Accretive Health, Inc.
Form S-1/A
May 04, 2010

Table of Contents

As filed with the Securities and Exchange Commission on May 4, 2010

Registration No. 333-162186

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

Amendment No. 5
to
Form S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ACCRETIVE HEALTH, INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware	**7389**	**02-0698101**
(State or Other Jurisdiction of Incorporation or Organization)	*(Primary Standard Industrial Classification Code No.)*	*(I.R.S. Employer Identification No.)*

401 North Michigan Avenue
Suite 2700
Chicago, Illinois 60611
(312) 324-7820
(Address, including zip code, and telephone number, including area code, of registrant s principal executive offices)

Mary A. Tolan
Founder, President and Chief Executive Officer
401 North Michigan Avenue
Suite 2700
Chicago, Illinois 60611
(312) 324-7820
(Name, address, including zip code, and telephone number, including area code, of agent for service)

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Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement is declared effective.

If any of the securities being registered on this form are offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended (the Securities Act) please check the following box. o

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 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 the definitions of large accelerated filer , accelerated filer and smaller reporting company in Rule 12b2 of the Exchange Act.

Large accelerated filer o	Accelerated filer o	Non-accelerated filer þ (Do not check if a smaller reporting company)	Smaller reporting company o

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Estimated Maximum Offering Price per Share(2)	Estimated Maximum Aggregate Offering Price(2)	Amount of Registration Fee(3)(4)
Common Stock, par value $0.01 per share	15,333,334	$16.00	$245,333,344	$14,393

(1) Includes 2,000,000 shares of common stock that may be purchased by the underwriters to cover over-allotments, if any.

(2) Estimated solely for the purpose of computing the registration fee in accordance with Rule 457(a) under the Securities Act.

(3) Calculated pursuant to Rule 457(a) based on a bona fide estimate of the maximum aggregate offering price.

(4) A registration fee of $11,160 at the rate of $55.80 per $1,000,000, was previously paid in connection with this Registration Statement, based on a proposed maximum aggregate offering price of $200,000,000. Accordingly, the Registrant has paid an additional registration fee of $3,233, at the rate of $71.30 per $1,000,000, based on the $45,333,344 difference between the bona fide estimate of the maximum aggregate offering price of $245,333,344 and the proposed maximum aggregate offering price of $200,000,000.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to Section 8(a), may determine.

Table of Contents

The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting offers to buy these securities in any state where the offer or sale is not permitted.

Subject to Completion, dated May 4, 2010

13,333,334 Shares

Common Stock

This is an initial public offering of shares of common stock of Accretive Health, Inc.

Accretive Health is offering 6,666,667 of the shares to be sold in the offering. The selling stockholders identified in this prospectus are offering 6,666,667 shares. Accretive Health will not receive any of the proceeds from the sale of the shares being sold by the selling stockholders.

Prior to this offering, there has been no public market for our common stock. It is currently estimated that the initial public offering price per share will be between $14.00 and $16.00. We have applied to list our common stock on the New York Stock Exchange under the symbol AH .

See Risk Factors beginning on page 11 to read about factors you should consider before buying shares of our common stock.

Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

	Per Share	Total
Initial public offering price	$	$
Underwriting discount(1)	$	$
Proceeds, before expenses, to Accretive Health	$	$
Proceeds, before expenses, to the selling stockholders	$	$

(1) The underwriting discount for the shares of common stock sold by Accretive Health is $ per share and the underwriting discount for the shares of common stock sold by the selling stockholders is $ per share.

To the extent that the underwriters sell more than 13,333,334 shares of common stock, the underwriters have the option to purchase up to an additional 1,000,000 shares from Accretive Health and up to an additional 1,000,000 shares from the selling stockholders at the initial public offering price less the underwriting discount.

The underwriters expect to deliver the shares against payment in New York, New York on , 2010.

Goldman, Sachs & Co.	**Credit Suisse**
J.P.Morgan	**Morgan Stanley**
Baird	**William Blair & Company**

Prospectus dated , 2010.

Table of Contents

ACCRETIVE HEALTH results providers trust Delivering Results Through: People A talented team with revenue cycle management skills an a focus on outstanding customer service. Process Standardized implementation process and continuing analysis using sophisticated analytics and proprietary algorithms. Technology Integrated proprietary technology suite delivered as a web interface. Helping Our Customers Achieve: Improved Net Revenue Yield Increased Charge Capture More Efficient Revenue Cycle Operations

TABLE OF CONTENTS

Prospectus

Through and including , 2010 (the 25th day after the date of this prospectus), all dealers effecting transactions in these securities, whether or not participating in this offering, may be required to deliver a prospectus. This is in addition to a dealer s obligation to deliver a prospectus when acting as an underwriter and with respect to an unsold allotment or subscription.

No dealer, salesperson or other person is authorized to give any information or to represent anything not contained in this prospectus. You must not rely on any unauthorized information or representations. This prospectus is an offer to sell only the shares offered hereby, but only under circumstances and in jurisdictions where it is lawful to do so. The information contained in this prospectus is current only as of its date.

PROSPECTUS SUMMARY

This summary highlights information contained elsewhere in this prospectus. You should read the following summary together with the more detailed information appearing in this prospectus, including our consolidated financial statements and related notes, and the risk factors beginning on page 11, before deciding whether to purchase shares of our common stock. Unless the context otherwise requires, we use the terms Accretive Health , our company , we , us and our in this prospectus to refer to Accretive Health, Inc. and its subsidiaries.

Accretive Health

Overview

Accretive Health is a leading provider of healthcare revenue cycle management services. Our business purpose is to help U.S. healthcare providers to more efficiently manage their revenue cycle operations, which encompass patient registration, insurance and benefit verification, medical treatment documentation and coding, bill preparation and collections.

Our customers typically are multi-hospital systems, including faith-based or community healthcare systems, academic medical centers and independent ambulatory clinics, and their affiliated physician practice groups. Our integrated technology and services offering, which we refer to as our solution, helps our customers realize sustainable improvements in their operating margins and improve the satisfaction of their patients, physicians and staff. Our solution is adaptable to the evolution of the healthcare regulatory environment, technology standards and market trends, and requires no up-front cash investment by our customers. As of March 31, 2010, we provided our integrated revenue cycle service offerings to 21 customers representing 53 hospitals and $11.6 billion in annual net patient revenue, as well as physicians billing organizations associated with several of these customers. As of May 3, 2010, we provide our integrated revenue cycle service offerings to 22 customers representing 59 hospitals and $13.6 billion in annual net patient revenue, as well as physicians billing organizations associated with several of these customers.

The revenue cycle operations of a typical healthcare provider often fail to capture and collect the total amounts contractually owed to it from third-party payors and patients for medical services rendered. Our solution spans our customers entire revenue cycle, unlike competing services that we believe address only a portion of the revenue cycle or focus solely on cost reductions. Through the implementation of our distinctive operating model that includes people, process and technology, our customers have historically achieved significant improvements in cash collections measured against the contractual amount due for medical services, which we refer to as net revenue yield, within 18 to 24 months of implementing our solution. Customers operating under mature managed service contracts typically realize 400 to 600 basis points in yield improvements in the third or fourth contract year. All of a customer s yield improvements during the period we are providing services are attributed to our solution because we assume full responsibility for the management of the customer s revenue cycle. Our methodology for measuring yield improvements excludes the impact of external factors such as changes in reimbursement rates from payors, the expansion of existing services or addition of new services, volume increases and acquisitions of hospitals or physician practices.

In assuming responsibility for the management and cost of a customer s revenue cycle operations, we supplement the existing staff involved in the customer s revenue cycle operations with seasoned Accretive Health personnel. We also seek to embed our technology, personnel, know-how and culture within each customer s revenue cycle activities with the expectation that we will serve as the customer s on-site operational manager beyond the contract s initial term. To date, we have experienced a contract renewal rate of 100% (excluding exploratory new services offerings, a consensual termination following a change of control and a customer reorganization). Coupled with the long-term nature of our managed service contracts and the fixed nature of the base fees under each contract, our historical renewal experience provides a core source of recurring revenue.

Our net services revenue consists primarily of base fees and incentive fees. We receive base fees for managing our customers revenue cycle operations, net of any cost savings we share with those customers. Incentive fees represent our portion of the increase in our customers net revenue yield. We and our customers share financial gains resulting from our solution, which directly aligns our objectives and interests with those of our customers. We believe that over time, this alignment of interest fosters greater innovation and incentivizes us to improve our customer s revenue cycle operations.

A customer s net revenue improvements and cost savings generally increase over time as we deploy additional programs and as the programs we implement become more effective, which in turn provides visibility into our future revenue and profitability. In 2009, for example, approximately 87% of our net services revenue, and nearly all of our net income, was derived from customer contracts that were in place as of January 1, 2009. In 2009, we had net services revenue of $510.2 million, representing growth of 28.0% over 2008 and a compound annual growth rate of 46.4% since January 1, 2005. In addition, we were profitable for the three months ended March 31, 2010 and the years ended December 31, 2007, 2008 and 2009, and our profitability increased in each of those years.

Market Opportunity

We believe that current macroeconomic conditions will continue to impose financial pressure on healthcare providers and will increase the importance of managing their revenue cycles effectively and efficiently. We estimate that the market opportunity for our services which we define as the total amount of net patient revenue collected annually by U.S. hospitals and physicians billing organizations exceeds $750 billion. We expect this market opportunity will continue to grow. In addition, the continued operating pressures facing U.S. hospitals coupled with some of the themes underlying recently enacted healthcare reform legislation make the efficient management of the revenue cycle and collection of the full amount of payments due for patient services among the most critical challenges facing healthcare providers today.

We believe that the inability of healthcare providers to capture and collect the total amounts owed to them for patient services are caused by the following trends:

Complexity of Revenue Cycle Management. At most hospitals, there is a lack of standardization across operating practices, payor and patient payment methodologies, data management processes and billing systems.

Lack of Integrated Systems and Processes. Although interrelated, the individual steps in the revenue cycle are not operationally integrated across revenue cycle departments at many hospitals.

Increasing Patient Financial Responsibility for Healthcare Services. Hospitals are being forced to adapt to the need for direct-to-patient billing and collections capabilities as patients bear payment responsibility for an increasing portion of healthcare costs; however, we believe most hospitals are not very well prepared to address consumer needs regarding the patient s payment obligation.

Outdated Systems and Insufficient Resources to Upgrade Them. Many hospitals suffer from operating inefficiencies caused by outdated technology, increasingly complex billing requirements, a general lack of standardization of process and information flow, costly in-house services that could be more economically outsourced, and an increasingly stringent regulatory environment.

The Accretive Health Solution

Our solution is intended to address the full spectrum of revenue cycle operational issues faced by healthcare providers. We believe that our proprietary and integrated technology, management

Table of Contents

experience and well-developed processes are enhanced by the knowledge and experience we gain working with a wide range of customers and improve with each payor reimbursement or patient pay transaction. We deliver improved operating margins to our customers by helping them to improve their net revenue yield; increase their charge capture, which involves ensuring that all charges for medical treatment are included in the associated bill; and make their revenue cycle operations more efficient by implementing advanced technologies, streamlining operations and avoiding unnecessary re-work. While improvements in net revenue yield generally represent the majority of a customer s operating margin improvement, we are able to deliver additional margin improvement through improvements in charge capture and through revenue cycle cost reductions. We typically achieve revenue cycle cost reductions by implementing our proprietary technology and procedures, which reduce manual processes and duplicative work; migrating selected tasks to our shared operating facilities; and transferring certain third-party services, such as Medicaid eligibility review, to our own operations center, which allows us to leverage centralized processing capabilities to perform these tasks more efficiently. Improvements in charge capture are typically attributable to reduced payment denials by payors and identification of additional items that can be billed to payors based on the actual procedures performed. Because our managed service contracts align our interests with those of our customers, we have been able, over time, to improve our margins along with those of our customers.

We employ a variety of techniques intended to achieve our objectives for our customer:

Gathering Complete Patient and Payor Information. We focus on gathering complete patient information and educating the patient as to his or her potential financial responsibilities before receiving care so the services can be recorded and billed to the appropriate parties. Our systems automatically measure the completeness and accuracy of up-front patient profile information and other data, as well as billing and collections throughout the lifecycle of each patient account. Our analyses of these data show that hospitals employing our services have increased the percentage of non-emergency in-patient admissions with complete information profiles to more than 90%, enabling fewer billing delays and reduced billing cycles.

Improving Claims Filing and Third-Party Payor Collections. We implement sophisticated analytics designed to improve claims filing and collection of claims from third-party insurance payors. By employing proprietary algorithms and modeling to determine how hospital staff involved in the revenue cycle should allocate time and resources across a pool of outstanding claims prioritized by level of risk, we can increase the likelihood that patient services will be reimbursed.

Identifying Alternative Payment Sources. We use various methods to find payment sources for uninsured patients and reimbursement for services not covered by third-party insurance. After a typical implementation period, we have been able to help our customers find a third-party payment source for approximately 85% of all admitted patients who identified themselves as uninsured.

Employing Proprietary Technology and Algorithms. Our service offerings employ a variety of proprietary data analytics and predictive modeling algorithms. Our systems are designed to streamline work processes through the use of proprietary algorithms that focus effort on those accounts deemed to have the greatest potential for improving net revenue yield or charge capture.

Using Analytical Capabilities and Operational Excellence. We draw on the experience that we have gained from working with many of the best healthcare provider systems in the United States to train hospital staffs about new and innovative revenue cycle management practices.

