share:

	Three months ended March 31,	
	2011	**2010**
Net loss	$ (3,347,562)	$ (3,142,085)
Denominator for basic earnings per share weighted average shares	70,333,476	51,227,540
Effect of dilutive securities: Stock options and warrants outstanding [(a)]		
Denominator for diluted earnings per share weighted average shares adjusted for dilutive securities	70,333,476	51,227,540
Loss per common share basic and diluted	$ (0.05)	$ (0.06)

(a) Securities outstanding that were excluded from the computation, because they would have been anti-dilutive are as follows:

	Three months ended March 31,	
	2011	**2010**
Outstanding Stock Options	9,778,000	7,306,650
Outstanding Warrants	6,813,644	7,645,534
Convertible Debt	1,250,000	
	17,841,644	14,952,184

Goodwill

The Company accounts for goodwill under the provisions of FASB ASC Topic 350, Intangibles Goodwill and Other (ASC 350). Goodwill is not amortized, but is subject to impairment tests on an annual basis or at an interim date if certain events or circumstances indicate that the asset might be impaired. The most recent annual test as of December 31, 2010, indicated that goodwill was not impaired. There were no indicators of impairment as of March 31, 2011.

Recently adopted accounting pronouncements

In December 2010, the FASB issued ASU 2010-28 to Topic 350 Intangibles Goodwill and Other: When to Perform Step 2 of the Goodwill Impairment Test for Reporting Units with Zero or Negative Carrying Amounts. The amendments to the Codification in this update modify Step 1 of the goodwill impairment test for reporting units with zero or negative carrying amounts. For those reporting units, an entity is required to perform Step 2 of the goodwill impairment test if it is more likely than not that a goodwill impairment exists. Goodwill of a reporting unit is required to be tested for impairment between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount. This update is effective starting in the first quarter of 2011 with early adoption not permitted. Adoption of this update did not have a material impact on our financial statements.

In December 2010, the FASB issued ASU 2010-29 to Topic 805 Business Combinations: Disclosure of Supplementary Pro Forma Information for Business Combinations. The amendments to the Codification in this ASU apply to any public entity that enters into business combination that are material on an individual or

aggregate basis and specify that the entity presents comparative financial statements, the entity should disclose revenue and earnings of the combined entity as though the business combination(s) that occurred during the current year had occurred as of the beginning of the comparable prior annual reporting period only. The update also expands the supplemental pro forma disclosures to include a description of the nature and amount of material, nonrecurring pro forma adjustments directly attributable to the business combination included in the reported pro forma revenue and earnings. The update is effective prospectively for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning in January 2011 with early adoption permitted. We adopted this update for the acquisition completed in 2011.

Recently issued accounting pronouncements not yet adopted

FASB ASU 2011-01 and 2011-02 relate to Topic 310 Receivables. These ASU s apply to Creditors and are not applicable to us.

3. Liquidity and management s plans

Planned principal operations have commenced, and first quarter revenues were in line with management s expectations. Additionally, the Company raised approximately $1,212,000 through a private placement during the quarter. On March 18, 2011, the Board approved an agreement between the Company and its CEO whereby the CEO will provide the Company with a line of credit of up to $3,600,000 to fund ongoing operating cash requirements. As of March 31, 2011, the Company had borrowed $800,000 through the line of credit facility. The Company had approximately $1,021,000 of cash and cash equivalents as of March 31, 2011. The Company believes that its anticipated cash from operations, existing cash and cash equivalents and the aforementioned line of credit will enable the Company to meet its operational liquidity needs for the next twelve months.

4. Acquisition of Surgical Biologics, LLC

On December 21, 2010, we entered into an Agreement and Plan of Merger (the Merger Agreement) with Membrane Products Holdings, LLC and OnRamp Capital Investments, LLC, the owners of Surgical Biologics, LLC (Surgical Biologics), a privately held company headquartered in Kennesaw, Georgia. This transaction closed on January 5, 2011 and as a result we acquired all of the outstanding shares of Surgical Biologics in exchange for $500,000 cash, a total of $1,250,000 in 4% Convertible Secured Promissory Notes, and $7,087,500 in stock, represented by 5,250,000 shares of our common stock (525,000 of which were held in escrow for the purpose of securing the indemnification obligations outlined in the Merger Agreement). Contingent consideration may be payable in a formula determined by sales and certain expenses for the years 2011 and 2012. The contingent consideration was valued at $7,404,700 and is shown in the schedule below as fair value of earn-out. We completed the acquisition of Surgical Biologics in an effort to extend our biomaterials product lines.

In total, the 4% Convertible Promissory Notes are convertible into up to 1,250,000 shares of the Company s common stock at $1.00 per share (a) at any time upon the election of the holder of the Convertible Notes; or (b) at the election of the Company, at any such time as the closing price per share of the Company s common stock (as reported by the OTCBB or on any national securities exchange on which the Company s shares may be listed, as the case may be) closes at no less than $1.75 per share for not less than 20 consecutive trading days in any period prior to the maturity date. If converted, the Common Stock will be available to be sold following satisfaction of the applicable conditions as set forth in Rule 144. The 4% Convertible Promissory Notes mature in eighteen (18) months and earn interest at 4% per annum on the outstanding principal amount payable in cash on the maturity date or convertible into shares of common stock of the Company as provided for above. The 4% Convertible Promissory Notes are secured by a security interest in (i) the Intellectual Property, including the Patents and know-how and trade secrets related thereto, owned by, or exclusively licensed to, Surgical Biologics, LLC.

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The Company has evaluated the 4% Convertible Promissory Notes for accounting purposes under GAAP and has determined that the conversion feature meets the conventional-convertible exemption and, accordingly, bifurcation and fair-value measurement of the conversion feature is not required. We are required to re-evaluate this conclusion upon each financial statement closing date while the 4% Convertible Promissory Notes are outstanding. Notwithstanding, the 4% Convertible Promissory Notes were issued with a beneficial conversion feature having an intrinsic value of $437,500. The intrinsic value of the beneficial conversion feature was determined by comparing the contracted conversion price to the fair value of the common on the date the respective 4% Convertible Promissory Notes were issued. A beneficial conversion feature only exists when the embedded conversion feature is in-the-money at the commitment date.

As a result of the beneficial conversion feature, the 4% Convertible Promissory Notes were recorded net of a discount of $437,500 related to the beneficial conversion feature, which is recorded in paid-in capital, and the discount will be amortized through periodic charges to interest expense over the tem of the 4% Convertible Notes using the effective interest method.

The contingent consideration which was valued at $7,404,700 was classified as a liability. The Company has evaluated the contingent consideration for accounting purposes under GAAP and has determined that the contingent consideration is within the scope of ASC 480 Distinguishing Liabilities from Equity whereby a financial instrument other than an outstanding share, that embodies a conditional obligation that the issuer may settle by issuing a variable number of its equity shares, shall be classified as a liability if, at inception, the monetary value of the obligation is based solely or predominantly on variations in something other than the fair value of the issuer s equity shares.

The actual purchase price was based on cash paid, the fair value of our stock on the date of the Surgical Biologics acquisition, and direct costs associated with the combination. The actual purchase price was allocated as follows:

Value of 5,250,000 shares issued at $1.35 per share	$	7,087,500
Cash paid at closing		350,000
Cash hold back pending final working capital and assumed debt limits		150,000
Assumed Debt		182,777
Convertible Secured Promissory Note		1,250,000
Fair value of earn-out		7,404,700
Total fair value of purchase price	$	16,424,977

Assets purchased:

		33		33
Additional paid-in capital		244,498		247,137
Retained earnings		45,852		48,517
Treasury stock, at cost, 2,254,953 shares in treasury		(28,182)		(28,182)
Accumulated other comprehensive loss		(1,382)		(1,789)
Total stockholders' equity		260,819		265,716
Total liabilities and stockholders' equity	$	723,143	$	708,905

See accompanying notes to the consolidated financial statements.

HEALTHWAYS, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(In thousands, except earnings (loss) per share data)
(Unaudited)

	Three Months Ended March 31, 2012	Three Months Ended March 31, 2011
Revenues	$ 165,218	$ 162,969
Cost of services (exclusive of depreciation and amortization of $8,683 and $9,023, respectively, included below)	140,235	121,908
Selling, general and administrative expenses	13,739	17,842
Depreciation and amortization	12,173	12,433
Operating income (loss)	(929)	10,786
Interest expense	3,187	3,418
Income (loss) before income taxes	(4,116)	7,368
Income tax (benefit) expense	(1,451)	3,233
Net income (loss)	$ (2,665)	$ 4,135
Earnings (loss) per share:		
Basic	$ (0.08)	$ 0.12
Diluted(1)	$ (0.08)	$ 0.12
Comprehensive income (loss)	$ (2,258)	$ 4,833
Weighted average common shares and equivalents:		
Basic	33,346	33,975
Diluted (1)	33,346	34,690

(1) The assumed exercise of stock-based compensation awards for the three months ended March 31, 2012 was not considered because the impact would be anti-dilutive.