Our Strategy

Our goal is to become the preferred provider-of-choice for revenue cycle management services in the U.S. healthcare industry. Since our inception, we have worked with some of the largest and most prestigious healthcare systems in the United States, such as Ascension Health, the Henry Ford Health System and the Dartmouth-Hitchcock Medical Center. Going forward, our goal is to continue to expand the scope of our services to hospitals within our existing customers systems as well as to leverage our strong relationships with reference customers to continue to attract business from new customers. Key elements of our strategy include the following:

- delivering tangible, long-term results for our customers by providing services that span the entire revenue cycle;
- continuing to develop innovative approaches to increase the collection rate on patient-owed obligations for medical services received;
- enhancing and developing proprietary algorithms to identify potential errors and to make process corrections in the collection of reimbursements from third-party payors;
- expanding our shared services program;
- hiring, training and retaining our personnel;
- continuing to diversify our customer base; and
- developing enhanced service offerings that offer us long-term opportunities.

Risks Associated with Our Business

Our business is subject to a number of risks which you should be aware of before making an investment decision. Those risks are discussed more fully in Risk Factors beginning on page 11. For example:

- we may not be able to maintain or increase our profitability, and our recent growth rates may not be indicative of our future growth rates;
- hospitals affiliated with Ascension Health account for a majority of our net services revenue;
- we face competition from the internal revenue cycle management staff of hospitals as well as from a variety of external participants in the revenue cycle market;
- if we are unable to retain our existing customers, or if our customers fail to renew their managed service contracts with us upon expiration, our financial condition will suffer; and
- existing and prospective government regulation of the healthcare industry creates risks and challenges for our business.

Corporate Information

We were incorporated in Delaware under the name Healthcare Services, Inc. in July 2003 and changed our name to Accretive Health, Inc. in August 2009. Our principal executive offices are located at 401 North Michigan Avenue, Suite 2700, Chicago, Illinois 60611, and our telephone number is (312) 324-7820. Our website address is www.accretivehealth.com. Information contained on our website is not incorporated by reference into this prospectus, and you should not consider information contained on our website to be part of this prospectus or in deciding whether to purchase shares of our common stock.

Accretive Health, the Accretive Health logo, AHtoAccess, AHtoCharge, AHtoContract, AHtoLink, AHtoPost, AHtoRemit, AHtoScribe, AHtoScribe Administrator, AHtoTrac, A2A, Charge Integrity Services, Medicaid Eligibility Hub, YBFU, Yield-Based Follow Up and other trademarks or service marks of Accretive Health appearing in this prospectus are the property of Accretive Health.

Table of Contents

The Offering

Common stock offered by Accretive Health	6,666,667 shares
Common stock offered by the selling stockholders	6,666,667 shares
Common stock to be outstanding after this offering	89,926,238 shares
Use of proceeds	We intend to use approximately $0.9 million of our net proceeds of this offering to pay the preferred stock liquidation preferences that will be paid in cash to the holders of our outstanding preferred stock concurrently with the conversion of such shares into shares of our common stock upon the closing of this offering. We intend to use the remainder of our net proceeds of this offering for general corporate purposes, which may include financing our growth, developing new services and funding capital expenditures, acquisitions and investments. We will not receive any proceeds from the shares sold by the selling stockholders. See Use of Proceeds for more information.
Risk Factors	You should read the Risk Factors section and other information included in this prospectus for a discussion of factors to consider carefully before deciding to invest in shares of our common stock.
Proposed New York Stock Exchange symbol	AH

The number of shares of our common stock to be outstanding after this offering is based on shares of common stock outstanding as of April 30, 2010 after giving effect to the assumptions in the following paragraph, and excludes:

- 3,266,668 shares of common stock issuable upon the exercise of warrants outstanding and exercisable as of April 30, 2010 at a weighted-average exercise price of $0.29 per share, which will remain outstanding after this offering if not exercised prior to this offering;
- 16,076,525 shares of common stock issuable upon the exercise of stock options outstanding and exercisable as of April 30, 2010 at a weighted-average exercise price of $9.38 per share (assuming that options to purchase 1,119,160 shares granted on April 22, 2010 will have an exercise price equal to $15.00 per share, the midpoint of the estimated price range shown on the cover of this prospectus), of which 5,737,931 shares with a weighted average exercise price of $3.37 per share would be vested if purchased upon exercise of these options as of April 30, 2010; and
- 8,256,778 shares of common stock available for future issuance under our equity compensation plans as of April 30, 2010.

Except as otherwise noted, all information in this prospectus:

assumes no exercise by the underwriters of their option to purchase up to an additional 1,000,000 shares from us and up to an additional 1,000,000 shares from the selling stockholders;

assumes that the shares to be sold in this offering are sold at the initial public offering price of $15.00 per share, the midpoint of the estimated price range shown on the cover of this prospectus;

gives effect to the split of our common stock effected on May 3, 2010 pursuant to which each outstanding share of common stock was reclassified into 3.92 shares of common stock;

gives effect to the conversion of all outstanding shares of non-voting common stock into shares of voting common stock on a share-for-share basis prior to the closing of this offering;

gives effect to the automatic conversion of all outstanding shares of convertible preferred stock into 43,796,607 shares of common stock upon the closing of this offering;

gives effect to our issuance of 812,512 shares of common stock upon cashless exercises of outstanding warrants prior to the closing of this offering, assuming an initial public offering price of $15.00 per share, the midpoint of the estimated price range shown on the cover of this prospectus;

gives effect to our issuance of 66,667 shares of common stock to Financial Technology Partners LP and/or FTP Securities LLC, whom we collectively refer to as FT Partners, contemporaneously with the closing of this offering, assuming an initial public offering price of $15.00 per share, the midpoint of the estimated price range shown on the cover of this prospectus, which FT Partners has elected in writing to receive in partial satisfaction of a fee for financial advisory services in respect of this offering;

gives effect to the restatement of our certificate of incorporation and amendment and restatement of our bylaws upon the closing of this offering; and

gives effect to the assumed issuance of 1,012,013 shares of common stock in satisfaction of the liquidation preference payments required to be made to the holders of our outstanding preferred stock upon the closing of this offering, assuming an initial public offering price of $15.00 per share, the midpoint of the estimated price range shown on the cover of this prospectus, based upon payment elections received from such holders.

Table of Contents

SUMMARY CONSOLIDATED FINANCIAL DATA

The following tables summarize our consolidated financial data for the periods presented. The summary statements of operations for the three years ended December 31, 2009 and the summary balance sheet as of December 31, 2009 are derived from our audited financial statements for the three years ended December 31, 2009 included elsewhere in this prospectus. The summary statements of operations for the three months ended March 31, 2009 and 2010 and the summary balance sheet data as of March 31, 2010 are derived from our unaudited financial statements included elsewhere in this prospectus. Our unaudited financial statements have been prepared on the same basis as the audited financial statements and notes thereto and, in the opinion of our management, include all adjustments (consisting of normal recurring adjustments) necessary for a fair statement of the information for the unaudited interim periods. Our historical results for prior interim periods are not necessarily indicative of results to be expected for a full year or for any future period.

The pro forma balance sheet data as of March 31, 2010 give effect to (1) the conversion of all outstanding shares of non-voting common stock into shares of voting common stock prior to the closing of this offering, (2) the automatic conversion of all outstanding shares of convertible preferred stock into shares of common stock upon the closing of this offering and (3) the mandatory preferred stock preference payment of $16.1 million payable to the holders of outstanding preferred stock upon the completion of this offering, to be satisfied (based on payment elections received from such holders) through the payment of an aggregate of $0.9 million in cash and the issuance of an aggregate of 1,012,013 shares of common stock, based on an assumed initial public offering price of $15.00 per share, the midpoint of the estimated price range shown on the cover of this prospectus. The pro forma as adjusted balance sheet data as of March 31, 2010 give effect to (1) the items described in the preceding sentence, (2) our issuance and sale of 6,666,667 shares of common stock in this offering at an assumed initial public offering price of $15.00 per share, the midpoint of the estimated price range shown on the cover of this prospectus, after deducting the estimated underwriting discount and offering expenses payable by us and the application of the net proceeds therefrom as described in Use of Proceeds , (3) our issuance of 812,512 shares of common stock upon cashless exercises of outstanding warrants prior to the closing of this offering, based on an assumed initial public offering price of $15.00 per share, the midpoint of the estimated price range shown on the cover of this prospectus, and (4) our issuance of 66,667 shares of common stock to FT Partners contemporaneously with the closing of this offering, based on an assumed initial public offering price of $15.00 per share, the midpoint of the estimated price range shown on the cover of this prospectus, which FT Partners has elected in writing to receive in partial satisfaction of a fee for financial advisory services in respect of this offering.

You should read this data together with our consolidated financial statements and related notes included elsewhere in this prospectus and the information under Selected Consolidated Financial Data and Management s Discussion and Analysis of Financial Condition and Results of Operations .

	Fiscal Year Ended December 31,			Three Months Ended March 31,	
	2007	**2008**	**2009**	**2009**	**2010**
				(Unaudited)	
	(In thousands, except share and per share data)				
Statement of Operations Data:					
Net services revenue	$ 240,725	$ 398,469	$ 510,192	$ 112,467	$ 125,937

Costs of services	197,676	335,211	410,711	92,703	102,289
Operating margin	43,049	63,258	99,481	19,764	23,648
Operating expenses:					
Infused management and technology	27,872	39,234	51,763	11,175	14,909

	Fiscal Year Ended December 31, 2007	2008	2009	Three Months Ended March 31, 2009	2010
				(Unaudited)	
	(In thousands, except share and per share data)				
Selling, general and administrative	15,657	21,227	30,153	8,817	7,567
Total operating expenses	43,529	60,461	81,916	19,992	22,476
Income (loss) from operations	(480)	2,797	17,565	(228)	1,172
Net interest income (expense)	1,710	710	(9)	44	8
Income (loss) before provision for income taxes	1,230	3,507	17,556	(184)	1,180
Provision for income taxes	456	2,264	2,966	454	866
Net income (loss)	$ 774	$ 1,243	$ 14,590	$ (638)	$ 314
Net income (loss) per common share:					
Basic:	$ 0.01	$ (0.19)	$ 0.17	$ (0.02)	$ 0.00
Diluted:	0.01	(0.19)	$ 0.15	(0.02)	0.00
Weighted-average shares used in computing net income (loss) per common share:					
Basic:	32,968,085	36,122,470	36,725,194	36,522,491	36,943,691
Diluted:	40,360,362	36,122,470	43,955,167	36,522,491	44,371,648

	Fiscal Year Ended December 31, 2007	2008	2009	Three Months Ended March 31, 2009	2010
				(Unaudited)	
Other Operating Data (unaudited):					
Adjusted EBITDA (in thousands)(1)	$ 6,842	$ 12,220	$ 32,912	$ 5,644	$ 4,377
Net patient revenue under management (at period end) (in billions)	$ 6.7	$ 9.2	$ 12.0	$ 10.9	$ 11.6

	As of March 31, 2010 Actual	Pro Forma	Pro Forma As Adjusted

	(Unaudited) (In thousands)		
Balance Sheet Data:			
Cash and cash equivalents	$ 30,311	$ 30,311	$ 120,053
Working capital	(3,955)	(20,022)	85,787
Total assets	95,251	95,251	181,364
Total stockholders equity	23,841	7,774	109,954

(1) We define adjusted EBITDA as net income (loss) before net interest income (expense), income tax expense (benefit), depreciation and amortization expense and share-based compensation

Table of Contents

expense. Adjusted EBITDA is a non-GAAP financial measure and should not be considered as an alternative to net income, operating income and any other measure of financial performance calculated and presented in accordance with GAAP.

We believe adjusted EBITDA is useful to investors in evaluating our operating performance for the following reasons:

adjusted EBITDA and similar non-GAAP measures are widely used by investors to measure a company s operating performance without regard to items that can vary substantially from company to company depending upon financing and accounting methods, book values of assets, capital structures and the methods by which assets were acquired;

securities analysts often use adjusted EBITDA and similar non-GAAP measures as supplemental measures to evaluate the overall operating performance of companies; and

by comparing our adjusted EBITDA in different historical periods, our investors can evaluate our operating results without the additional variations of interest income (expense), income tax expense (benefit), depreciation and amortization expense and share-based compensation expense.

Our management uses adjusted EBITDA:

as a measure of operating performance, because it does not include the impact of items that we do not consider indicative of our core operating performance;

for planning purposes, including the preparation of our annual operating budget;

to allocate resources to enhance the financial performance of our business;

to evaluate the effectiveness of our business strategies; and

in communications with our board of directors and investors concerning our financial performance.

We understand that, although measures similar to adjusted EBITDA are frequently used by investors and securities analysts in their evaluation of companies, adjusted EBITDA has limitations as an analytical tool, and you should not consider it in isolation or as a substitute for analysis of our results of operations as reported under GAAP. Some of these limitations are:

adjusted EBITDA does not reflect our cash expenditures or future requirements for capital expenditures or other contractual commitments;

adjusted EBITDA does not reflect changes in, or cash requirements for, our working capital needs;

adjusted EBITDA does not reflect share-based compensation expense;

adjusted EBITDA does not reflect cash requirements for income taxes;

adjusted EBITDA does not reflect net interest income (expense);

- although depreciation and amortization are non-cash charges, the assets being depreciated or amortized will often have to be replaced in the future, and adjusted EBITDA does not reflect any cash requirements for these replacements; and

- other companies in our industry may calculate adjusted EBITDA differently than we do, limiting its usefulness as a comparative measure.

To properly and prudently evaluate our business, we encourage you to review the GAAP financial statements included elsewhere in this prospectus, and not to rely on any single financial measure to evaluate our business.

Table of Contents

The following table presents a reconciliation of adjusted EBITDA to net income (loss), the most comparable GAAP measure:

	Fiscal Year Ended December 31,			Three Months Ended March 31,	
	2007	2008	2009	2009	2010
		(In thousands)		(Unaudited)	
Net income (loss)	$ 774	$ 1,243	$ 14,590	$ (638)	$ 314
Net interest (income) expense(a)	(1,710)	(710)	9	(44)	(8)
Provision for income taxes	456	2,264	2,966	454	866
Depreciation and amortization expense	1,307	2,540	3,921	920	1,253
EBITDA	$ 827	$ 5,337	$ 21,486	$ 692	$ 2,425
Stock compensation expense(b)	934	3,551	6,917	1,458	1,952
Stock warrant expense(b)	5,081	3,332	4,509	3,494	
Adjusted EBITDA	$ 6,842	$ 12,220	$ 32,912	$ 5,644	$ 4,377

(a) Interest income results from earnings associated with our cash and cash equivalents. Interest income declined subsequent to 2007 due to reductions in market interest rates. No debt or other interest-bearing obligations were outstanding during any of the periods presented. Interest expense for 2009 is a result of a $150 origination fee paid in connection with establishing our new revolving line of credit and has been shown net of interest income earned during the year.

(b) Stock compensation expense and stock warrant expense collectively represent the share-based compensation expense reflected in our financial statements. Of the amounts presented above, $928, $921, $1,736 and $721 was classified as a reduction in net services revenue for the years ended December 31, 2007, 2008 and 2009 and the three months ended March 31, 2009, respectively. No such reduction was recorded for the three months ended March 31, 2010 as all warrants had been earned and therefore there was no stock warrant expense.

RISK FACTORS

An investment in our common stock involves a high degree of risk. In deciding whether to invest, you should carefully consider the following risk factors. Any of the following risks could have a material adverse effect on our business, financial condition, results of operations or prospects and cause the value of our common stock to decline, which could cause you to lose all or part of your investment. When deciding whether to invest in our common stock, you should also refer to the other information in this prospectus, including our consolidated financial statements and related notes and the Management s Discussion and Analysis of Financial Condition and Results of Operations section of this prospectus.

Risks Related to Our Business and Industry

We may not be able to maintain or increase our profitability, and our recent growth rates may not be indicative of our future growth rates.

We have been profitable on an annual basis only since the year ended December 31, 2007, and we incurred net losses in the quarters ended March 31, 2007, December 31, 2007, March 31, 2008, December 31, 2008 and March 31, 2009. We may not succeed in maintaining our profitability on an annual basis and could incur quarterly or annual losses in future periods. We expect to incur additional operating expenses associated with being a public company and we intend to continue to increase our operating expenses as we grow our business. We also expect to continue to make investments in our proprietary technology applications, sales and marketing, infrastructure, facilities and other resources as we expand our operations, thus incurring additional costs. If our revenue does not increase to offset these increases in costs, our operating results would be negatively affected. You should not consider our historic revenue and net income growth rates as indicative of future growth rates. Accordingly, we cannot assure you that we will be able to maintain or increase our profitability in the future. Each of the risks described in this Risk Factors section, as well as other factors, may affect our future operating results and profitability.

Hospitals affiliated with Ascension Health currently account for a majority of our net services revenue, and we have several customers that have each accounted for 10% or more of our net services revenue in past fiscal periods. The termination of our master services agreement with Ascension Health, or any significant loss of business from our large customers, would have a material adverse effect on our business, results of operations and financial condition.

We are party to a master services agreement with Ascension Health pursuant to which we provide services to its affiliated hospitals that execute separate managed service contracts with us. Hospitals affiliated with Ascension Health have accounted for a majority of our net services revenue each year since our formation. In the years ended December 31, 2007, 2008 and 2009 and the three months ended March 31, 2009 and 2010, aggregate revenue from hospitals affiliated with Ascension Health were $214.2 million, $281.7 million, $307.5 million, $72.7 million and $74.7 million, respectively, representing 89.0%, 70.7%, 60.3%, 64.7% and 59.3% of our net services revenue in such periods. In some fiscal periods, individual hospitals affiliated with Ascension Health have each accounted for 10% or more of our total net services revenue. For example, in the year ended December 31, 2009, revenue from St. John Health (an affiliate of Ascension Health) was $66.5 million, equal to 13.0% of our total net services revenue. In addition, another customer, which is not affiliated with Ascension Health, accounted for 10.6% of our total net services revenue in the year ended December 31, 2008 but less than 10% of our total net services revenue in the year ended December 31, 2009 and the three months ended March 31, 2010. Additionally, another customer, not affiliated with Ascension Health, with whom we entered into a managed service contract in 2009, accounted for 10.9% of our total net services revenue in the three months ended March 31, 2010 and 9.2% of our total net services revenue in the year ended December 31, 2009.

Table of Contents

All of our managed service contracts with hospitals affiliated with Ascension Health will expire on December 31, 2012 unless renewed. Pursuant to our master services agreement with Ascension Health and our managed service contracts with hospitals affiliated with Ascension Health, our fees are subject to adjustment in the event quarterly cash collections at these hospitals deteriorate materially after we take over revenue cycle management operations. While these adjustments have never been triggered, if they were, our future fees from hospitals affiliated with Ascension Health would be reduced. In addition, any of our other customers, including hospitals affiliated with Ascension Health, can elect not to renew their managed service contracts with us upon expiration. We intend to seek renewal of all managed service contracts with our customers, but cannot assure you that all of them will be renewed or that the terms upon which they may be renewed will be as favorable to us as the terms of the initial managed service contracts.

Our inability to renew the managed service contracts with hospitals affiliated with Ascension Health, the termination of our master services agreement with Ascension Health, the loss of any of our other large customers or their failure to renew their managed service contracts with us upon expiration, or a reduction in the fees for our services for these customers would have a material adverse effect on our business, results of operations and financial condition.

Our master services agreement with Ascension Health requires us to offer to Ascension Health s affiliated hospitals service fees that are at least as low as the fees we charge any other similarly situated customer receiving comparable services at comparable volumes.

Our master services agreement with Ascension Health requires us to offer to Ascension Health s affiliated hospitals fees for our services that are at least as low as the fees we charge any other similarly-situated customer receiving comparable services at comparable volumes. If we were to offer another similarly-situated customer receiving a comparable volume of comparable services fees that are lower than the fees paid by hospitals affiliated with Ascension Health, we would be obligated to offer such lower fees to hospitals affiliated with Ascension Health, which could have a material adverse effect on our results of operations and financial condition.

Our agreements with hospitals affiliated with Ascension Health and with some other customers include provisions that could impede or delay our ability to enter into managed service contracts with new customers.

Under the terms of our master services agreement with Ascension Health, we are required to consult with Ascension Health s affiliated hospitals before undertaking services for competitors specified by them in the managed service contracts they execute with us. As a result, before we can begin to provide services to a specified competitor, we are required to inform and discuss the situation with the Ascension Health affiliated hospital that specified the competitor but are not required to obtain the consent of such hospital. In addition, we are required to obtain the consent of one customer not affiliated with Ascension Health before providing services to competitors specified by such customer. In another instance, our managed service contract with one other customer not affiliated with Ascension Health requires us to consult with such customer before providing services to competitors specified by such customer. The obligations described above could impede or delay our ability to enter into managed service contracts with new customers.

The market for integrated revenue cycle management services that span the entire revenue cycle may develop more slowly than we expect, which could adversely affect our revenue and our ability to maintain or increase our profitability.

Our success depends, in part, on the willingness of hospitals, physicians and other healthcare providers to implement integrated solutions that span the entire revenue cycle, which encompasses patient registration, insurance and benefit verification, medical treatment documentation and coding, bill preparation and collections. Some hospitals may be reluctant or unwilling to implement our solution for a number of reasons, including failure to perceive the need for improved revenue cycle

operations and lack of knowledge about the potential benefits our solution provides. Even if potential customers recognize the need for improved revenue cycle operations, they may not select an integrated, end-to-end revenue cycle solution such as ours because they previously have made investments in internally developed solutions and choose to continue to rely on their own internal revenue cycle management staff. As a result, the market for integrated, end-to-end revenue cycle solutions may develop more slowly than we expect, which could adversely affect our revenue and our ability to maintain or increase our profitability.

We operate in a highly competitive industry, and our current or future competitors may be able to compete more effectively than we do, which could have a material adverse effect on our business, revenue, growth rates and market share.

The market for revenue cycle management solutions is highly competitive and we expect competition to intensify in the future. We face competition from a steady stream of new entrants, including the internal revenue cycle management staff of hospitals, as described above, and external participants. External participants that are our competitors in the revenue cycle market include software vendors and other technology-supported revenue cycle management business process outsourcing companies; traditional consultants; and information technology outsourcers. Our competitors may be able to respond more quickly and effectively than we can to new or changing opportunities, technologies, standards, regulations or customer requirements. We may not be able to compete successfully with these companies, and these or other competitors may introduce technologies or services that render our technologies or services obsolete or less marketable. Even if our technologies and services are more effective than the offerings of our competitors, current or potential customers might prefer competitive technologies or services to our technologies and services. Increased competition is likely to result in pricing pressures, which could negatively impact our margins, growth rate or market share.

If we are unable to retain our existing customers, our financial condition will suffer.

Our success depends in part upon the retention of our customers, particularly Ascension Health and its affiliated hospitals. We derive our net services revenue primarily from managed service contracts pursuant to which we receive base fees and incentive payments. Customers can elect not to renew their managed service contracts with us upon expiration. If a managed service contract is not renewed or is terminated for any reason, including for example, if we are found to be in violation of any federal or state fraud and abuse laws or excluded from participating in federal and state healthcare programs such as Medicare and Medicaid, we will not receive the payments we would have otherwise received over the life of contract. In addition, financial issues or other changes in customer circumstances, such as a customer change in control, may cause us or the customer to seek to modify or terminate a managed service contract, and either we or the customer may generally terminate a contract for material uncured breach by the other. If we breach a managed service contract or fail to perform in accordance with contractual service levels, we may also be liable to the customer for damages. Any of these events could adversely affect our business, financial condition, operating results and cash flows.

We face a variable selling cycle to secure new managed service contracts, making it difficult to predict the timing of specific new customer relationships.

We face a variable selling cycle, typically spanning six to twelve months, to secure a new managed service contract. Even if we succeed in developing a relationship with a potential new customer, we may not be successful in entering into a managed service contract with that customer. In addition, we cannot accurately predict the timing of entering into managed service contracts with new customers due to the complex procurement decision processes of most healthcare providers, which often involves high-level or committee approvals. Consequently, we have only a limited ability to predict the timing of specific new customer relationships.

13

Table of Contents

Delayed or unsuccessful implementation of our technologies or services with our customers or implementation costs that exceed our expectations may harm our financial results.

To implement our solution, we utilize the customer s existing revenue cycle management and staff and layer our proprietary technology tools on top of the customer s existing patient accounting system. Each customer s situation is different, and unanticipated difficulties and delays may arise. If the implementation process is not executed successfully or is delayed, our relationship with the customer may be adversely affected and our results of operations could suffer. Implementation of our solution also requires us to integrate our own employees into the customer s operations. The customer s circumstances may require us to devote a larger number of our employees than anticipated, which could increase our costs and harm our financial results.

Our quarterly results of operations may fluctuate as a result of factors that may impact our incentive and base fees, some of which may be outside of our control.

We recognize base fee revenue on a straight-line basis over the life of the managed service contract. Base fees for contracts which are received in advance of services delivered are classified as deferred revenue until services have been provided. Our managed service contracts generally allow for adjustments to the base fee. Adjustments typically occur at 90, 180 or 360 days after the contract commences, but can also occur at subsequent dates as a result of factors including changes to the scope of operations and internal and external audits. In addition, our fees from hospitals affiliated with Ascension Health are subject to adjustment in the event quarterly cash collections at these hospitals deteriorate materially after we take over revenue cycle management operations. While these adjustments have never been triggered, if they were, our future fees from hospitals affiliated with Ascension Health would be reduced. Further, estimates of the incentive payments we have earned from providing services to customers in prior periods could change because the laws, regulations, instructions, payor contracts and rule interpretations governing how our customers receive payments from payors are complex and change frequently. Any such change in estimates could be material. The timing of such adjustments is often dependent on factors outside of our control and may result in material increases or decreases in our revenue and operating margin. Any such changes or adjustments may cause our quarter-to-quarter results of operations to fluctuate.

If we lose key personnel or if we are unable to attract, hire, integrate and retain key personnel and other necessary employees, our business would be harmed.

Our future success depends in part on our ability to attract, hire, integrate and retain key personnel. Our future success also depends on the continued contributions of our executive officers and other key personnel, each of whom may be difficult to replace. In particular, Mary A. Tolan, our president and chief executive officer, is critical to the management of our business and operations and the development of our strategic direction. The loss of services of Ms. Tolan or any of our other executive officers or key personnel or the inability to continue to attract qualified personnel could have a material adverse effect on our business. The replacement of any of these key personnel would involve significant time and expense and may significantly delay or prevent the achievement of our business objectives. Competition for the caliber and number of employees we require is intense. We may face difficulty identifying and hiring qualified personnel at compensation levels consistent with our existing compensation and salary structure. In addition, we invest significant time and expense in training each of our employees, which increases their value to competitors who may seek to recruit them. If we fail to retain our employees, we could incur significant expenses in hiring, integrating and training their replacements and the quality of our services and our ability to serve our customers could diminish, resulting in a material adverse effect on our business.