See accompanying notes to the consolidated financial statements.

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HEALTHWAYS, INC.
CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY
For the Three Months Ended March 31, 2012
(In thousands)
(Unaudited)

	Preferred Stock	Common Stock	Additional Paid-in Capital	Retained Earnings	Treasury Stock	Accumulated Other Comprehensive Loss	Total
Balance, December 31, 2011	$—	$33	$247,137	$48,517	$(28,182)	$(1,789)	$265,716
Comprehensive loss	—	—	—	(2,665)	—	407	(2,258)
Exercise of stock options	—	—	9	—	—	—	9
Tax effect of stock options and restricted stock units	—	—	(4,042)	—	—	—	(4,042)
Share-based employee compensation expense	—	—	1,394	—	—	—	1,394
Balance, March 31, 2012	$—	$33	$244,498	$45,852	$(28,182)	$(1,382)	$260,819

See accompanying notes to the consolidated financial statements.

HEALTHWAYS, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)
(Unaudited)

	Three Months Ended March 31, 2012	2011
Cash flows from operating activities:		
Net income (loss)	$ (2,665)	$ 4,135
Adjustments to reconcile net income (loss) to net cash (used in) provided by operating activities, net of business acquisitions:		
Depreciation and amortization	12,173	12,433
Amortization of deferred loan costs	435	477
Share-based employee compensation expense	1,394	2,252
Deferred income taxes	(1,562)	(2,700)
Excess tax benefits from share-based payment arrangements	(3)	(172)
(Increase) decrease in accounts receivable, net	(10,226)	1,909
Decrease in other current assets	2,024	7,022
Decrease in accounts payable	(5,002)	(2,782)
Decrease in accrued salaries and benefits	(14,063)	(10,248)
Increase in other current liabilities	8,241	7,805
Other	(2,320)	707
Net cash flows (used in) provided by operating activities	(11,574)	20,838
Cash flows from investing activities:		
Acquisition of property and equipment	(15,085)	(9,787)
Other	(1,825)	(1,327)
Net cash flows used in investing activities	(16,910)	(11,114)
Cash flows from financing activities:		
Proceeds from issuance of long-term debt	115,575	119,918
Payments of long-term debt	(91,228)	(123,445)
Deferred loan costs	—	(40)
Excess tax benefits from share-based payment arrangements	3	172
Exercise of stock options	9	1,862
Repurchases of common stock	—	(3,868)
Change in outstanding checks and other	4,287	(1,320)
Net cash flows provided by (used in) financing activities	28,646	(6,721)
Effect of exchange rate changes on cash	120	269
Net increase in cash and cash equivalents	282	3,272
Cash and cash equivalents, beginning of period	864	1,064
Cash and cash equivalents, end of period	$ 1,146	$ 4,336

See accompanying notes to the consolidated financial statements.

HEALTHWAYS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

(1) Basis of Presentation

Our financial statements and accompanying notes are prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). In our opinion, the accompanying consolidated financial statements of Healthways, Inc. and its wholly-owned subsidiaries ("Healthways", the "Company", or such terms as "we," "us," or "our") reflect all adjustments consisting of normal, recurring accruals necessary for a fair presentation. We have reclassified certain items in prior periods to conform to current classifications.

We have omitted certain financial information that is normally included in financial statements prepared in accordance with U.S. GAAP but that is not required for interim reporting purposes. You should read the accompanying consolidated financial statements in conjunction with the financial statements and notes thereto included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2011.

(2) Recently Adopted Accounting Standard

In June 2011, the Financial Accounting Standards Board (the "FASB") issued Accounting Standards Update ("ASU") No. 2011-05, "Presentation of Comprehensive Income". This standard eliminates the current option to report other comprehensive income and its components in the statement of changes in stockholders' equity and requires an entity to present net income and other comprehensive income in one continuous statement or in two separate but consecutive statements. In December 2011, the FASB issued ASU 2011-12, "Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05", which defers the requirement to present on the face of the financial statements reclassification adjustments for items that are reclassified from other comprehensive income to net income while the FASB further deliberates this aspect of the proposal. ASU No. 2011-05, as amended by ASU 2011-12, is effective for interim and annual reporting periods beginning after December 15, 2011. We adopted this standard for the interim period beginning January 1, 2012 and elected to present net income and other comprehensive income in one continuous statement. The adoption of this standard did not have an impact on our consolidated results of operations, financial position, cash flows, or notes to the consolidated financial statements.

(3) Share-Based Compensation

We have several stockholder-approved stock incentive plans for our employees and directors. We currently have three types of share-based awards outstanding under these plans: stock options, restricted stock units, and restricted stock. We believe that such awards align the interests of our employees and directors with those of our stockholders.

For the three months ended March 31, 2012 and 2011, we recognized share-based compensation costs of $1.4 million and $2.3 million, respectively.

A summary of our stock options as of March 31, 2012 and changes during the three months then ended is presented below:

Options	Shares (000s)	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (years)	Aggregate Intrinsic Value ($000s)
Outstanding at January 1, 2012	5,659	$ 17.58		
Granted	677	7.95		
Exercised	(1)	7.24		
Forfeited	(214)	11.70		
Expired	(542)	33.53		
Outstanding at March 31, 2012	5,579	15.10	5.79	$61
Exercisable at March 31, 2012	3,181	18.39	3.46	$56

The weighted-average grant-date fair value of options granted during the three months ended March 31, 2012 was $4.02.

The following table shows a summary of our restricted stock and restricted stock units ("nonvested shares") as of March 31, 2012, as well as activity during the three months then ended:

Nonvested Shares	Shares (000s)	Weighted-Average Grant Date Fair Value
Nonvested at January 1, 2012	910	$ 12.22
Granted	316	7.44
Vested	(137)	14.63
Forfeited	(80)	11.23
Nonvested at March 31, 2012	1,009	$ 10.46

(4) Income Taxes

For the three months ended March 31, 2012, we had an effective tax benefit rate of 35.3% compared to an effective tax expense rate of 43.9% for the three months ended March 31, 2011. The decrease in the effective rate was largely attributable to the impact of certain expenses related to international operations for which we currently are not able to recognize a tax benefit. Because we had a pre-tax loss for the three months ended March 31, 2012, these non-deductible expenses served to reduce our effective tax benefit rate for the period, whereas the same type of expenses served to increase our effective tax expense rate during the three months ended March 31, 2011.

We file income tax returns in the U.S. federal jurisdiction and in various state and foreign jurisdictions. Tax years remaining subject to examination in these jurisdictions include 2008 to present.

(5) Derivative Investments and Hedging Activities

We use derivative instruments to manage risks related to interest rates and foreign currencies. We record all derivatives at estimated fair value as either assets or liabilities on the consolidated balance sheets and recognize the unrealized gains and losses in either the consolidated balance sheets or consolidated statements of

comprehensive income (loss), depending on whether the derivative is designated as a hedging instrument. As permitted under our master netting agreements, the fair value amounts of our derivative instruments are presented on a net basis by counterparty in the consolidated balance sheets.

Interest Rate

In order to reduce our exposure to interest rate fluctuations on our floating rate debt commitments, we maintain interest rate swap agreements with current and original notional amounts of $205.0 million and $220.0 million ($30.0 million of which will become effective in January 2013), respectively, and termination dates ranging from December 31, 2012 to December 31, 2013. Under these agreements, we receive a variable rate of interest based on LIBOR, and we pay a fixed rate of interest. These interest rate swap agreements effectively modify our exposure to interest rate risk by converting a portion of our floating rate debt to fixed obligations with interest rates ranging from 0.465% to 3.385% plus a spread (see Note 7), thus reducing the impact of interest rate changes on future interest expense. We have designated these interest rate swap agreements as qualifying cash flow hedges. We currently meet the hedge accounting criteria under U.S. GAAP in accounting for these interest rate swap agreements.

Foreign Currency

We enter into foreign currency options and/or forward contracts in order to minimize our earnings exposure to fluctuations in foreign currency exchange rates. Our foreign currency exchange contracts do not qualify for hedge accounting treatment under U.S. GAAP. We routinely monitor our foreign currency exposures to maximize the overall effectiveness of our foreign currency hedge positions. We do not execute transactions or hold derivative financial instruments for trading or other purposes.

Fair Values of Derivative Instruments

The estimated gross fair values of derivative instruments at March 31, 2012 and December 31, 2011, excluding the impact of netting derivative assets and liabilities when a legally enforceable master netting agreement exists, were as follows:

	March 31, 2012		December 31, 2011	
(In $000s)	Foreign currency exchange contracts	Interest rate swap agreements	Foreign currency exchange contracts	Interest rate swap agreements
Assets:				
Derivatives not designated as hedging instruments:				
Other current assets	$148	$—	$315	$—
Total assets	$148	$—	$315	$—
Liabilities:				
Derivatives not designated as hedging instruments:				
Accrued liabilities	$232	$—	$321	$—

Derivatives designated as hedging instruments:				
Accrued liabilities	—	227	—	251
Other long-term liabilities	—	3,450	—	3,984
Total liabilities	$232	$3,677	$321	$4,235

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Cash Flow Hedges

Derivative instruments that are designated and qualify as cash flow hedges are recorded at estimated fair value in the consolidated balance sheets, with the effective portion of the gains and losses being reported in accumulated other comprehensive income or loss (“accumulated OCI”). Cash flow hedges for all periods presented consist solely of interest rate swap agreements. Gains and losses on these interest rate swap agreements are reclassified to interest expense in the same period during which the hedged transaction affects earnings or the period in which all or a portion of the hedge becomes ineffective. As of March 31, 2012, we expect to reclassify $2.8 million of net losses on interest rate swap agreements from accumulated OCI to interest expense within the next 12 months due to the scheduled payment of interest associated with our debt.

The following table shows the effect of our cash flow hedges on the consolidated balance sheets during the three months ended March 31, 2012 and March 31, 2011:

(In $000s) Derivatives in Cash Flow Hedging Relationships	Amount of Gain Recognized in Accumulated OCI on Derivatives (Effective Portion) For the Three Months Ended	
	March 31, 2012	March 31, 2011
Interest rate swap agreements, gross of tax effect	$558	$1,294

Gains and losses representing either hedge ineffectiveness or hedge components excluded from the assessment of effectiveness are recognized in current earnings. During the three months ended March 31, 2012 and 2011, there were no gains or losses on cash flow hedges recognized in our consolidated statements of comprehensive income (loss) resulting from hedge ineffectiveness.

Derivative Instruments Not Designated as Hedging Instruments

Our foreign currency exchange contracts require current period mark-to-market accounting, with any change in fair value being recorded each period in the consolidated statements of comprehensive income (loss) in selling, general and administrative expenses. At March 31, 2012, we had forward contracts with notional amounts of $13.0 million to exchange foreign currencies, primarily the Australian dollar and Euro, that were entered into in order to hedge forecasted foreign net income (loss) and intercompany debt.

These forward contracts did not have a material effect on our consolidated statements of comprehensive income (loss) during the three months ended March 31, 2012 and 2011.

(6) Fair Value Measurements

We account for certain assets and liabilities at fair value. Fair value is defined as the price that would be received upon sale of an asset or paid upon transfer of a liability in an orderly transaction between market participants at the measurement date, assuming the transaction occurs in the principal or most advantageous market for that asset or liability.

Fair Value Hierarchy

The hierarchy below lists three levels of fair value based on the extent to which inputs used in measuring fair value are observable in the market. We categorize each of our fair value measurements in one of

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these three levels based on the lowest level input that is significant to the fair value measurement in its entirety. These levels are:

Level 1: Quoted prices in active markets for identical assets or liabilities;

Level 2: Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-based valuation techniques in which all significant assumptions are observable in the market or can be corroborated by observable market data for substantially the full term of the assets or liabilities; and

Level 3: Unobservable inputs that are supported by little or no market activity and typically reflect management's estimates of assumptions that market participants would use in pricing the asset or liability.

Assets and Liabilities Measured at Fair Value on a Recurring Basis

The following tables present our assets and liabilities measured at fair value on a recurring basis at March 31, 2012 and December 31, 2011:

(In $000s) March 31, 2012	Level 2	Gross Fair Value	Netting (1)	Net Fair Value
Assets:				
Foreign currency exchange contracts	$ 148	$ 148	$ (139)	$ 9
Liabilities:				
Foreign currency exchange contracts	$ 232	$ 232	$ (139)	$ 93
Interest rate swap agreements	3,677	3,677	—	3,677

(In $000s) December 31, 2011	Level 2	Gross Fair Value	Netting (1)	Net Fair Value
Assets:				
Foreign currency exchange contracts	$ 315	$ 315	$ (212)	$ 103
Liabilities:				
Foreign currency exchange contracts	$ 321	$ 321	$ (212)	$ 109
Interest rate swap agreements	4,235	4,235	—	4,235

(1) This column reflects the impact of netting derivative assets and liabilities by counterparty when a legally enforceable master netting agreement exists.

The fair values of forward foreign currency exchange contracts are valued using broker quotations of similar assets or liabilities in active markets. The fair values of interest rate swap agreements are primarily determined based on the present value of future cash flows using internal models and third-party pricing services with observable inputs, including interest rates, yield curves and applicable credit spreads.

Fair Value of Other Financial Instruments

In addition to foreign currency exchange contracts and interest rate swap agreements, the estimated fair values of which are disclosed above, the estimated fair value of each class of financial instruments at March 31, 2012 was as follows:

- Cash and cash equivalents – The carrying amount of $1.1 million approximates fair value because of the short maturity of those instruments (less than three months).

- Long-term debt – The estimated fair value of outstanding borrowings under the Fourth Amended and Restated Credit Agreement (the "Fourth Amended Credit Agreement"), which includes the 2013 Revolving Credit Facility and a term loan facility (see Note 7), is determined based on the fair value hierarchy as discussed above. The 2013 Revolving Credit Facility is not actively traded and therefore is classified as a Level 2 valuation based on the market for other revolvers with similar maturities. The term loan facility is actively traded and therefore is classified as a Level 1 valuation based on the market for identical instruments. In both instances, the estimated fair value is based on the average of the prices set by the issuing bank given current market conditions and is not necessarily indicative of the amount we could realize in a current market exchange. The estimated fair value and carrying amount of outstanding borrowings under the Fourth Amended Credit Agreement at March 31, 2012 are $288.7 million and $290.9 million, respectively.

(7) Long-Term Debt

On March 30, 2010, we entered into the Fourth Amended Credit Agreement. The Fourth Amended Credit Agreement provides us with the 2013 Revolving Credit Facility, which is a $345.0 million revolving credit facility that expires December 1, 2013 and includes a swingline sub facility of $20.0 million and a $75.0 million sub facility for letters of credit. The Fourth Amended Credit Agreement also provides a continuation of the term loan facility provided pursuant to the Third Amended and Restated Credit Agreement, of which $189.5 million remained outstanding on March 31, 2012, and an uncommitted incremental accordion facility of $200.0 million. As of March 31, 2012, availability under the 2013 Revolving Credit Facility totaled $55.7 million as calculated under the most restrictive covenant.

Revolving advances under the 2013 Revolving Credit Facility generally bear interest, at our option, at 1) LIBOR plus a spread of 1.875% to 2.750% or 2) the greater of the federal funds rate plus 0.5%, or the prime rate, plus a spread of 0.375% to 1.250%. Term loan borrowings bear interest, at our option, at 1) LIBOR plus 1.50% or 2) the greater of the federal funds rate plus 0.5%, or the prime rate. See Note 5 for a description of our interest rate swap agreements. The Fourth Amended Credit Agreement also provides for a fee ranging between 0.275% and 0.425% of the unused commitments under the 2013 Revolving Credit Facility. The Fourth Amended Credit Agreement is secured by guarantees from most of the Company's domestic subsidiaries and by security interests in substantially all of the Company's and its subsidiaries' assets.

We are required to repay outstanding revolving loans under the 2013 Revolving Credit Facility on December 1, 2013. We are required to repay term loans in quarterly principal installments aggregating $0.5 million each, which commenced on March 31, 2007. The entire unpaid principal balance of the term loans is due and payable at maturity on December 1, 2013.

The Fourth Amended Credit Agreement contains various financial covenants, which require us to maintain, as defined, ratios or levels of 1) total funded debt to EBITDA, 2) fixed charge coverage, and 3) net worth. The Fourth Amended Credit Agreement also restricts the payment of dividends and limits the amount of repurchases of the

Company's common stock. As of March 31, 2012, we were in compliance with all of the covenant requirements of the Fourth Amended Credit Agreement.

As described in Note 5 above, as of March 31, 2012, we are a party to interest rate swap agreements for which we receive a variable rate of interest based on LIBOR and for which we pay a fixed rate of interest.

(8) Restructuring and Related Charges

In November 2011, we began a restructuring of the Company (the “2011 Restructuring”), which was largely completed by the end of fiscal 2011, primarily focused on aligning our capacity requirements and organizational structure following CIGNA’s decision to wind-down its contract beginning in 2012. We do not expect to incur significant additional costs or adjustments related to this restructuring.

In November 2010, we began a restructuring of the Company (the “2010 Restructuring”), which was largely completed by the end of fiscal 2010, primarily focused on aligning resources with current and emerging markets and consolidating operating capacity. We do not expect to incur significant additional costs or adjustments related to this restructuring.