Table of Contents

The imposition of legal responsibility for obligations related to our employees or our customers employees could adversely affect our business or subject us to liability.

Under our contracts with customers, we directly manage our customers employees engaged in revenue cycle activities. Our managed service contracts establish the division of responsibilities between us and our customers for various personnel management matters, including compliance with and liability under various employment laws and regulations. We could, nevertheless, be found to have liability with our customers for actions against or by employees of our customers, including under various employment laws and regulations, such as those relating to discrimination, retaliation, wage and hour matters, occupational safety and health, family and medical leave, notice of facility closings and layoffs and labor relations, as well as similar liability with respect to our own employees, and any such liability could result in a material adverse effect on our business.

If we fail to manage future growth effectively, our business would be harmed.

We have expanded our operations significantly since inception and anticipate expanding further. For example, our net services revenue increased from $111.2 million in 2005 to $510.2 million in 2009, and the number of our employees increased from 33, all of whom were full-time, as of January 1, 2005 to 1,802 full-time employees and 172 part-time employees as of March 31, 2010. In addition, the number of customer employees whom we manage has increased from approximately 1,600 as of January 1, 2005 to approximately 6,300 as of March 31, 2010. This growth has placed significant demands on our management, infrastructure and other resources. To manage future growth, we will need to hire, integrate and retain highly skilled and motivated employees, and will need to effectively manage a growing number of customer employees engaged in revenue cycle operations. We will also need to continue to improve our financial and management controls, reporting systems and procedures. If we do not effectively manage our growth, we may not be able to execute on our business plan, respond to competitive pressures, take advantage of market opportunities, satisfy customer requirements or maintain high-quality service offerings.

Disruptions in service or damage to our data centers and shared services centers could adversely affect our business.

Our data centers and shared services centers are essential to our business. Our operations depend on our ability to operate our shared service centers, and to maintain and protect our applications, which are located in data centers that are operated for us by third parties. We cannot control or assure the continued or uninterrupted availability of these third party data centers. In addition, our information technologies and systems, as well as our data centers and shared services centers, are vulnerable to damage or interruption from various causes, including (i) acts of God and other natural disasters, war and acts of terrorism and (ii) power losses, computer systems failures, Internet and telecommunications or data network failures, operator error, losses of and corruption of data and similar events. We conduct business continuity planning and maintain insurance against fires, floods, other natural disasters and general business interruptions to mitigate the adverse effects of a disruption, relocation or change in operating environment at one of our data centers or shared services centers, but the situations we plan for and the amount of insurance coverage we maintain may not be adequate in any particular case. In addition, the occurrence of any of these events could result in interruptions, delays or cessations in service to our customers, or in interruptions, delays or cessations in the direct connections we establish between our customers and third-party payors. Any of these events could impair or prohibit our ability to provide our services, reduce the attractiveness of our services to current or potential customers and adversely impact our financial condition and results of operations.

In addition, despite the implementation of security measures, our infrastructure, data centers, shared services centers or systems that we interface with, including the Internet and related systems, may be vulnerable to physical break-ins, hackers, improper employee or contractor access, computer viruses, programming errors, denial-of-service attacks or other attacks by third parties seeking to

15

Table of Contents

disrupt operations or misappropriate information or similar physical or electronic breaches of security. Any of these can cause system failure, including network, software or hardware failure, which can result in service disruptions. As a result, we may be required to expend significant capital and other resources to protect against security breaches and hackers or to alleviate problems caused by such breaches.

If our security measures are breached or fail and unauthorized access is obtained to a customer s data, our service may be perceived as not being secure, the attractiveness of our services to current or potential customers may be reduced, and we may incur significant liabilities.

Our services involve the storage and transmission of customers proprietary information and protected health, financial, payment and other personal information of patients. We rely on proprietary and commercially available systems, software, tools and monitoring, as well as other processes, to provide security for processing, transmission and storage of such information, and because of the sensitivity of this information, the effectiveness of such security efforts is very important. The systems currently used for transmission and approval of credit card transactions, and the technology utilized in credit cards themselves, all of which can put credit card data at risk, are determined and controlled by the payment card industry, not by us. If our security measures are breached or fail as a result of third-party action, employee error, malfeasance or otherwise, someone may be able to obtain unauthorized access to customer or patient data. Improper activities by third parties, advances in computer and software capabilities and encryption technology, new tools and discoveries and other events or developments may facilitate or result in a compromise or breach of our computer systems. Techniques used to obtain unauthorized access or to sabotage systems change frequently and generally are not recognized until launched against a target, and we may be unable to anticipate these techniques or to implement adequate preventive measures. Our security measures may not be effective in preventing these types of activities, and the security measures of our third-party data centers and service providers may not be adequate. If a breach of our security occurs, we could face damages for contract breach, penalties for violation of applicable laws or regulations, possible lawsuits by individuals affected by the breach and significant remediation costs and efforts to prevent future occurrences. In addition, whether there is an actual or a perceived breach of our security, the market perception of the effectiveness of our security measures could be harmed and we could lose current or potential customers.

We may be liable to our customers or third parties if we make errors in providing our services, and our anticipated net services revenue may be lower if we provide poor service.

The services we offer are complex, and we make errors from time to time. Errors can result from the interface of our proprietary technology tools and a customer s existing patient accounting system, or we may make human errors in any aspect of our service offerings. The costs incurred in correcting any material errors may be substantial and could adversely affect our operating results. Our customers, or third parties such as our customers patients, may assert claims against us alleging that they suffered damages due to our errors, and such claims could subject us to significant legal defense costs and adverse publicity regardless of the merits or eventual outcome of such claims. In addition, if we provide poor service to a customer and the customer therefore realizes less improvement in revenue yield, the incentive fee payments to us from that customer will be lower than anticipated.

We offer our services in many jurisdictions and, therefore, may be subject to state and local taxes that could harm our business or that we may have inadvertently failed to pay.

We may lose sales or incur significant costs should various tax jurisdictions be successful in imposing taxes on a broader range of services. Imposition of such taxes on our services could result in substantial unplanned costs, would effectively increase the cost of such services to our customers and may adversely affect our ability to retain existing customers or to gain new customers in the areas

in which such taxes are imposed. For example, in 2008 Michigan began to impose a tax based on gross receipts in addition to tax based on net income. For the year ended December 31, 2009, we recorded a tax provision of $3.0 million, of which $1.5 million was attributable to the Michigan gross receipts tax.

Our growing operations in India expose us to risks that could have an adverse effect on our costs of operations.

We employ a significant number of persons in India and expect to continue to add personnel in India. While there are cost advantages to operating in India, significant growth in the technology sector in India has increased competition to attract and retain skilled employees and has led to a commensurate increase in compensation costs. In the future, we may not be able to hire and retain such personnel at compensation levels consistent with our existing compensation and salary structure in India. In addition, our reliance on a workforce in India exposes us to disruptions in the business, political and economic environment in that region. Maintenance of a stable political environment is important to our operations, and terrorist attacks and acts of violence or war may directly affect our physical facilities and workforce or contribute to general instability. Our operations in India require us to comply with local laws and regulatory requirements, which are complex and of which we may not always be aware, and expose us to foreign currency exchange rate risk. Our Indian operations may also subject us to trade restrictions, reduced or inadequate protection for intellectual property rights, security breaches and other factors that may adversely affect our business. Negative developments in any of these areas could increase our costs of operations or otherwise harm our business.

Negative public perception in the United States regarding offshore outsourcing and proposed legislation may increase the cost of delivering our services.

Offshore outsourcing is a politically sensitive topic in the United States. For example, various organizations and public figures in the United States have expressed concern about a perceived association between offshore outsourcing providers and the loss of jobs in the United States. In addition, there has been recent publicity about the negative experience of certain companies that use offshore outsourcing, particularly in India. Current or prospective customers may elect to perform such services themselves or may be discouraged from transferring these services from onshore to offshore providers to avoid negative perceptions that may be associated with using an offshore provider. Any slowdown or reversal of existing industry trends towards offshore outsourcing would increase the cost of delivering our services if we had to relocate aspects of our services from India to the United States where operating costs are higher.

Legislation in the United States may be enacted that is intended to discourage or restrict offshore outsourcing. In the United States, federal and state legislation has been proposed, and enacted in several states, that could restrict or discourage U.S. companies from outsourcing their services to companies outside the United States. For example, legislation has been proposed that would require offshore providers to identify where they are located. In addition, legislation has been enacted in at least one state that requires that state contracts for services be performed within the United States, while several other states provide a preference to state contracts that are performed within the state. It is possible that legislation could be adopted that would restrict U.S. private sector companies that have federal or state government contracts, or that receive government funding or reimbursement, such as Medicare or Medicaid payments, from outsourcing their services to offshore service providers. Any changes to existing laws or the enactment of new legislation restricting offshore outsourcing in the United States may adversely affect our ability to do business, particularly if these changes are widespread, and could have a material adverse effect on our business, results of operations, financial condition and cash flows.

Table of Contents

Regulatory Risks

The healthcare industry is heavily regulated. Our failure to comply with regulatory requirements could create liability for us, result in adverse publicity and negatively affect our business.

The healthcare industry is heavily regulated and is subject to changing political, legislative, regulatory and other influences. Many healthcare laws are complex, and their application to specific services and relationships may not be clear. In particular, many existing healthcare laws and regulations, when enacted, did not anticipate the services that we provide. There can be no assurance that our operations will not be challenged or adversely affected by enforcement initiatives. Our failure to accurately anticipate the application of these laws and regulations to our business, or any other failure to comply with regulatory requirements, could create liability for us, result in adverse publicity and negatively affect our business. Federal and state legislatures and agencies periodically consider proposals to revise aspects of the healthcare industry or to revise or create additional statutory and regulatory requirements. Such proposals, if implemented, could impact our operations, the use of our services and our ability to market new services, or could create unexpected liabilities for us. We are unable to predict what changes to laws or regulations might be made in the future or how those changes could affect our business or our operating costs.

Developments in the healthcare industry, including national healthcare reform, could adversely affect our business.

The healthcare industry has changed significantly in recent years and we expect that significant changes will continue to occur. The timing and impact of developments in the healthcare industry are difficult to predict. We cannot be sure that the markets for our services will continue to exist at current levels or that we will have adequate technical, financial and marketing resources to react to changes in those markets. The federal healthcare reform legislation (known as the Patient Protection and Affordable Care Act and the Health Care and Education Reconciliation Act of 2010) that was enacted in March 2010 could, for example, encourage more companies to enter our market, provide advantages to our competitors and result in the development of solutions that compete with ours. Moreover, healthcare reform remains a major policy issue at the federal level, and additional healthcare legislation in the future could have adverse consequences for us or the customers we serve.

If a breach of our measures protecting personal data covered by the Health Insurance Portability and Accountability Act or Health Information Technology for Economic and Clinical Health Act occurs, we may incur significant liabilities.

The Health Insurance Portability and Accountability Act of 1996, as amended, and the regulations that have been issued under it, which we refer to collectively as HIPAA, contain substantial restrictions and requirements with respect to the use and disclosure of individuals protected health information. Under HIPAA, covered entities must establish administrative, physical and technical safeguards to protect the confidentiality, integrity and availability of electronic protected health information maintained or transmitted by them or by others on their behalf. In February 2009 HIPAA was amended by the Health Information Technology for Economic and Clinical Health, or HITECH, Act to add provisions that impose certain of the HIPAA privacy and security requirements directly upon business associates of covered entities. New regulations that took effect in late 2009 also require business associates to notify covered entities, who in turn must notify affected individuals and government authorities of data security breaches involving unsecured protected health information. Most of our customers are covered entities and we are a business associate to many of those customers under HIPAA and the HITECH Act as a result of our contractual obligations to perform certain functions on behalf of and provide certain services to those customers. We have implemented and maintain physical, technical and administrative safeguards intended to protect all personal data and have processes in place to assist us in complying with applicable laws and regulations regarding the protection of this data and properly responding to any security incidents. A knowing breach of the HITECH Act s requirements could expose us to criminal liability. A breach of

our safeguards and processes that is not due to reasonable cause or involves willful neglect could expose us to civil penalties and the possibility of civil litigation.

If we fail to comply with federal and state laws governing submission of false or fraudulent claims to government healthcare programs and financial relationships among healthcare providers, we may be subject to civil and criminal penalties or loss of eligibility to participate in government healthcare programs.

A number of federal and state laws, including anti-kickback restrictions and laws prohibiting the submission of false or fraudulent claims, apply to healthcare providers, physicians and others that make, offer, seek or receive referrals or payments for products or services that may be paid for through any federal or state healthcare program and, in some instances, any private program. These laws are complex and their application to our specific services and relationships may not be clear and may be applied to our business in ways that we do not anticipate. Federal and state regulatory and law enforcement authorities have recently increased enforcement activities with respect to Medicare and Medicaid fraud and abuse regulations and other healthcare reimbursement laws and rules. From time to time, participants in the healthcare industry receive inquiries or subpoenas to produce documents in connection with government investigations. We could be required to expend significant time and resources to comply with these requests, and the attention of our management team could be diverted by these efforts. Furthermore, if we are found to be in violation of any federal or state fraud and abuse laws, we could be subject to civil and criminal penalties, and we could be excluded from participating in federal and state healthcare programs such as Medicare and Medicaid. The occurrence of any of these events could give our customers the right to terminate our managed service contracts with them and result in significant harm to our business and financial condition.