The change in accrued restructuring and related charges associated with the 2011 Restructuring and 2010 Restructuring activities described above during the three months ended March 31, 2012 were as follows:

(In 000s)	2011 Restructuring	2010 Restructuring	Total
Accrued restructuring and related charges at January 1, 2012	$ 8,426	$ 1,583	$ 10,009
Additions	41	—	41
Payments	(5,050)	(211)	(5,261)
Adjustments (1)	(314)	(35)	(349)
Accrued restructuring and related charges at March 31, 2012	$ 3,103	$ 1,337	4,440

(1) Adjustments for the three months ended March 31, 2012 resulted primarily from actual employee tax and benefit amounts differing from previous estimates.

(9) Commitments and Contingencies

Contract Dispute

We currently are involved in a contractual dispute with Blue Cross Blue Shield of Minnesota regarding fees paid to us as part of a former contractual relationship. In 2010, we received a notice of arbitration under the terms of our agreement alleging a violation of certain contract provisions. We believe we performed our services in compliance with the terms of our agreement and that the assertions made in the arbitration notice are without merit. On August 3, 2011, we asserted numerous counterclaims against Blue Cross Blue Shield of Minnesota. We are not able to reasonably estimate a range of potential losses, if any.

Anti-Trust Lawsuit

On May 1, 2012, American Specialty Health Group (“ASH”) amended a claim (the “Amended Claim”) that it had previously filed against the Company in the U.S. District Court in the Southern District of California on December 2,

2011 (the “Original Claim”). The Original Claim alleged that the Company’s exclusivity provisions in some of its contracts with participating locations in its SilverSneakers® fitness network violate California’s Unfair Competition Law and that the Company interfered with ASH’s contractual relations and

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prospective economic advantages. The Amended Claim added allegations that the Company is in violation of the Sherman Antitrust Act (the "Act") because such exclusivity provisions create illegal restraints on trade and constitute monopolization or attempted monopolization in violation of the Act. Under the Amended Claim, ASH is seeking damages in excess of $15,000,000, treble damages under the Act, and injunctive relief.

We believe ASH's claims are without merit and intend to vigorously defend ourselves against the Amended Claim.

Outlook

We are also subject to other contractual disputes, claims and legal proceedings that arise from time to time in the ordinary course of our business. While we are unable to estimate a range of potential losses, we do not believe that any of the legal proceedings pending against us as of the date of this report will have a material adverse effect on our liquidity or financial condition. As these matters are subject to inherent uncertainties, our view of these matters may change in the future.

Contractual Commitment

In May 2011, we entered into a ten-year applications and technology services outsourcing agreement with HP Enterprise Services, LLC that contains minimum fee requirements. Total payments over the remaining term must equal or exceed a minimum level of approximately $171.9 million; however, based on initial required service and equipment level assumptions, we estimate that the remaining payments will be approximately $359.6 million. The agreement allows us to terminate all or a portion of the services after the first two years provided we pay certain termination fees, which could be material to the Company.

(10) Share Repurchases

The Company's Board of Directors authorized a share repurchase program, which was publicly announced on October 21, 2010. The share repurchase program allows for the repurchase of up to $60 million of our common stock from time to time in the open market or in privately negotiated transactions through October 19, 2012. No shares were repurchased between January 1, 2012 and March 31, 2012 pursuant to the program.

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs
January 1 through 31, 2012	—	—	2,254,953	$31,813,383
February 1 through 29, 2012	—	—	2,254,953	$31,813,383
March 1 through 31, 2012	—	—	2,254,953	$31,813,383
Total	—			

(11) Comprehensive Income

Comprehensive income (loss), net of income taxes, was ($2.3 million) and $4.8 million for the three months ended March 31, 2012 and 2011, respectively.

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(12) Earnings (Loss) Per Share

The following is a reconciliation of the numerator and denominator of basic and diluted earnings (loss) per share for the three months ended March 31, 2012 and 2011:

(In 000s, except per share data)	Three Months Ended March 31, 2012	Three Months Ended March 31, 2011
Numerator:		
Net income (loss) - numerator for basic earnings (loss) per share	$ (2,665)	$ 4,135
Denominator:		
Shares used for basic earnings (loss) per share	33,346	33,975
Effect of dilutive securities outstanding:		
Non-qualified stock options (1)	—	380
Restricted stock units (1)	—	335
Shares used for diluted earnings (loss) per share (1)	33,346	34,690
Earnings (loss) per share:		
Basic	$ (0.08)	$ 0.12
Diluted (1)	$ (0.08)	$ 0.12
Dilutive securities outstanding not included in the computation of diluted earnings (loss) per share because their effect is antidilutive:		
Non-qualified stock options	5,376	4,441
Restricted stock units	487	128

(1) The assumed exercise of stock-based compensation awards for the three months ended March 31, 2012 was not considered because the impact would be anti-dilutive.

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

Overview

Founded in 1981, Healthways provides specialized, comprehensive solutions to help people improve physical, emotional and social well-being, thereby reducing both direct healthcare costs and health-related costs associated with the loss of employee productivity.

We provide highly specific and personalized interventions for each individual in a population, irrespective of health status, age or payor. Our evidence-based health, prevention and well-being services are made available to consumers via phone, mobile devices, direct mail, the Internet, face-to-face consultations and venue-based interactions.

In North America, our customers include health plans, employers, integrated healthcare systems, hospitals, physicians, and government entities in all 50 states, the District of Columbia and Puerto Rico. We also provide health improvement programs and services in Brazil, Australia and France. We operate domestic and international care enhancement and coaching centers staffed with licensed health professionals. Our fitness center network encompasses approximately 14,000 U.S. locations. We also maintain an extensive network of over 88,000 complementary, alternative and physical medicine practitioners, which offers convenient access to the significant number of individuals who seek health services outside of the traditional healthcare system.

Our guiding philosophy and approach to market is predicated on the fundamental belief that healthier people cost less and are more productive. As described more fully below, our programs are designed to improve well-being by helping people to adopt or maintain healthy behaviors, reduce health-related risk factors, and optimize care for identified health conditions.

First, our programs are designed to help people adopt or maintain healthy behaviors by:

- fostering wellness and disease prevention through total population screening, well-being assessments and supportive interventions; and
- providing access to health improvement programs, such as fitness solutions, weight management, chiropractic, and complementary and alternative medicine.

Our prevention programs focus on education, physical fitness, health coaching, and behavior change techniques and support. We believe this approach improves the well-being status of member populations and reduces the short- and long-term direct healthcare costs for participants, including associated costs from the loss of employee productivity.

Second, our programs are designed to help people reduce health-related risk factors by:

- promoting the change and improvement of the lifestyle behaviors that lead to poor health or chronic conditions; and
- providing educational materials and personal interactions with highly trained nurses and other healthcare professionals to create and sustain healthier behaviors for those individuals at-risk or in the early stages of chronic conditions.

We enable our customers to engage everyone in their covered populations through specific interventions that are sensitive to each individual's health risks and needs. Our programs are designed to motivate people to make positive lifestyle changes and accomplish individual goals, such as increasing physical activity for seniors through the Healthways SilverSneakers fitness solution or overcoming nicotine addiction through the QuitNet® on-line smoking cessation community.

Finally, our programs are designed to help people optimize care for identified health conditions by:

- incorporating the latest, evidence-based clinical guidelines into interventions to optimize patient health outcomes;
- developing care support plans and motivating members to set attainable goals for themselves;
- providing local market resources to address acute episodic interventions;
- coordinating members' care with their healthcare providers;
- providing software licensing and management consulting in support of well-being improvement services; and
- providing high-risk care management for members at risk for hospitalization due to complex conditions.

Our approach is to use proprietary, analytic models to identify individuals who are likely to incur future high costs, including those who have specific gaps in care, and through evidence-based interventions drive adherence to proven standards of care, medication regimens and physicians' plans of care to reduce disease progression and related medical spending.

We recognize that each individual plays a variety of roles in his or her pursuit of health, often simultaneously. By providing the full spectrum of services to meet each individual's needs, we believe our interventions can be delivered at scale and in a manner that reflects those unique needs over time. We believe creating real and sustainable behavior change generates measurable, long-term cost savings and improved individual and business performance.

Forward-Looking Statements

Management's Discussion and Analysis of Financial Condition and Results of Operations contains forward-looking statements, which are based upon current expectations, involve a number of risks and uncertainties, and are subject to the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include all statements that are not historical statements of fact and those regarding the intent, belief, or expectations of the Company, including, without limitation, all statements regarding the Company's future earnings and results of operations, and can be identified by the use of words like "may," "believe," "will," "expect," "project," "estimate," "anticipate, or "continue" and similar expressions. Those forward-looking statements may be affected by certain risks and uncertainties, including, but not limited to:

- our ability to sign and implement new contracts for our solutions;
- our ability to accurately forecast the costs required to successfully implement new contracts;
- our ability to renew and/or maintain contracts with our customers under existing terms or restructure these contracts on terms that would not have a material negative impact on our results of operations;
- our ability to effectively compete against other entities, whose financial, research, staff, and marketing resources may exceed our resources;
- our ability to accurately forecast the Company's revenues, margins, earnings and net income, as well as any potential charges that we may incur as a result of changes in our business;

- our ability to accurately forecast variables that affect performance and the timing of revenue recognition under the terms of our customer contracts ahead of data collection and reconciliation;
- the impact of the Patient Protection and Affordable Care Act, as amended by the Health Care and Education Reconciliation Act of 2010 (“PPACA”) on our operations and/or the demand for our services;
- the outcome of lawsuits challenging the constitutionality of PPACA;
- the impact of any new or proposed legislation, regulations and interpretations relating to the Medicare Prescription Drug, Improvement, and Modernization Act of 2003, including the potential expansion to Phase II for Medicare Health Support programs and any legislative or regulatory changes with respect to Medicare Advantage;
- our ability to anticipate the rate of market acceptance of our solutions in potential international markets;
- our ability to accurately forecast the costs necessary to establish a presence in international markets;
- the risks associated with foreign currency exchange rate fluctuations and our ability to hedge against such fluctuations;
- the risks associated with deriving a significant concentration of our revenues from a limited number of customers;
- our ability to achieve and reach mutual agreement with customers with respect to contractually required performance metrics, cost savings and clinical outcomes improvements, or to achieve such metrics, savings and improvements within the time frames contemplated by us;
- our ability to achieve estimated annualized revenue in backlog in the manner and within the timeframe we expect, which is based on certain estimates regarding the implementation of our services;
- our ability and/or the ability of our customers to enroll participants and to estimate their level of enrollment and participation in our programs in a manner and within the timeframe anticipated by us;
- the ability of our customers to provide timely and accurate data that is essential to the operation and measurement of our performance under the terms of our contracts;
- our ability to favorably resolve contract billing and interpretation issues with our customers;
- our ability to service our debt, make principal and interest payments as those payments become due, and remain in compliance with our debt covenants;
- the risks associated with changes in macroeconomic conditions, which may reduce the demand and/or the timing of purchases for our services from customers or potential customers, reduce the number of covered lives of our existing customers, or restrict our ability to obtain additional financing;
- counterparty risk associated with our interest rate swap agreements and foreign currency exchange contracts;
- our ability to integrate acquired businesses, services (including outsourced services), or technologies into our business and to accurately forecast the related costs;
- our ability to anticipate and respond to strategic changes, opportunities, and trends in our industry and/or business and to accurately forecast the related impact on our earnings;
- the impact of any impairment of our goodwill or other intangible assets;
- our ability to develop new products and deliver outcomes on those products;
- our ability to implement our integrated data and technology solutions platform within the required timeframe and expected cost estimates and to develop and enhance this platform and/or other technologies to meet evolving customer and market needs;
- our ability to obtain adequate financing to provide the capital that may be necessary to support our operations and to support or guarantee our performance under new contracts;
- unusual and unforeseen patterns of healthcare utilization by individuals with diseases or conditions for which we provide services;
- the ability of our customers to maintain the number of covered lives enrolled in the plans during the terms of our agreements;
- the impact of legal proceedings involving us and/or our subsidiaries;

- the impact of future state, federal, and international legislation and regulations applicable to our business, including PPACA, on our ability to deliver our services and on the financial health of our customers and their willingness to purchase our services;
- current geopolitical turmoil, the continuing threat of domestic or international terrorism, and the potential emergence of a health pandemic; and
- other risks detailed in our Annual Report on Form 10-K for the fiscal year ended December 31, 2011 and other filings with the Securities and Exchange Commission.

We undertake no obligation to update or revise any such forward-looking statements.

Customer Contracts

Contract Terms

Our fees are generally billed on a per member per month ("PMPM") basis or upon member participation. For PMPM fees, we generally determine our contract fees by multiplying the contractually negotiated PMPM rate by the number of members covered by our services during the month. We typically set PMPM rates during contract negotiations with customers based on the value we expect our programs to create and a sharing of that value between the customer and the Company. In addition, some of our services, such as the Healthways SilverSneakers fitness solution, include fees that are based upon member participation.

Our contracts with health plans generally range from three to five years with provisions for subsequent renewal; contracts with self-insured employers, either directly or through their health plans or pharmacy benefit manager, typically have one to three-year terms. Some of our contracts allow the customer to terminate early.

Some of our contracts place a portion of our fees at risk based on achieving certain performance metrics, cost savings, and/or clinical outcomes improvements ("performance-based"). Approximately 3% of revenues recorded during the three months ended March 31, 2012 were performance-based and were subject to final reconciliation as of March 31, 2012. We anticipate that this percentage will increase throughout 2012 due to the level of performance-based fees in new contracts and the timing and amount of revenue recognition associated with performance-based fees.

Contract Revenues

Our contract revenues depend on the contractual terms we establish and maintain with customers to provide our services to their members. Restructurings of contracts and possible terminations at, or prior to, renewal could have a material negative impact on our results of operations and financial condition.

Technology

Our solutions require sophisticated analytical, data management, Internet and computer-telephony solutions based on state-of-the-art technology. These solutions help us deliver our services to large populations within our customer base. Our predictive modeling capabilities allow us to identify and stratify those participants who are most at risk for an adverse health event. We incorporate behavior-change science with consumer-friendly interactions to facilitate consumer preferences for engagement and convenience. We use sophisticated data analytical and reporting solutions to validate the impact of our programs on clinical and financial outcomes. We continue to invest heavily in technology, as evidenced by our long-term applications and technology services outsourcing agreement with HP Enterprise Services, LLC, and are continually expanding and improving our proprietary clinical, data management, and reporting systems to continue to meet the information management requirements of our services. The behavior change techniques and predictive modeling incorporated in our technology identify an individual's readiness to change and provide personalized

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support through appropriate interactions using a range of methods desired by an individual, including venue-based face-to-face; print; phone; mobile and remote devices; on-line; emerging modalities; and any combination thereof to motivate and sustain healthy behaviors.

Business Strategy

The World Health Organization defines health as "…not only the absence of infirmity and disease, but also a state of physical, mental, and social well-being."

Our business strategy reflects our passion to enhance health and well-being, and as a result, reduce overall healthcare costs and improve workforce engagement, yielding better business performance for our customers. Our programs are designed to improve well-being by helping people to:

- adopt or maintain healthy behaviors;
- reduce health-related risk factors; and
- optimize care for identified health conditions.

Through our solutions, we work to optimize the health and well-being of entire populations, one person at a time, domestically and internationally, thereby creating value by reducing overall healthcare costs and improving productivity and performance for individuals, families, health plans, governments, employers, integrated healthcare systems and communities.

We believe it is critical to impact an entire population's underlying health status and well-being in a long-term, cost effective way. Believing that what gets measured gets acted upon, in 2008, we entered into an exclusive, 25-year relationship with Gallup to provide a national, daily pulse of individual and collective well-being. The Gallup-Healthways Well-Being IndexTM is the result of a unique partnership in well-being measurement and research that is based upon surveys of 1,000 Americans every day through 2012, with nearly 1.6 million surveys completed to date. Under the agreement, Gallup evaluates and reports on the well-being of individuals of countries, states and communities; Healthways provides similar services for companies, families and individuals. This relationship was expanded in 2011 with the launch of the Gallup-Healthways Well-Being Index in the United Kingdom and Germany, which we believe indicates the growing global interest in gaining clear insights for government and business leaders charged with shaping the policy responses necessary to improve health, increase individual and organizational performance, lower healthcare costs and achieve sustained economic growth.

To enhance health and well-being within their respective populations, our current and prospective customers require solutions that focus on the underlying drivers of healthcare demand, address worsening health status, reverse or slow unsustainable cost trends, foster healthy behaviors, mitigate health risk factors, and manage chronic conditions. Our strategy is to deliver programs that engage individuals and help them enhance their health status and well-being regardless of their starting point. We believe we can achieve health and well-being improvements in a population and generate significant cost savings and increases in productivity by providing effective programs that support the individual throughout his or her well-being journey.

We are adding and enhancing solutions to extend our reach and effectiveness and to meet increasing demand for integrated solutions. The flexibility of our programs allows customers to provide a range of services they deem appropriate for their organizations. Customers may select from certain single program options up to a total-population approach, in which all members of a customer's population are eligible to receive our services. Recently signed contracts have expanded both the level of integration and breadth of services provided to major health plans as they develop and implement a number of patient-centered medical home models. Our services extend beyond chronic care and wellness programs to include care management and pharmacy benefit management, as well as health promotion, prevention and quality improvement solutions.