The federal healthcare anti-kickback law prohibits any person or entity from offering, paying, soliciting or receiving anything of value, directly or indirectly, for the referral of patients covered by Medicare, Medicaid and other federal healthcare programs or the leasing, purchasing, ordering or arranging for or recommending the lease, purchase or order of any item, good, facility or service covered by these programs. Many states have adopted similar prohibitions against kickbacks and other practices that are intended to induce referrals, and some of these state laws are applicable to all patients regardless of whether the patient is covered under a governmental health program or private health plan. We seek to structure our business relationships and activities to avoid any activity that could be construed to implicate the federal healthcare anti-kickback law and similar laws. We cannot assure you, however, that our arrangements and activities will be deemed outside the scope of these laws or that increased enforcement activities will not directly or indirectly have an adverse effect on our business, financial condition or results of operations. Any determination by a federal or state agency or court that we have violated any of these laws could subject us to civil or criminal penalties, could require us to change or terminate some portions of our operations or business, could disqualify us from providing services to healthcare providers doing business with government programs, could give our customers the right to terminate our managed service contracts with them and, thus, could have a material adverse effect on our business and results of operations. Moreover, any violations by and resulting penalties or exclusions imposed upon our customers could adversely affect their financial condition and, in turn, have a material adverse effect on our business and results of operations.

There are also numerous federal and state laws that forbid submission of false information or the failure to disclose information in connection with the submission and payment of healthcare provider claims for reimbursement. In particular, the federal False Claims Act, or the FCA, prohibits a person from knowingly presenting or causing to be presented a false or fraudulent claim for payment or approval by an officer, employee or agent of the United States. In addition, the FCA prohibits a person from knowingly making, using, or causing to be made or used a false record or statement material to such a claim. Violations of the FCA may result in treble damages, significant monetary penalties, and other collateral consequences including, potentially, exclusion from participation in federally funded

healthcare programs. The scope and implications of the recent amendments to the FCA pursuant to the Fraud Enforcement and Recovery Act of 2009, or FERA, have yet to be fully determined or adjudicated and as a result it is difficult to predict how future enforcement initiatives may impact our business. Pursuant to the healthcare reform legislation enacted in March 2010, a claim that includes items or services resulting from a violation of the federal anti-kickback law constitutes a false or fraudulent claim for purposes of the FCA.

These laws and regulations may change rapidly, and it is frequently unclear how they apply to our business. Errors created by our proprietary tools or services that relate to entry, formatting, preparation or transmission of claim or cost report information may be determined or alleged to be in violation of these laws and regulations. Any failure of our proprietary tools or services to comply with these laws and regulations could result in substantial civil or criminal liability and could, among other things, adversely affect demand for our services, invalidate all or portions of some of our managed service contracts with our customers, require us to change or terminate some portions of our business, require us to refund portions of our base fee revenues and incentive payment revenues, cause us to be disqualified from serving customers doing business with government payers, and give our customers the right to terminate our managed service contracts with them, any one of which could have an adverse effect on our business.

Our failure to comply with debt collection and consumer credit reporting regulations could subject us to fines and other liabilities, which could harm our reputation and business.

The U.S. Fair Debt Collection Practices Act, or FDCPA, regulates persons who regularly collect or attempt to collect, directly or indirectly, consumer debts owed or asserted to be owed to another person. Certain of our accounts receivable activities may be subject to the FDCPA. Many states impose additional requirements on debt collection communications, and some of those requirements may be more stringent than the comparable federal requirements. Moreover, regulations governing debt collection are subject to changing interpretations that may be inconsistent among different jurisdictions. We are also subject to the Fair Credit Reporting Act, or FCRA, which regulates consumer credit reporting and which may impose liability on us to the extent that the adverse credit information reported on a consumer to a credit bureau is false or inaccurate. We could incur costs or could be subject to fines or other penalties under the FCRA if the Federal Trade Commission determines that we have mishandled protected information. We or our customers could be required to report such breaches to affected consumers or regulatory authorities, leading to disclosures that could damage our reputation or harm our business, financial position and operating results.

Potential additional regulation of the disclosure of health information outside the United States may increase our costs.

Federal or state governmental authorities may impose additional data security standards or additional privacy or other restrictions on the collection, use, transmission and other disclosures of health information. Legislation has been proposed at various times at both the federal and the state levels that would limit, forbid or regulate the use or transmission of medical information pertaining to U.S. patients outside of the United States. Such legislation, if adopted, may render our operations in India impracticable or substantially more expensive. Moving such operations to the United States may involve substantial delay in implementation and increased costs.

Risks Related to Intellectual Property

We may be unable to adequately protect our intellectual property.

Our success depends, in part, upon our ability to establish, protect and enforce our intellectual property and other proprietary rights. If we fail to establish or protect our intellectual property rights, we may lose an important advantage in the market in which we compete. We rely upon a combination of patent, trademark, copyright and trade secret law and contractual terms and conditions to protect our intellectual property rights, all of which provide only limited protection. We cannot assure you that our intellectual property rights are sufficient to protect our competitive advantages. Although we have filed four U.S. patent applications, we cannot assure you that any patents that will be issued from these applications will provide us with the protection that we seek or that any future patents issued to us will not be challenged, invalidated or circumvented. We have also been issued one U.S. patent, but we cannot assure you that it will provide us with the protection that we seek or that it will not be challenged, invalidated or circumvented. Legal standards relating to the validity, enforceability and scope of protection of patents are uncertain. Any patents that may be issued in the future from pending or future patent applications or our one issued patent may not provide sufficiently broad protection or they may not prove to be enforceable in actions against alleged infringers. Also, we cannot assure you that any trademark registrations will be issued for pending or future applications or that any of our trademarks will be enforceable or provide adequate protection of our proprietary rights.

We also rely in some circumstances on trade secrets to protect our technology. Trade secrets may lose their value if not properly protected. We endeavor to enter into non-disclosure agreements with our employees, customers, contractors and business partners to limit access to and disclosure of our proprietary information. The steps we have taken, however, may not prevent unauthorized use of our technology, and adequate remedies may not be available in the event of unauthorized use or disclosure of our trade secrets and proprietary technology. Moreover, others may reverse engineer or independently develop technologies that are competitive to ours or infringe our intellectual property.

Accordingly, despite our efforts, we may be unable to prevent third parties from infringing or misappropriating our intellectual property and using our technology for their competitive advantage. Any such infringement or misappropriation could have a material adverse effect on our business, results of operations and financial condition. Monitoring infringement of our intellectual property rights can be difficult and costly, and enforcement of our intellectual property rights may require us to bring legal actions against infringers. Infringement actions are inherently uncertain and therefore may not be successful, even when our rights have been infringed, and even if successful may require a substantial amount of resources and divert our management s attention.

Claims by others that we infringe their intellectual property could force us to incur significant costs or revise the way we conduct our business.

Our competitors protect their intellectual property rights by means such as patents, trade secrets, copyrights and trademarks. We have not conducted an independent review of patents issued to third parties. Additionally, because patent applications in the United States and many other jurisdictions are kept confidential for 18 months before they are published, we may be unaware of pending patent applications that relate to our proprietary technology. Although we have not been involved in any litigation related to intellectual property rights of others, from time to time we receive letters from other parties alleging, or inquiring about, possible breaches of their intellectual property rights. Any party asserting that we infringe its proprietary rights would force us to defend ourselves, and possibly our customers, against the alleged infringement. These claims and any resulting lawsuit, if successful, could subject us to significant liability for damages and invalidation of our proprietary rights or interruption or cessation of our operations. The software and technology industries are characterized by the existence of a large number of patents, copyrights, trademarks and trade secrets and by frequent litigation based on allegations of infringement or other violations of intellectual property rights. Moreover, the risk of such a lawsuit will likely increase as our size and scope of our services and technology platforms increase, as our geographic presence and market share expand and as the number of competitors in our market increases. Any such claims or litigation could:

- be time-consuming and expensive to defend, whether meritorious or not;

require us to stop providing the services that use the technology that infringes the other party s intellectual property;

divert the attention of our technical and managerial resources;

Table of Contents

require us to enter into royalty or licensing agreements with third parties, which may not be available on terms that we deem acceptable, if at all;

prevent us from operating all or a portion of our business or force us to redesign our services and technology platforms, which could be difficult and expensive and may make the performance or value of our service offerings less attractive;

subject us to significant liability for damages or result in significant settlement payments; or

require us to indemnify our customers as we are required by contract to indemnify some of our customers for certain claims based upon the infringement or alleged infringement of any third party s intellectual property rights resulting from our customers use of our intellectual property.

Intellectual property litigation can be costly. Even if we prevail, the cost of such litigation could deplete our financial resources. Litigation is also time-consuming and could divert management s attention and resources away from our business. Furthermore, during the course of litigation, confidential information may be disclosed in the form of documents or testimony in connection with discovery requests, depositions or trial testimony. Disclosure of our confidential information and our involvement in intellectual property litigation could materially adversely affect our business. Some of our competitors may be able to sustain the costs of complex intellectual property litigation more effectively than we can because they have substantially greater resources. In addition, any uncertainties resulting from the initiation and continuation of any litigation could significantly limit our ability to continue our operations and could harm our relationships with current and prospective customers. Any of the foregoing could disrupt our business and have a material adverse effect on our operating results and financial condition.

Risks Related to this Offering and Ownership of Shares of Our Common Stock

The trading price of our common stock is likely to be volatile, and you may not be able to sell your shares at or above the initial public offering price.

Our common stock has no prior trading history, and an active public market for these shares may not develop or be sustained after this offering. The initial public offering price for our common stock will be determined through negotiations with the representatives of the underwriters. This price will not necessarily reflect the price at which investors in the market will be willing to buy and sell our shares following this offering. In addition, the trading price of our common stock is likely to be highly volatile and could be subject to wide fluctuations in response to various factors. In addition to the risks described in this section, factors that may cause the market price of our common stock to fluctuate include:

fluctuations in our quarterly financial results or the quarterly financial results of companies perceived to be similar to us;

changes in estimates of our financial results or recommendations by securities analysts;

investors general perception of us; and

changes in general economic, industry and market conditions.

In addition, if the stock market in general experiences a loss of investor confidence, the trading price of our common stock could decline for reasons unrelated to our business, financial condition or results of operations.

Some companies that have had volatile market prices for their securities have had securities class actions filed against them. If a suit were filed against us, regardless of its merits or outcome, it would likely result in substantial costs and divert management s attention and resources. This could have a material adverse effect on our business, operating results and financial condition.

Table of Contents

Our securities have no prior market and our stock price may decline after the offering.

Prior to this offering, there has been no public market for shares of our common stock. Although we have applied to list our common stock on the New York Stock Exchange, an active public trading market for our common stock may not develop or, if it develops, may not be maintained after this offering. For example, the New York Stock Exchange imposes certain securities trading requirements, including minimum trading price, minimum number of stockholders and minimum market capitalization. Our company and the representatives of the underwriters will negotiate to determine the initial public offering price. The initial public offering price may be higher than the trading price of our common stock following this offering. As a result, you could lose all or part of your investment.

Future sales of shares by existing stockholders could cause our stock price to decline.

If our existing stockholders sell, or indicate an intention to sell, substantial amounts of our common stock in the public market after the contractual lock-up agreements described below expire and other restrictions on resale lapse, the trading price of our common stock could decline below the initial public offering price. Based on shares outstanding as of April 30, 2010, upon the closing of this offering, we will have outstanding 89,926,238 shares of common stock. Of these shares, 13,772,412 shares of common stock will be eligible for sale in the public market and 76,153,826 shares of common stock will be subject to a 180-day contractual lock-up with the underwriters. Goldman, Sachs & Co. and Credit Suisse Securities (USA) LLC, acting as representatives of the underwriters, may permit our officers, directors, employees and current stockholders who are subject to the contractual lock-up to sell shares prior to the expiration of the lock-up agreements. Upon expiration of the contractual lock-up agreements with the underwriters, and based on shares outstanding as of April 30, 2010, an additional 76,153,826 shares will be eligible for sale in the public market.

Some of our existing stockholders have demand and incidental registration rights to require us to register with the SEC up to 70,302,726 shares of our common stock, following the closing of this offering and expiration of the lock-up agreements, assuming no exercise of the underwriters option to purchase additional shares. If we register these shares of common stock, the stockholders would be able to sell those shares freely in the public market.

See Shares Eligible for Future Sale for further details regarding the number of shares eligible for sale in the public market after this offering.

Insiders will continue to have substantial control over us after this offering and will be able to determine substantially all matters requiring stockholder approval.

Upon the closing of this offering, our directors and executive officers and their affiliates will beneficially own, in the aggregate, approximately 50.5% of our outstanding common stock, assuming no exercise of the underwriters option to purchase additional shares. As a result, these stockholders will be able to determine substantially all matters requiring stockholder approval, including the election of directors and approval of significant corporate transactions, such as a merger or other sale of our company or its assets. This concentration of ownership could limit your ability to influence corporate matters and may have the effect of delaying or preventing a third-party from acquiring control over us. For information regarding the ownership of our outstanding stock by our executive officers and directors and their affiliates, see Principal and Selling Stockholders .

You will experience substantial dilution as a result of this offering and future equity issuances.

The initial public offering price per share is substantially higher than the pro forma net tangible book value per share of our common stock outstanding prior to this offering. As a result, investors purchasing common stock in this offering will experience immediate dilution of $13.79 per share. In addition, we have issued options to acquire common stock at prices significantly below the initial public offering price. To the extent outstanding options are ultimately exercised, there will be further dilution to investors in this offering. This dilution is due in large part to the fact that our earlier investors paid substantially less than the initial public offering price when they purchased their shares of common stock. In addition, if the underwriters exercise their option to purchase additional shares from us, if outstanding warrants to purchase our common stock are exercised or if we issue additional equity securities, you will experience additional dilution.