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Our strategy includes, as a priority, the ongoing expansion of our value proposition through our total population management solution. This solution, in addition to improving individuals' health and reducing direct healthcare costs, targets a much larger improvement in employer profitability by reducing the impact of lost productivity for health-related reasons. With the success of our total population management solution, we expect to gain an even greater competitive advantage in responding to employers' needs for a healthier, higher-performing and less costly workforce.

Our strategy also includes the further enhancement and deployment of our proprietary next generation technology platform known as Embrace™. This platform, which is essential to our total population management solution, enables us to integrate data from the healthcare organizations and other entities interacting with an individual. Embrace provides for the delivery of our integrated solutions and ongoing communications between the individual and his or her medical and health experts, using a range of methods, including venue-based face-to-face; print; phone; mobile and remote devices; on-line; emerging modalities; and any combination thereof.

Significant changes in government regulation of healthcare are affording us expanding opportunities to provide services to integrated healthcare systems, hospitals, and physicians in addition to health plans and employers. We provide integrated healthcare systems, hospitals, and physician enterprises both consultative strategic planning services and a range of capabilities that enable and support the delivery of Physician-Directed Population Health solutions.

We plan to increase our competitive advantage in delivering our services by leveraging our scalable, state-of-the-art call centers, medical information content, behavior change processes and techniques, strategic relationships, health provider networks, fitness center relationships, and proprietary technologies and techniques. We may add new capabilities and technologies through internal development, strategic alliances with other entities, and/or selective acquisitions or investments. Recent examples include our collaboration with Blue Zones, LLC in delivering a scaled well-being improvement solution to support the Healthiest State initiative in Iowa; our investment in our wholly-owned subsidiary MeYou Health, LLC in bringing to market well-being improvement tools in the social media space through web and personal device delivery methods; and our expanded strategic relationship with Johns Hopkins Medicine to commercialize the sustained weight loss program Innergy™ resulting from a three-year clinical trial conducted by the National Heart, Lung and Blood Institute.

We anticipate continuing to enhance, expand and integrate additional capabilities with health plans and integrated healthcare systems and to pursue opportunities with employers, domestic government entities, and communities, as well as the public and private sectors of healthcare in international markets.

Critical Accounting Policies

We describe our accounting policies in Note 1 of the Notes to the Consolidated Financial Statements in our Annual Report on Form 10-K for the fiscal year ended December 31, 2011. We prepare the consolidated financial statements in conformity with U.S. GAAP, which requires us to make estimates and judgments that affect the reported amounts of assets and liabilities and related disclosures at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates.

We believe the following accounting policies are the most critical in understanding the estimates and judgments that are involved in preparing our financial statements and the uncertainties that could impact our consolidated results of operations, financial condition and cash flows.

Revenue Recognition

Our fees are generally billed on a per member per month ("PMPM") basis or upon member participation. For PMPM fees, we generally determine our contract fees by multiplying the contractually negotiated PMPM rate by the number of members covered by our services during the month. We typically set PMPM rates during contract negotiations with customers based on the value we expect our programs to create and a sharing of that value between the customer and the Company. In addition, some of our services, such as the Healthways SilverSneakers fitness solution, include fees that are based upon member participation.

Our contracts with health plans generally range from three to five years with provisions for subsequent renewal; contracts with self-insured employers, either directly or through their health plans or pharmacy benefit manager, typically have one to three-year terms. Some of our contracts allow the customer to terminate early.

Some of our contracts place a portion of our fees at risk based on achieving certain performance metrics, cost savings, and/or clinical outcomes improvements ("performance-based"). Approximately 3% of revenues recorded during the three months ended March 31, 2012 were performance-based and were subject to final reconciliation as of March 31, 2012. We anticipate that this percentage will increase throughout 2012 due to the level of performance-based fees in new contracts and the timing and amount of revenue recognition associated with performance-based fees.

We recognize revenue as follows: 1) we recognize the fixed portion of PMPM fees and fees for service as revenue during the period we perform our services; and 2) we recognize performance-based revenue based on the most recent assessment of our performance, which represents the amount that the customer would legally be obligated to pay if the contract were terminated as of the latest balance sheet date.

We generally bill our customers each month for the entire amount of the fees contractually due for the prior month's enrollment, which typically includes the amount, if any, that is performance-based and may be subject to refund should we not meet performance targets. Deferred revenues arise from contracts which permit upfront billing and collection of fees covering the entire contractual service period, generally 12 months. A limited number of our contracts provide for certain performance-based fees that cannot be billed until after they are reconciled with the customer. Fees for service are typically billed in the month after the services are provided.

We assess our level of performance for our contracts based on medical claims and other data that the customer is contractually required to supply. A minimum of four to nine months' data is typically required for us to measure performance. In assessing our performance, we may include estimates such as medical claims incurred but not reported and a medical cost trend compared to a baseline year. In addition, we may also provide contractual allowances for billing adjustments (such as data reconciliation differences) as appropriate.

If data is insufficient or incomplete to measure performance, or interim performance measures indicate that we are not meeting performance targets, we do not recognize performance-based fees subject to refund as revenues but instead record them in a current liability account entitled "contract billings in excess of earned revenue." Only in the event we do not meet performance levels by the end of the measurement period, typically one year, are we contractually obligated to refund some or all of the performance-based fees. We would only reverse revenues that we had already recognized if performance to date in the measurement period, previously above targeted levels, subsequently dropped below targeted levels. Historically, any such adjustments have been immaterial to our financial condition and results of operations.

During the settlement process under a contract, which generally occurs six to eight months after the end of a contract year, we settle any performance-based fees and reconcile healthcare claims and clinical data. As of March 31, 2012, cumulative performance-based revenues that have not yet been settled with our customers but

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that have been recognized in the current and prior years totaled approximately $38.0 million, all of which were based on actual data received from our customers. Data reconciliation differences, for which we provide contractual allowances until we reach agreement with respect to identified issues, can arise between the customer and us due to customer data deficiencies, omissions, and/or data discrepancies.

Performance-related adjustments (including any amounts recorded as revenue that were ultimately refunded), changes in estimates, or data reconciliation differences may cause us to recognize or reverse revenue in a current fiscal year that pertains to services provided during a prior fiscal year. During the three months ended March 31, 2012, we recognized a net increase in revenue of $1.4 million that related to services provided prior to 2012.

Impairment of Intangible Assets and Goodwill

We review goodwill for impairment at the reporting unit level (operating segment or one level below an operating segment). On an annual basis or more frequently whenever events or circumstances indicate that the carrying value may not be recoverable, we perform a qualitative assessment to determine the likelihood that the fair value of a reporting unit is less than its carrying value. If there are no qualitative factors indicating a possible impairment, we do not perform a quantitative review.

If we conclude during our qualitative assessment that it is more likely than not that the fair value of a reporting unit is less than its carrying value, we estimate the fair value of each reporting unit using a combination of a discounted cash flow model and a market-based approach, and we reconcile the aggregate fair value of our reporting units to our consolidated market capitalization. Estimating fair value requires significant judgments, including management's estimate of future cash flows, which is dependent on internal forecasts, estimation of the long-term growth rate for our business, the useful life over which cash flows will occur, and determination of our weighted average cost of capital, as well as relevant comparable company earnings multiples for the market-based approach. Changes in these estimates and assumptions could materially affect the estimate of fair value and potential goodwill impairment for each reporting unit.

If we determine that the carrying value of goodwill is impaired based upon an impairment review, we calculate any impairment using a fair-value-based goodwill impairment test as required by U.S. GAAP. The fair value of a reporting unit is the price that would be received to sell the unit as a whole in an orderly transaction between market participants at the measurement date.

Except for a certain trade name which has an indefinite life and is not subject to amortization, we amortize identifiable intangible assets, such as acquired technologies and customer contracts, using the straight-line method over their estimated useful lives. We assess the potential impairment of intangible assets subject to amortization whenever events or changes in circumstances indicate that the carrying values may not be recoverable. If we determine that the carrying value of other identifiable intangible assets may not be recoverable, we calculate any impairment using an estimate of the asset's fair value based on the estimated price that would be received to sell the asset in an orderly transaction between market participants.

We review intangible assets not subject to amortization, which consist of a certain trade name, on an annual basis or more frequently whenever events or circumstances indicate that the assets might be impaired. We estimate the fair value of the trade name using a present value technique, which requires management's estimate of future revenues attributable to this trade name, estimation of the long-term growth rate for these revenues, and determination of our weighted average cost of capital. Changes in these estimates and assumptions could materially affect the estimate of fair value for the trade name.

Future events could cause us to conclude that impairment indicators exist and that goodwill and/or other intangible assets are impaired. Any resulting impairment loss could have a material adverse impact on our financial condition and results of operations.

Income Taxes

The objectives of accounting for income taxes are to recognize the amount of taxes payable or refundable for the current year and deferred tax liabilities and assets for the future tax consequences of events that have been recognized in an entity’s financial statements or tax returns. Accounting for income taxes requires significant judgment in determining income tax provisions, including determination of deferred tax assets, deferred tax liabilities, and any valuation allowances that might be required against deferred tax assets, and in evaluating tax positions.

We recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement. U.S. GAAP also provides guidance on derecognition of income tax assets and liabilities, classification of current and deferred income tax assets and liabilities, accounting for interest and penalties associated with tax positions, and income tax disclosures. Judgment is required in assessing the future tax consequences of events that have been recognized in our financial statements or tax returns. Variations in the actual outcome of these future tax consequences could materially impact our consolidated financial position, results of operations, or cash flows.

Share-Based Compensation

We measure and recognize compensation expense for all share-based payment awards based on estimated fair values at the date of grant. Determining the fair value of stock options at the grant date requires judgment in developing assumptions, which involve a number of variables. These variables include, but are not limited to, the expected stock price volatility over the term of the awards and expected stock option exercise behavior. In addition, we also use judgment in estimating the number of share-based awards that are expected to be forfeited.

Results of Operations

The following table shows the components of the consolidated statements of comprehensive income (loss) for the three months ended March 31, 2012 and 2011 expressed as a percentage of revenues.

	Three Months Ended March 31, 2012	2011
Revenues	100.0%	100.0%
Cost of services (exclusive of depreciation and amortization included below)	84.9 %	74.8 %
Selling, general and administrative expenses	8.3 %	10.9 %
Depreciation and amortization	7.4 %	7.6 %
Operating income (loss) (1)	(0.6)%	6.6 %
Interest expense	1.9 %	2.1 %
Income (loss) before income taxes	(2.5)%	4.5 %
Income tax (benefit) expense	(0.9)%	2.0 %
Net income (loss)	(1.6)%	2.5 %

(1) Figures may not add due to rounding.

Revenues

Revenues increased $2.2 million, or 1.4%, for the three months ended March 31, 2012 compared to the three months ended March 31, 2011, primarily due to the following:

- an increase in participation in our fitness solutions, as well as in the number of members eligible to participate in such programs; and
- the commencement of new contracts.

These increases were somewhat offset by decreases in revenue primarily due to the wind-down of our current contract with CIGNA in advance of the contract's expiration in February 2013, as well as certain other contract or program terminations with three smaller health plan customers.

Cost of Services

Cost of services (excluding depreciation and amortization) as a percentage of revenues increased to 84.9% for the three months ended March 31, 2012, compared to 74.8% for the three months ended March 31, 2011 primarily due to the following:

- the wind-down of our current contract with CIGNA and certain other contract or program terminations with three smaller health plan customers to whom we provided traditional disease management services, all of which carried a lower than average cost of services as a percentage of revenues. In addition, due to the timing of the notification from CIGNA in late 2011, some of the related costs could not be reduced until the first quarter of 2012; and

- an increase in the level of performance-based fees such that a significant portion of these fees will not be recognized as revenue until future periods, whereas the related costs are incurred and recognized in the current period.

These increases were somewhat offset by a decrease in cost of services (excluding depreciation and amortization) as a percentage of revenues related to changes in the contract structure of certain incentive-based wellness programs from a utilization model to a fixed margin percentage model.

Selling, General and Administrative Expenses

Selling, general and administrative expenses as a percentage of revenues decreased to 8.3% for the three months ended March 31, 2012 compared to 10.9% for the three months ended March 31, 2011, primarily due to a restructuring of the Company that was largely completed during the fourth quarter of 2011, partially offset by increased costs involved in pursuing business in emerging markets.

Depreciation and Amortization

Depreciation and amortization expense remained relatively consistent for the three months ended March 31, 2012 compared to the three months ended March 31, 2011.

Interest Expense

Interest expense remained relatively consistent for the three months ended March 31, 2012 compared to the three months ended March 31, 2011.

Income Tax Expense

For the three months ended March 31, 2012, we had an effective tax benefit rate of 35.3% compared to an effective tax expense rate of 43.9% for the three months ended March 31, 2011. The decrease in the effective rate was largely attributable to the impact of certain expenses related to international operations for which we currently are not able to recognize a tax benefit. Because we had a pre-tax loss for the three months ended March 31, 2012, these non-deductible expenses served to reduce our effective tax benefit rate for the period, whereas the same type of expenses served to increase our effective tax expense rate during the three months ended March 31, 2011.

Outlook

We anticipate that revenues for 2012 will remain relatively consistent with 2011 primarily due to increased revenues from new and expanded contracts and an increase in participation in our fitness solutions, as well as in the number of members eligible to participate in such solutions, offset by the wind-down of our current contract with CIGNA in advance of the contract's expiration in February 2013.

We expect cost of services as a percentage of revenues for 2012 to increase compared to 2011 primarily due to the wind-down of our current contract with CIGNA and certain contract or program terminations with three smaller health plan customers to whom we provided traditional disease management services, all of which carried a lower than average cost of services as a percentage of revenues. In addition, we anticipate that the level of performance-based fees will increase in 2012 compared to 2011, and a portion of these fees may not be recognized until the following year, whereas the related costs will be incurred and recognized in the current year. We expect selling, general and administrative expenses as a percentage of revenues for 2012 to decrease compared to 2011 primarily due to cost savings from a restructuring of the Company that was largely completed during the fourth quarter of 2011. We anticipate depreciation and

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amortization expense for 2012 will increase compared to 2011 primarily due to continued investment in our Embrace platform.

We anticipate that quarterly revenues and earnings will increase sequentially throughout 2012 primarily due to the timing of recognizing performance-based fees as revenue.

As discussed in "Liquidity and Capital Resources" below, a significant portion of our long-term debt is subject to fixed interest rate swap agreements; however, we cannot predict the potential for changes in interest rates, which would impact our variable rate debt.

Liquidity and Capital Resources

Operating activities for the three months ended March 31, 2012 used cash of $11.6 million compared to providing cash of $20.8 million for the three months ended March 31, 2011, primarily due to the following:

- a decrease in net income;
- an increase in certain long-term incentive and other benefit payments;
- an increase in severance payments in the first quarter of 2012 made as a result of a restructuring of the Company that was largely completed during the fourth quarter of 2011; and
- a decrease in cash collections on accounts receivable due to routine timing of collections.

Investing activities during the three months ended March 31, 2012 used $16.9 million in cash, which primarily consisted of capital expenditures associated with our Embrace platform.

Financing activities during the three months ended March 31, 2012 provided $28.6 million in cash, primarily due to net borrowings under our credit agreement.

On March 30, 2010, we entered into the Fourth Amended Credit Agreement. The Fourth Amended Credit Agreement provides us with the 2013 Revolving Credit Facility, which is a $345.0 million revolving credit facility that expires December 1, 2013 and includes a swingline sub facility of $20.0 million and a $75.0 million sub facility for letters of credit. The Fourth Amended Credit Agreement also provides a continuation of the term loan facility provided pursuant to the Third Amended and Restated Credit Agreement, of which $189.5 million remained outstanding on March 31, 2012, and an uncommitted incremental accordion facility of $200.0 million. As of March 31, 2012, availability under the 2013 Revolving Credit Facility totaled $55.7 million as calculated under the most restrictive covenant.

Revolving advances under the 2013 Revolving Credit Facility generally bear interest, at our option, at 1) LIBOR plus a spread of 1.875% to 2.750% or 2) the greater of the federal funds rate plus 0.5%, or the prime rate, plus a spread of 0.375% to 1.250%. Term loan borrowings bear interest, at our option, at 1) LIBOR plus 1.50% or 2) the greater of the federal funds rate plus 0.5%, or the prime rate. See below for a description of our interest rate swap agreements. The Fourth Amended Credit Agreement also provides for a fee ranging between 0.275% and 0.425% of the unused commitments under the 2013 Revolving Credit Facility. The Fourth Amended Credit Agreement is secured by guarantees from most of the Company's domestic subsidiaries and by security interests in substantially all of the Company's and its subsidiaries' assets.

We are required to repay outstanding revolving loans under the 2013 Revolving Credit Facility on December 1, 2013. We are required to repay term loans in quarterly principal installments aggregating $0.5 million each, which commenced on March 31, 2007. The entire unpaid principal balance of the term loans is due and payable at maturity on December 1, 2013.

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The Fourth Amended Credit Agreement contains various financial covenants, which require us to maintain, as defined, ratios or levels of 1) total funded debt to EBITDA, 2) fixed charge coverage, and 3) net worth. The Fourth Amended Credit Agreement also restricts the payment of dividends and limits the amount of repurchases of the Company's common stock. As of March 31, 2012, we were in compliance with all of the covenant requirements of the Fourth Amended Credit Agreement.