Anti-takeover provisions in our charter documents and Delaware law could discourage, delay or prevent a change in control of our company and may affect the trading price of our common stock.

We are a Delaware corporation and the anti-takeover provisions of the Delaware General Corporation Law may discourage, delay or prevent a change in control by prohibiting us from engaging in a business combination with an interested stockholder for a period of three years after the person becomes an interested stockholder, even if a change in control would be beneficial to our existing stockholders. In addition, our restated certificate of incorporation and amended and restated bylaws may discourage, delay or prevent a change in our management or control over us that stockholders may consider favorable. Our restated certificate of incorporation and amended and restated bylaws, which will be in effect upon the closing of this offering:

- authorize the issuance of blank check preferred stock that could be issued by our board of directors to thwart a takeover attempt;
- establish a classified board of directors, as a result of which the successors to the directors whose terms have expired will be elected to serve from the time of election and qualification until the third annual meeting following their election;
- require that directors only be removed from office for cause and only upon a supermajority stockholder vote;
- provide that vacancies on the board of directors, including newly created directorships, may be filled only by a majority vote of directors then in office;
- limit who may call special meetings of stockholders;
- prohibit stockholder action by written consent, requiring all actions to be taken at a meeting of the stockholders; and
- require supermajority stockholder voting to effect certain amendments to our restated certificate of incorporation and amended and restated bylaws.

For additional information regarding these and other anti-takeover provisions, see Description of Capital Stock Anti-Takeover Effects of Our Charter and Bylaws and Delaware Law .

We do not anticipate paying any cash dividends on our capital stock in the foreseeable future following the closing of this offering.

Although we paid cash dividends on our capital stock in July 2008 and September 2009, we do not expect to pay cash dividends on our common stock in the foreseeable future following the closing of this offering. Any future dividend payments will be within the discretion of our board of directors and will depend on, among other things, our financial condition, results of operations, capital requirements, capital expenditure requirements, contractual restrictions, provisions of applicable law and other factors that our board of directors may deem relevant. In addition, our revolving credit facility does not permit us to pay dividends without the lender s prior consent. We may not generate sufficient cash from operations in the future to pay dividends on our common stock. See Dividend Policy .

Table of Contents

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus contains forward-looking statements that involve substantial risks and uncertainties. All statements, other than statements of historical facts, included in this prospectus regarding our strategy, future operations, future financial position, future revenue, projected costs, prospects, plans, objectives of management and expected market growth are forward-looking statements. The words anticipate , believe , estimate , expect , intend , may , plan , project , will , would and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. These forward-looking statements include, among other things, statements about:

- our ability to attract and retain customers;
- our financial performance;
- the advantages of our solution as compared to those of others;
- our new quality/cost service initiative;
- our ability to establish and maintain intellectual property rights;
- our ability to retain and hire necessary employees and appropriately staff our operations; and
- our estimates regarding capital requirements and needs for additional financing.

We may not actually achieve the plans, intentions or expectations disclosed in our forward-looking statements, and you should not place undue reliance on our forward-looking statements. Actual results or events could differ materially from the plans, intentions and expectations disclosed in the forward-looking statements we make. We have included important factors in the cautionary statements included in this prospectus, particularly in the Risk Factors section, that could cause actual results or events to differ materially from the forward-looking statements that we make. Our forward-looking statements do not reflect the potential impact of any future acquisitions, mergers, dispositions, joint ventures or investments we may make.

You should read this prospectus and the documents that we have filed as exhibits to the registration statement, of which this prospectus is a part, completely and with the understanding that our actual future results may be materially different from what we expect. We do not assume any obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

INDUSTRY AND MARKET DATA

We obtained the industry and market data in this prospectus from our own research as well as from industry and general publications, surveys and studies conducted by third parties. Industry and general publications, studies and surveys generally state that they have been obtained from sources believed to be reliable, although they do not guarantee the accuracy or completeness of such information. While we believe that these publications, studies and surveys are reliable, we have not independently verified the data contained in them. In addition, while we believe that the results and estimates from our internal research are reliable, such results and estimates have not been verified by any independent source.

USE OF PROCEEDS

We estimate that we will receive net proceeds from this offering of approximately $87.0 million, or $101.0 million if the underwriters fully exercise their option to purchase additional shares from us, based on an assumed initial public offering price of $15.00 per share, the midpoint of the estimated price range shown on the cover of this prospectus, and after deducting the estimated underwriting discount and offering expenses payable by us. We will not receive any proceeds from the sale of shares of common stock by the selling stockholders.

A $1.00 increase (decrease) in the assumed initial public offering price of $15.00, the midpoint of the estimated price range shown on the cover of this prospectus, would increase (decrease) the net proceeds to us from this offering by $6.2 million, assuming the number of shares offered by us, as set forth on the cover of this prospectus, remains the same and after deducting the estimated underwriting discount and offering expenses payable by us.

We intend to use approximately $0.9 million of our net proceeds of this offering to pay the preferred stock liquidation preferences that will be paid in cash to the holders of our outstanding preferred stock concurrently with the conversion of such shares into shares of our common stock upon the closing of this offering. See Related Person Transactions Preferred Stock Liquidation Preferences for more information. We intend to use the remainder of our net proceeds of this offering for general corporate purposes, which may include financing our growth, developing new services and funding capital expenditures, acquisitions and investments. In addition, the other principal purposes for this offering are to:

- increase our visibility in the markets we serve;
- strengthen our balance sheet and increase the likelihood that we remain debt-free;
- create a public market for our common stock;
- facilitate our future access to the public capital markets;
- provide liquidity for our existing stockholders;
- improve the effectiveness of our equity compensation plans in attracting and retaining key employees; and
- enhance our ability to acquire complementary businesses or technologies.

Except for the preferred stock liquidation preference payments described above, we have not yet determined with any certainty the manner in which we will allocate our net proceeds. Our management will retain broad discretion in the allocation and use of our net proceeds of this offering. The amounts and timing of these expenditures will vary depending on a number of factors, including the amount of cash generated by our operations, competitive and technological developments, and the rate of growth, if any, of our business. For example, if we were to expand our operations more rapidly than anticipated by our current plans, a greater portion of the proceeds would likely be used for the development or enhancement of our proprietary technologies. Alternatively, if we were to engage in an acquisition that required a significant cash outlay, some or all of the proceeds might be used for that purpose.

Although we may use a portion of the proceeds for the acquisition of, or investment in, companies, technologies or assets that complement our business, we have no present understandings, commitments or agreements to enter into any acquisitions or make any material investments. We cannot assure you that we will make any acquisitions or investments in the future.

Pending specific utilization of the net proceeds as described above, we intend to invest the net proceeds of the offering in short-term investment grade and U.S. government securities.

Table of Contents

DIVIDEND POLICY

We declared a cash dividend in the aggregate amount of $15.0 million, or $0.18 per common-equivalent share, to holders of record as of July 11, 2008 of our common stock and preferred stock. We declared an additional cash dividend in the aggregate amount of $14.9 million, or $0.18 per common equivalent share, to holders of record as of September 1, 2009 of our common stock and preferred stock.

We currently intend to retain earnings, if any, to finance the growth and development of our business, and we do not expect to pay any cash dividends on our common stock in the foreseeable future following the closing of this offering. Payment of future dividends, if any, will be at the discretion of our board of directors and will depend on our financial condition, results of operations, capital requirements, restrictions contained in current or future financing instruments, provisions of applicable law, and other factors the board deems relevant. In 2009, we entered into a $15 million revolving line of credit, which does not permit us to pay any future dividends without the lender s prior consent.

Table of Contents

CAPITALIZATION

The following table sets forth our cash and cash equivalents and capitalization as of March 31, 2010:

on an actual basis;

on a pro forma basis to reflect (1) the split of our common stock effected on May 3, 2010 pursuant to which each outstanding share of common stock was reclassified into 3.92 shares of common stock, (2) the conversion of all outstanding shares of non-voting common stock into shares of voting common stock prior to the closing of this offering, (3) the automatic conversion of all outstanding shares of convertible preferred stock into shares of common stock upon the closing of this offering and (4) the mandatory preferred stock preference payment of $16.1 million payable to the holders of outstanding preferred stock upon the completion of this offering.

on a pro forma as adjusted basis to reflect (1) the items described in the preceding bullet, including satisfaction of the $16.1 million payable to the holders of outstanding preferred stock upon the completion of this offering through the payment of an aggregate of $0.9 million in cash and the issuance of an aggregate of 1,012,013 shares of common stock, based on payment elections received from such holders and an assumed initial public offering price of $15.00 per share, the midpoint of the estimated price range shown on the cover of this prospectus, (2) our issuance and sale of 6,666,667 shares of common stock in this offering at an assumed initial public offering price of $15.00 per share, the midpoint of the estimated price range shown on the cover of this prospectus, after deducting the estimated underwriting discount and offering expenses payable by us and the application of the net proceeds therefrom as described in Use of Proceeds , of which $3.6 million was paid prior to March 31, 2010, (3) our issuance of 812,512 shares of common stock upon cashless exercises of outstanding warrants prior to the closing of this offering, based on an assumed initial public offering price of $15.00 per share, the midpoint of the estimated price range shown on the cover of this prospectus, and (4) our issuance of 66,667 shares of common stock to FT Partners contemporaneously with the closing of this offering, based on an assumed initial public offering price of $15.00 per share, the midpoint of the estimated price range shown on the cover of this prospectus, which FT Partners has elected in writing to receive in partial satisfaction of a fee for financial advisory services in respect of this offering.

You should read this table together with our financial statements and the related notes appearing at the end of this prospectus and the Use of Proceeds and Management s Discussion and Analysis of Financial Condition and Results of Operations sections of this prospectus.

	March 31, 2010		
	Actual	Pro forma	Pro forma as adjusted
		(Unaudited)	
	(In thousands, except share and per share amounts)		
Cash and cash equivalents	$ 30,311	$ 30,311	$ 120,053
Stockholders equity:			
Convertible preferred stock, $0.01 par value; 1,350,000(1) shares authorized and issuable in series, 1,299,541 shares issued and	13		

outstanding, actual; no shares authorized, issued or outstanding, pro forma and pro forma as adjusted

Table of Contents

	March 31, 2010		
	Actual	Pro forma	Pro forma as adjusted
		(Unaudited)	
	(In thousands, except share and per share amounts)		
Preferred stock, $0.01 par value; no shares authorized, issued or outstanding, actual; 5,000,000 shares authorized and no shares issued or outstanding, pro forma and pro forma as adjusted			
Common stock, $0.01 par value:			
Voting common stock, 68,600,000 shares authorized, 32,186,858 shares issued and outstanding, actual; 68,600,000 shares authorized, no shares issued or outstanding, pro forma; no shares authorized, issued or outstanding, pro forma as adjusted	82		
Non-voting common stock, 31,360,000 shares authorized, 5,343,477 shares issued and outstanding, actual; no shares authorized, issued or outstanding, pro forma and pro forma as adjusted	13		
Common stock, $0.01 par value; no shares authorized, issued or outstanding, actual; 500,000,000 shares authorized, 81,326,955 shares issued and outstanding, pro forma; 89,884,813 shares issued and outstanding, pro forma as adjusted		108	184
Additional paid-in capital	53,878	37,811	139,915
Non-executive employee loans for stock option exercises	(107)	(107)	(107)
Accumulated deficit	(30,138)	(30,138)	(30,138)
Cumulative translation adjustment	100	100	100
Total stockholders equity	23,841	7,774	109,954
Total capitalization	$ 23,841	$ 7,774	$ 109,954

(1) Out of 1,350,000 shares of preferred stock authorized in our certificate of incorporation, 32,317 shares have been designated as Series A, 1,267,224 shares have been designated as Series D and the remaining 50,459 shares have neither been designated nor issued.

A $1.00 increase (decrease) in the assumed initial public offering price of $15.00, the midpoint of the estimated price range shown on the cover of this prospectus, would (1) increase (decrease) each of additional paid-in capital and total stockholders equity in the pro forma as adjusted column by $6.2 million, assuming the number of shares offered by us, as set forth on the cover of this prospectus, remains the same and after deducting the estimated underwriting discount and offering expenses payable by us. A $1.00 increase (decrease) in the assumed initial public offering price of $15.00, the midpoint of the estimated price range shown on the cover of this prospectus, would decrease (increase) the number of shares of common stock the holders of our outstanding preferred stock have elected to receive in respect to the liquidation preference payments required to be made by us upon the closing of this offering by 63,251 and 72,287, respectively.

The table above is based on the number of shares of common stock outstanding as of March 31, 2010, and excludes:

3,266,668 shares of common stock issuable upon the exercise of warrants outstanding and exercisable as of March 31, 2010 at a weighted-average exercise price of $0.29 per share, which will remain outstanding after this offering if not exercised prior to this offering;

Table of Contents

15,283,711 shares of common stock issuable upon the exercise of stock options outstanding and exercisable as of March 31, 2010 at a weighted-average exercise price of $9.03 per share, of which 5,470,391 shares with a weighted-average exercise price of $3.03 per share would be vested if purchased upon exercise of these options as of March 31, 2010; and

9,067,238 shares of common stock available for future issuance under our equity compensation plans as of March 31, 2010.