In order to reduce our exposure to interest rate fluctuations on our floating rate debt commitments, we maintain interest rate swap agreements with current and original notional amounts of $205.0 million and $220.0 million ($30.0 million of which will become effective in January 2013), respectively, and termination dates ranging from December 31, 2012 to December 31, 2013. Under these agreements, we receive a variable rate of interest based on LIBOR, and we pay a fixed rate of interest. These interest rate swap agreements effectively modify our exposure to interest rate risk by converting a portion of our floating rate debt to fixed obligations with interest rates ranging from 0.465% to 3.385% plus a spread, thus reducing the impact of interest rate changes on future interest expense. We have designated these interest rate swap agreements as qualifying cash flow hedges. We currently meet the hedge accounting criteria under U.S. GAAP in accounting for these interest rate swap agreements.

In October 2010, our Board of Directors authorized a share repurchase program, which allows for the repurchase over a two-year period of up to $60 million of our common stock from time to time in the open market or in privately negotiated transactions. As of March 31, 2012, $31.8 million of our common stock is still subject to repurchase under this program.

We believe that cash flows from operating activities, our available cash, and our anticipated available credit under the Fourth Amended Credit Agreement will continue to enable us to meet our contractual obligations and to fund our current operations for the foreseeable future. However, if our operations require significant additional financing resources, such as capital expenditures for technology improvements, additional call centers and/or letters of credit or other forms of financial assurance to guarantee our performance under the terms of new contracts, or if we are required to refund performance-based fees pursuant to contract terms, we may need to raise additional capital by expanding our existing credit facility and/or issuing debt or equity. If we face a limited ability to arrange such financing, it may restrict our ability to effectively operate our business. We cannot assure you that we would always be able to secure additional financing if needed and, if such funds were available, whether the terms or conditions would be acceptable to us.

As noted above, we are required to repay outstanding revolving and term loans under the Fourth Amended Credit Agreement on or before December 1, 2013. Total borrowings under this agreement were $290.9 million as of March 31, 2012. We anticipate that we will amend the terms or refinance the borrowings under the Fourth Amended Credit Agreement prior to its expiration. However, we cannot assure you that we will be able to amend the terms or refinance the borrowings under the Fourth Amended Credit Agreement in an amount sufficient, or on terms acceptable, to us.

If contract development accelerates or acquisition opportunities arise, we may need to issue additional debt or equity to provide the funding for these increased growth opportunities. We may also issue equity in connection with future acquisitions or strategic alliances. We cannot assure you that we would be able to issue additional debt or equity on terms that would be acceptable to us.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We are subject to market risk related to interest rate changes, primarily as a result of the Fourth Amended Credit Agreement, which bears interest based on floating rates. Revolving advances under the 2013 Revolving Credit Facility generally bear interest, at our option, at 1) LIBOR plus a spread of 1.875% to 2.750% or 2) the greater of the federal funds rate plus 0.5%, or the prime rate, plus a spread of 0.375% to 1.250%. Term loan borrowings bear interest, at our option, at 1) LIBOR plus 1.50% or 2) the greater of the federal funds rate plus 0.5%, or the prime rate.

In order to manage our interest rate exposure under the Fourth Amended Credit Agreement, we have entered into interest rate swap agreements effectively converting a portion of our floating rate debt to fixed obligations with interest rates ranging from 0.465% to 3.385%.

A one-point interest rate change would have resulted in a change in interest expense of approximately $0.3 million for the three months ended March 31, 2012.

As a result of our investment in international initiatives, we are also exposed to foreign currency exchange rate risks. Because a significant portion of these risks is economically hedged with currency options and forwards contracts and because our international initiatives are not yet material to our consolidated results of operations, a 10% change in foreign currency exchange rates would not have had a material impact on our consolidated results of operations, financial position, or cash flows for the three months ended March 31, 2012. We do not execute transactions or hold derivative financial instruments for trading purposes.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our chief executive officer and chief financial officer have reviewed and evaluated the effectiveness of our "disclosure controls and procedures" (as defined in Rule 13a-15(e) and 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of March 31, 2012. Based on that evaluation, the chief executive officer and chief financial officer have concluded that our disclosure controls and procedures are effective. They are designed to ensure that information required to be disclosed in the reports that the Company files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the U.S. Securities and Exchange Commission's rules and forms and to ensure that information required to be disclosed in the reports that the Company files or submits under the Exchange Act is accumulated and communicated to management, including our chief executive officer and chief financial officer, to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There have been no changes in our internal controls over financial reporting during the three months ended March 31, 2012 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Part II

Item 1.Legal Proceedings

Contract Dispute

We currently are involved in a contractual dispute with Blue Cross Blue Shield of Minnesota regarding fees paid to us as part of a former contractual relationship. In 2010, we received a notice of arbitration under the terms of our agreement alleging a violation of certain contract provisions. We believe we performed our services in compliance with the terms of our agreement and that the assertions made in the arbitration notice are without merit. On August 3, 2011, we asserted numerous counterclaims against Blue Cross Blue Shield of Minnesota. We are not able to reasonably estimate a range of potential losses, if any.

Anti-Trust Lawsuit

On May 1, 2012, American Specialty Health Group ("ASH") amended a claim (the "Amended Claim") that it had previously filed against the Company in the U.S. District Court in the Southern District of California on December 2, 2011 (the "Original Claim"). The Original Claim alleged that the Company's exclusivity provisions in some of its contracts with participating locations in its SilverSneakers fitness network violate California's Unfair Competition Law and that the Company interfered with ASH's contractual relations and prospective economic advantages. The Amended Claim added allegations that the Company is in violation of the Sherman Antitrust Act (the "Act") because such exclusivity provisions create illegal restraints on trade and constitute monopolization or attempted monopolization in violation of the Act. Under the Amended Claim, ASH is seeking damages in excess of $15,000,000, treble damages under the Act, and injunctive relief.

We believe ASH's claims are without merit and intend to vigorously defend ourselves against the Amended Claim.

Outlook

We are also subject to other contractual disputes, claims and legal proceedings that arise from time to time in the ordinary course of our business. While we are unable to estimate a range of potential losses, we do not believe that any of the legal proceedings pending against us as of the date of this report will have a material adverse effect on our liquidity or financial condition. As these matters are subject to inherent uncertainties, our view of these matters may change in the future.

Item 1A. Risk Factors

In addition to the other information set forth in this report, you should carefully consider the risks and uncertainties previously reported under the caption "Part I — Item 1A. Risk Factors" in our Annual Report on Form 10-K for the fiscal year ended December 31, 2011, the occurrence of which could materially and adversely affect our business, prospects, financial condition and operating results. The risks previously reported and described in the Annual Report on Form 10-K for the fiscal year ended December 31, 2011 and in this report are not the only risks facing our business. Additional risks and uncertainties not currently known to us or those we currently deem to be immaterial may also materially and adversely affect our business operations.

There have been no material changes to our risk factors previously disclosed in our Annual Report on Form 10-K for the fiscal year ended December 31, 2011.

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

The Company's Board of Directors authorized a share repurchase program, which was publicly announced on October 21, 2010. The share repurchase program allows for the repurchase of up to $60 million of our common stock from time to time in the open market or in privately negotiated transactions through October 19, 2012. No shares were repurchased between January 1, 2012 and March 31, 2012 pursuant to the program.

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs
January 1 through 31, 2012	—	—	2,254,953	$31,813,383
February 1 through 29, 2012	—	—	2,254,953	$31,813,383
March 1 through 31, 2012	—	—	2,254,953	$31,813,383
Total	—			

Item 3. Defaults Upon Senior Securities

Not Applicable.

Item 4.Mine Safety Disclosures

Not Applicable.

Item 5.Other Information

Not Applicable.

Item 6.Exhibits

(a) Exhibits

10.1 Employment Agreement dated January 1, 2012 between the Company and Peter Choueiri

10.2	Healthways, Inc. Non-Qualified Stock Option Agreement
10.3	Healthways, Inc. Restricted Stock Unit Award Agreement
10.4	Healthways, Inc. Performance Cash Award Agreement
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act, as amended
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act, as amended

32	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C 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
101.CAL	XBRL Taxonomy Extension Calculation Linkbase
101.DEF	XBRL Taxonomy Extension Definition Linkbase
101.LAB	XBRL Taxonomy Extension Label Linkbase
101.PRE	XBRL Taxonomy Extension Presentation Linkbase

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 hereunto duly authorized.

Healthways, Inc.
(Registrant)

Date	May 9, 2012	By	/s/ Alfred Lumsdaine
			Alfred Lumsdaine
			Chief Financial Officer
			(Principal Financial Officer)