Table of Contents

DILUTION

If you invest in our common stock, your interest will be diluted immediately to the extent of the difference between the initial public offering price per share you will pay in this offering and the pro forma as adjusted net tangible book value per share of our common stock after this offering. Our pro forma historical net tangible book value as of March 31, 2010 was $6.3 million, or $0.08 per share of common stock. Our pro forma net tangible book value per share set forth below represents our total tangible assets less total liabilities and convertible preferred stock, divided by the number of shares of our common stock outstanding on March 31, 2010, after giving effect to (1) the split of our common stock effected on May 3, 2010 pursuant to which each outstanding share of common stock was reclassified into 3.92 shares of common stock, (2) the conversion of all outstanding shares of non-voting common stock into shares of common stock prior to the closing of this offering, (3) the automatic conversion of all outstanding shares of convertible preferred stock into shares of common stock upon the closing of this offering and (4) the mandatory preferred stock preference payment of $16.1 million payable to the holders of outstanding preferred stock upon the completion of this offering.

On a pro forma as adjusted basis, after giving effect to (1) the items described in the preceding paragraph, including satisfaction of the $16.1 million payable to the holders of outstanding preferred stock upon the completion of this offering through the payment of an aggregate of $0.9 million in cash and the issuance of an aggregate of 1,012,013 shares of common stock, based on payment elections received from such holders and an assumed initial public offering price of $15.00 per share, the midpoint of the estimated price range shown on the cover of this prospectus, (2) our issuance and sale of 6,666,667 shares of common stock in this offering at an assumed initial public offering price of $15.00 per share, the midpoint of the estimated price range shown on the cover of this prospectus, after deducting the estimated underwriting discount and offering expenses payable by us, (3) our issuance of 812,512 shares of common stock upon cashless exercises of outstanding warrants prior to the closing of this offering, based on an assumed initial public offering price of $15.00 per share, the midpoint of the estimated price range shown on the cover of this prospectus, and (4) our issuance of 66,667 shares of common stock to FT Partners contemporaneously with the closing of this offering, based on an assumed initial public offering price of $15.00 per share, the midpoint of the estimated price range shown on the cover of this prospectus, which FT Partners has elected in writing to receive in partial satisfaction of a fee for financial advisory services in respect of this offering, the pro forma as adjusted net tangible book value as of March 31, 2010 would have been $108.5 million, or $1.21 per share. This represents an immediate increase in net tangible book value to existing stockholders of $1.13 per share, of which $0.95 per share is attributable to the sale of shares in this offering and $0.18 per share is due to the combination of the adjustments discussed above. Accordingly, new investors who purchase shares of common stock in this offering will suffer an immediate dilution of their investment of $13.79 per share. The following table illustrates this per share dilution to the new investors purchasing shares of common stock in this offering without giving effect to the option to purchase additional shares from us granted to the underwriters:

Assumed initial public offering price		$ 15.00
Pro forma net tangible book value per share as of March 31, 2010	0.08	
Increase per share attributable to sale of shares of common stock in this offering	0.95	
Increase per share attributable to the adjustments described above	0.18	
Pro forma as adjusted net tangible book value per share after this offering		1.21
Dilution per share to new investors		$ 13.79

A $1.00 increase (decrease) in the assumed initial public offering price of $15.00 per share, the midpoint of the estimated price range shown on the cover of this prospectus, would increase (decrease) the net tangible book value by $6.2 million, the net tangible book value per share after this offering by $0.07 per share and the dilution in net tangible book value per share to investors in this offering by ($0.07) per share, assuming that the number of shares offered by us, as set forth on the cover of this prospectus, remains the same and after deducting the estimated underwriting discount and offering expenses payable by us.

If the underwriters fully exercise their option to purchase additional shares from us, the pro forma as adjusted net tangible book value will increase to $1.35 per share, representing an immediate increase to existing stockholders of $1.27 per share, of which $1.10 per share is attributable to the sale of shares in this offering and $0.17 per share is due to the combination of the adjustments discussed above. Accordingly, new investors who purchase shares of common stock will suffer an immediate dilution of $13.65 per share. If any shares are issued upon exercise of outstanding options or warrants, you will experience further dilution.

The following table summarizes, on a pro forma as adjusted basis as of March 31, 2010, the differences between the number of shares of common stock purchased from us, the total consideration paid to us, and the average price per share paid by existing stockholders and by new investors purchasing shares of common stock in this offering. The calculation below is based on an assumed initial public offering price of $15.00 per share, the midpoint of the estimated price range shown on the cover of this prospectus, before the deduction of the estimated underwriting discount and offering expenses payable by us:

	Shares Purchased		Total Consideration		Average Price
	Number	%	Amount (In thousands)	%	Per Share
Existing stockholders	83,218,146	92.6	$ 25,586	20.4%	$ 0.31
New investors	6,666,667	7.4	100,000	79.6	$ 15.00
Total	89,884,813	100%	$ 125,586	100%	

(1) Includes 66,667 shares of common stock to be issued to FT Partners contemporaneously with the closing of this offering, based on an assumed initial public offering price of $15.00 per share, the midpoint of the estimated price range shown on the cover of this prospectus, which FT Partners has elected in writing to receive in partial satisfaction of a fee for financial advisory services in respect of this offering.

The foregoing tables and calculations are based on the number of shares of our common stock outstanding as of March 31, 2010 after giving effect to (1) the split of our common stock effected on May 3, 2010 pursuant to which each outstanding share of common stock was reclassified into 3.92 shares of common stock, (2) the conversion of all outstanding shares of non-voting common stock into shares of voting common stock prior to the closing of this offering, (3) the automatic conversion of all outstanding shares of convertible preferred stock into shares of common stock, (4) the issuance of 812,512 shares of common stock upon cashless exercises of outstanding warrants prior to the closing of this offering, based on an assumed initial public offering price of $15.00 per share, the midpoint of the estimated price range shown on the cover of this prospectus, (5) the satisfaction of the $16.1 million payable to the holders of outstanding preferred stock upon the completion of this offering through the payment of an aggregate of $0.9 million in cash and the issuance of an aggregate of 1,012,013 shares of common stock, based on payment elections received from such holders and an assumed initial public offering price of $15.00 per share, the midpoint of the estimated price range shown on the cover of this prospectus, (6) our issuance of 6,666,667 shares of common stock in this offering at an assumed offering price of $15 per share, the midpoint of the estimated price range shown on the cover of this prospectus, and (7) the issuance of 66,667 shares of common stock to FT Partners contemporaneously with the closing of this offering, based on an assumed initial public offering price of $15.00 per share, the midpoint of the estimated price range shown on the cover of this prospectus, and excludes:

3,266,668 shares of common stock issuable upon the exercise of warrants outstanding and exercisable as of March 31, 2010 at a weighted-average exercise price of $0.29 per share, which will remain outstanding after this offering if not exercised prior to this offering;

Table of Contents

15,283,711 shares of common stock issuable upon the exercise of stock options outstanding and exercisable as of March 31, 2010 at a weighted-average exercise price of $9.03 per share, of which 5,470,391 shares with a weighted average exercise price of $3.03 per share would be vested if purchased upon exercise of these options as of March 31, 2010; and

9,067,238 shares of common stock available for future issuance under our equity compensation plans as of March 31, 2010.

The sale of 6,666,667 shares of common stock to be sold by the selling stockholders in this offering will reduce the number of shares held by existing stockholders to 76,551,479, or 85.1% of the total shares outstanding, and will increase the number of shares held by new investors to 13,333,334, or 14.9% of the total shares outstanding. If the underwriters exercise their option to purchase additional shares in full, the shares held by existing stockholders will further decrease to 75,551,479, or 83.1% of the total shares outstanding, and the number of shares held by new investors will further increase to 15,333,334, or 16.9% of the total shares outstanding.

Table of Contents

SELECTED CONSOLIDATED FINANCIAL DATA

The following tables summarize our consolidated financial data for the periods presented. You should read the following selected consolidated financial data in conjunction with our financial statements and the related notes appearing at the end of this prospectus and the Management s Discussion and Analysis of Financial Condition and Results of Operations section of this prospectus.

We derived the statement of operations data for the years ended December 31, 2007, 2008 and 2009 and the balance sheet data as of December 31, 2008 and 2009 from our audited consolidated financial statements, which are included in this prospectus. We derived the statement of operations data for the years ended December 31, 2005 and 2006 and the balance sheet data as of December 31, 2005, 2006 and 2007 from our audited consolidated financial statements, which are not included in this prospectus.

The summary statements of operations for the three months ended March 31, 2009 and 2010 and the summary balance sheet data as of March 31, 2010 are derived from our unaudited financial statements included elsewhere in this prospectus. Our unaudited financial statements have been prepared on the same basis as the audited financial statements and notes thereto and, in the opinion of our management, include all adjustments (consisting of normal recurring adjustments) necessary for a fair statement of the information for the unaudited interim periods. Our historical results for prior interim periods are not necessarily indicative of results to be expected for a full year or for any future period.

	Fiscal Year Ended December 31,					Three Months Ended March 31,	
	2005	2006	2007	2008	2009	2009	2010
	(In thousands, except share and per share data)					(Unaudited)	
Statement of Operations Data:							
Net services revenue	$ 111,201	$ 160,741	$ 240,725	$ 398,469	$ 510,192	$ 112,467	$ 125,937
Costs of services	97,120	141,767	197,676	335,211	410,711	92,703	102,289
Operating margin	14,081	18,974	43,049	63,258	99,481	19,764	23,648
Operating expenses:							
Infused management and technology	13,037	18,875	27,872	39,234	51,763	11,175	14,909
Selling, general and administrative	4,230	8,777	15,657	21,227	30,153	8,817	7,567
Total operating expenses	17,267	27,652	43,529	60,461	81,916	19,992	22,476
Income (loss) from operations	(3,186)	(8,678)	(480)	2,797	17,565	(228)	1,172
Net interest income (expense)	626	1,359	1,710	710	(9)	44	8

Income (loss) before provision for income taxes	(2,560)	(7,319)	1,230	3,507	17,556	(184)	1,180
Provision for income taxes	105		456	2,264	2,966	454	866
Net income (loss)	$ (2,666)	$ (7,319)	$ 774	$ 1,243	$ 14,590	$ (638)	$ 314
Net income (loss) per common share:							
Basic:	$ (0.14)	$ (0.28)	$ 0.01	$ (0.19)	$ 0.17	$ (0.02)	$ 0.00
Diluted:	(0.14)	(0.28)	0.01	(0.19)	0.15	(0.02)	0.00

Table of Contents

	2005	2006	2007	2008	2009	2009	2010
	Fiscal Year Ended December 31, (In thousands, except share and per share data)					Three Months Ended March 31, (Unaudited)	
forma net income share:							
c:							$ 0.
ted:							0.
ghted-average es used in puting net income s) per common e:							
c:	19,345,607	25,918,942	32,968,085	36,122,470	36,725,194	36,522,491	36,943,6
ted:	19,345,607	25,918,942	40,360,362	36,122,470	43,955,167	36,522,491	44,371,6
er Operating a (unaudited):							
usted EBITDA(1)	$ (2,075)	$ (7,125)	$ 6,842	$ 12,220	$ 32,912	$ 5,644	$ 4,3
patient revenue er management (at od end) (in ons)	$ 2.4	$ 4.1	$ 6.7	$ 9.2	$ 12.0	$ 10.9	$ 1

	2005	2006	2007	2008	2009	2010
	As of December 31, (In thousands)					As of March 31, (Unaudited)
ance Sheet Data:						
n and cash valents	$ 17,558	$ 20,782	$ 34,745	$ 51,656	$ 43,659	$ 30,311
king capital	7,817	(2,445)	8,010	(3,453)	(4,122)	(3,955)
l assets	19,064	27,333	60,858	86,904	103,472	95,251
l stockholders ty	$ 8,535	$ 3,166	$ 15,910	$ 7,923	$ 21,279	$ 23,841

(1) We define adjusted EBITDA as net income (loss) before net interest income (expense), income tax expense (benefit), depreciation and amortization expense and share-based compensation expense. Adjusted EBITDA is a non-GAAP financial measure and should not be considered as an alternative to net income, operating income and any other measure of financial performance calculated and presented in accordance with GAAP.

We believe adjusted EBITDA is useful to investors in evaluating our operating performance for the following reasons:

adjusted EBITDA and similar non-GAAP measures are widely used by investors to measure a company s operating performance without regard to items that can vary substantially from company to company depending upon financing and accounting methods, book values of assets, capital structures and the methods by which assets were acquired;

securities analysts often use adjusted EBITDA and similar non-GAAP measures as supplemental measures to evaluate the overall operating performance of companies; and

by comparing our adjusted EBITDA in different historical periods, our investors can evaluate our operating results without the additional variations of interest income (expense), income tax expense (benefit), depreciation and amortization expense and share-based compensation expense.

Our management uses adjusted EBITDA:

as a measure of operating performance, because it does not include the impact of items that we do not consider indicative of our core operating performance;

for planning purposes, including the preparation of our annual operating budget;

to allocate resources to enhance the financial performance of our business;

Table of Contents

to evaluate the effectiveness of our business strategies; and

in communications with our board of directors and investors concerning our financial performance.

We understand that, although measures similar to adjusted EBITDA are frequently used by investors and securities analysts in their evaluation of companies, adjusted EBITDA has limitations as an analytical tool, and you should not consider it in isolation or as a substitute for analysis of our results of operations as reported under GAAP. Some of these limitations are:

adjusted EBITDA does not reflect our cash expenditures or future requirements for capital expenditures or other contractual commitments;

adjusted EBITDA does not reflect changes in, or cash requirements for, our working capital needs;

adjusted EBITDA does not reflect share-based compensation expense;

adjusted EBITDA does not reflect cash requirements for income taxes;

adjusted EBITDA does not reflect net interest income (expense);

although depreciation and amortization are non-cash charges, the assets being depreciated or amortized will often have to be replaced in the future, and adjusted EBITDA does not reflect any cash requirements for these replacements; and

other companies in our industry may calculate adjusted EBITDA differently than we do, limiting its usefulness as a comparative measure.

To properly and prudently evaluate our business, we encourage you to review the GAAP financial statements included elsewhere in this prospectus, and not to rely on any single financial measure to evaluate our business.

The following table presents a reconciliation of adjusted EBITDA to net income (loss), the most comparable GAAP measure:

	Fiscal Year Ended December 31, (In thousands)					Three Months Ended March 31, (Unaudited)	
	2005	2006	2007	2008	2009	2009	2010
Net income (loss)	$ (2,666)	$ (7,319)	$ 774	$ 1,243	$ 14,590	$ (638)	314
Net interest (income) expense(a)	(626)	(1,359)	(1,710)	(710)	9	(44)	(8)
Provision for income taxes	105		456	2,264	2,966	454	866
Depreciation and amortization expense	99	626	1,307	2,540	3,921	920	1,253
EBITDA	$ (3,088)	$ (8,052)	$ 827	$ 5,337	$ 21,486	$ 692	$ 2,425

Stock compensation expense(b)		844	934	3,551	6,917	1,458	1,952
Stock warrant expense(b)	1,013	83	5,081	3,332	4,509	3,494	
Adjusted EBITDA	$ (2,075)	$ (7,125)	$ 6,842	$ 12,220	$ 32,912	$ 5,644	$ 4,377

(a) Interest income results from earnings associated with our cash and cash equivalents. Interest income declined subsequent to 2007 due to reductions in market interest rates. No debt or other interest-bearing obligations were outstanding during any of the periods presented. Interest expense for the year ended December 31, 2009 is a result of a $150 origination fee paid in connection with establishing our new revolving line of credit and has been shown net of interest income earned during the year.

(b) Stock compensation expense and stock warrant expense collectively represent the share-based compensation expense reflected in our financial statements. Of the amounts presented above, $928, $921, $1,736 and $721 was classified as a reduction in net services revenue for the years ended December 31, 2007, 2008 and 2009 and the three months ended March 31, 2009, respectively. No such reduction was recorded for the three months ended March 31, 2010 as all warrants had been earned and therefore there was no stock warrant expense.

Table of Contents

MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion and analysis of our financial condition and results of operations together with our financial statements and the related notes and other financial information included elsewhere in this prospectus. Some of the information contained in this discussion and analysis or set forth elsewhere in this prospectus, including information with respect to our plans and strategy for our business and related financing, includes forward-looking statements that involve risks and uncertainties. You should review the Risk Factors section of this prospectus for a discussion of important factors that could cause actual results to differ materially from the results described in or implied by the forward-looking statements contained in the following discussion and analysis.

Overview

Our Background

Accretive Health is a leading provider of healthcare revenue cycle management services. Our business purpose is to help U.S. hospitals, physicians and other healthcare providers to more efficiently manage their revenue cycle operations, which encompass patient registration, insurance and benefit verification, medical treatment documentation and coding, bill preparation and collections. Our integrated technology and services offering, which we refer to as our solution, spans the entire revenue cycle and helps our customers realize sustainable improvements in their operating margins and improve the satisfaction of their patients, physicians and staff. We enable these improvements by helping our customers increase the portion of the maximum potential patient revenue they receive, while reducing total revenue cycle costs.

Our customers typically are multi-hospital systems, including faith-based or community healthcare systems, academic medical centers and independent ambulatory clinics, and their affiliated physician practice groups. To implement our solution, we assume full responsibility for the management and cost of a customer s revenue cycle operations and supplement the existing staff involved in the customer s revenue cycle with seasoned Accretive Health personnel. A customer s net revenue improvements and cost savings generally increase over time as we deploy additional programs and as the programs we implement become more effective, which in turn provides visibility into our future revenue and profitability. In 2009, for example, approximately 87% of our net services revenue, and nearly all of our net income, was derived from customer contracts that were in place as of January 1, 2009.

Our customers have historically achieved significant net revenue yield improvements within 18 to 24 months of implementing our solution, with customers operating under mature managed service contracts typically realizing 400 to 600 basis points in yield improvements in the third or fourth contract year. All of a customer s yield improvements during the period we are providing services are attributed to our solution because we assume full responsibility for the management of the customer s revenue cycle. Our methodology for measuring yield improvements excludes the impact of external factors such as changes in reimbursement rates from payors, the expansion of existing services or addition of new services, volume increases and acquisitions of hospitals or physician practices, which may impact net revenue but are not considered changes to net revenue yield. We and our customers share financial gains resulting from our solution, which directly aligns our objectives and interests with those of our customers. Both we and our customers benefit on a contractually agreed-upon basis from net revenue yield increases realized by the customers as a result of our services. To date, we have experienced a contract renewal rate of 100% (excluding exploratory new services offerings, a consensual termination following a change of control and a customer reorganization). Coupled with the long-term nature of our managed service contracts and the fixed nature of the base fees under each contract, our historical renewal experience provides a core source of recurring revenue.

We believe that current macroeconomic conditions will continue to impose financial pressure on healthcare providers and will increase the importance of managing their revenue cycles effectively and efficiently. Additionally, the continued operating pressures facing U.S. hospitals coupled with some of

Table of Contents

the underlying themes of recently enacted healthcare reform legislation make the efficient management of the revenue cycle and collection of the full amount of payments due for patient services among the most critical challenges facing healthcare providers today.

Our corporate headquarters are located in Chicago, Illinois, and we operate shared services centers and offices in Michigan, Missouri, Florida and India. As of March 31, 2010, we had 1,802 full-time employees and managed approximately 6,300 of our customers employees who are involved in patient registration, health management information, procedure coding, billing and collections. We refer to these functions collectively as the revenue cycle, and to the personnel involved in a customer s revenue cycle as revenue cycle staff.

In evaluating our business performance, our management monitors various financial and non-financial metrics. On a monthly basis, our chief executive officer, chief financial officer and other senior leaders monitor our overall net patient revenue under management, aggregate net services revenue, revenue cycle operating costs, corporate-level operating expenses, cash flow and adjusted EBITDA. When appropriate, decisions are made regarding action steps to improve these overall operational measures. Our senior operational leaders also monitor the performance of each customer s revenue cycle operations through ten to twelve hospital-specific operating reviews each year. Such reviews typically focus on planned and actual revenue cycle operating results being achieved on behalf of our customers, progress against our operating metrics and planned and actual operating costs for that site. During these regular reviews, our senior operational leaders communicate to the operating teams suggestions to improve contract and operations performance and monitor the results of previous efforts. In addition, our senior management also monitors our ability to attract, hire and retain a sufficient number of talented employees to staff our growing business, and the development and performance of our proprietary technology.

Net Services Revenue

We derive our net services revenue primarily from service contracts under which we manage our customers revenue cycle operations. Revenues from managed service contracts consist of base fees and incentive payments:

- Base fee revenues represent our contractually-agreed annual fees for managing and overseeing our customers revenue cycle operations. Following a comprehensive review of a customer s operations, the customer s base fees are tailored to its specific circumstances and the extent of the customer s operations for which we are assuming operational responsibility; we do not have standardized fee arrangements.

- Incentive payment revenues represent the amounts we receive by increasing our customers net patient revenue and identifying potential payment sources for patients who are uninsured and underinsured. These payments are governed by specific formulas contained in the managed service contract with each of our customers. In general, we earn incentive payments by increasing a customer s actual cash yield as a percentage of the contractual amount owed to such customer for the healthcare services provided.

In addition, we earn revenue from other services, which primarily include our share of revenues associated with the collection of dormant patient accounts (more than 365 days old) under some of our service contracts. We also receive revenue from other services provided to customers that are not part of our integrated service offerings, such as procedure-by-procedure fee schedule reviews, physician advisory services or consulting on the billing for individuals receiving emergency room treatment.

Some of our service contracts entitle customers to receive a share of the cost savings we achieve from operating their revenue cycle. This share is returned to customers as a reduction in subsequent base fees. Our services revenue is reported net of cost sharing, and we refer to this as our net services revenue.

Table of Contents

The following table summarizes the composition of our net services revenue for the year ended December 31, 2009 and the three months ended March 31, 2010 on a percentage basis:

	Year Ended December 31, 2009	Three Months Ended March 31, 2010
Net base fees for managed service contracts	85%	88%
Incentive payments for managed service contracts	13%	10%
Other services	2%	2%
Total	100%	100%

See Results of Operations for more information.

Costs of Services

Under our managed service contracts, we assume responsibility for all costs necessary to conduct our customers revenue cycle operations. Costs of services consist primarily of the salaries and benefits of the customers employees engaged in revenue cycle activities and managed on-site by us, the salaries and benefits of our employees who are engaged in revenue cycle activities, the costs associated with vendors that provide services integral to the customers revenue cycle and the costs associated with operating our shared services centers.

Under our managed service contracts, we assume responsibility for all costs necessary to conduct our customers revenue cycle operations. Costs of services consist primarily of:

Salaries and benefits of the customers employees engaged in revenue cycle activities and assigned to work on-site with us. Under our contracts with our customers, we are responsible for the cost of the salaries and benefits for these employees of our customers. Salaries are paid and benefits are provided to such individuals directly by the customer, instead of adding these individuals to our payroll, because these individuals remain employees of our customers.

Salaries and benefits of our employees in our shared services centers (these individuals are distinct from on-site infused management discussed below) and the non-payroll costs associated with operating our shared service centers.

Costs associated with vendors that provide services integral to the customer s revenue cycle.

Operating Margin

Operating margin is equal to net services revenue less costs of services. Our operating model is designed to improve margin under each managed service contract as the contract matures, for several reasons:

We typically enhance the productivity of a customer s revenue cycle operations over time as we fully implement our technology and procedures and because any overlap between costs of our shared services centers and costs of hospital operations targeted for transition is generally concentrated in the first year of the contract.

Incentive payments under each managed service contract generally increase over time as we deploy additional programs and the programs we implement become more effective and produce improved results for our customers.

Infused Management and Technology Expenses

We refer to our management and staff revenue cycle employees that we devote on-site to customer operations as infused management. Infused management and technology expenses consist primarily of the wages, bonuses, benefits, share based compensation, travel and other costs associated with deploying our employees on customer sites to guide and manage our customers revenue cycle operations. The employees we deploy on customer sites typically have significant experience in revenue cycle operations, technology, quality control or other management disciplines. The other significant portion of these expenses is an allocation of the costs associated with maintaining, improving and deploying our integrated proprietary technology suite and an allocation of the costs previously capitalized for developing our integrated proprietary technology suite.

Selling, General and Administrative Expenses

Selling, general and administrative expenses consist primarily of expenses for executive, sales, corporate information technology, legal, regulatory compliance, finance and human resources personnel, including wages, bonuses, benefits and share-based compensation; fees for professional services; share-based expense for stock warrants; insurance premiums; facility charges; and other corporate expenses. Professional services consist primarily of external legal, tax and audit services. We expect selling, general and administrative expenses to increase in absolute dollars as we continue to add information technology, human resources, finance, accounting and other administrative personnel as we expand our business.

We also expect to incur additional professional fees and other expenses resulting from future expansion and the compliance requirements of operating as a public company, including increased audit and legal expenses, investor relations expenses, increased insurance expenses, particularly for directors and officers liability insurance, and the costs of complying with Section 404 of the Sarbanes-Oxley Act. While these costs may initially increase as a percentage of our net services revenue, we expect that in the future these expenses will increase at a slower rate than our overall business volume, and that they will eventually represent a smaller percentage of our net services revenue.

Although we cannot predict future changes to the laws and regulations affecting us or the healthcare industry generally, we do not expect that any associated changes to our compliance programs will have a material effect on our selling, general and administrative expenses.

Interest Income (Expense)

Interest income is derived from the return achieved from our cash balances. We invest primarily in highly liquid, short-term investments, primarily those insured by the U.S. government. Our return on our cash investments declined in 2008 and 2009 as a result of the general decrease in overall interest rates. Interest expense for the year ended December 31, 2009 resulted from origination fees associated with our revolving line of credit, which we entered into on September 30, 2009.

Income Taxes

Income tax expense consists of federal and state income taxes in the United States and India. Although we had net operating loss carryforwards in 2008, our effective tax rate in 2008 was approximately 65%. This was due principally to the fact that a large portion of our operations is conducted in Michigan, which in 2008 began to impose a tax based on gross receipts in addition to tax based on net income. Although we continued to pay the Michigan gross receipts tax in 2009, our effective tax rate declined to approximately 17% in 2009, principally due to the release of $3.5 million of valuation allowances for deferred tax assets. We expect our overall effective tax rate to be approximately 45% in 2010 and 40% in future years because we no longer have any net operating loss carryforwards and the impact of the Michigan gross receipts tax will become less significant in relation to other income-based taxes. We also expect our income tax expense to increase in absolute dollars as our income increases.

Application of Critical Accounting Policies and Use of Estimates

Our consolidated financial statements reflect the assets, liabilities and results of operations of Accretive Health, Inc. and our wholly-owned subsidiaries. All intercompany transactions and balances

Table of Contents

have been eliminated in consolidation. Our consolidated financial statements have been prepared in accordance with GAAP.

The preparation of financial statements in conformity with GAAP requires us to make estimates and judgments that affect the amounts reported in our consolidated financial statements and the accompanying notes. We regularly evaluate the accounting policies and estimates we use. In general, we base estimates on historical experience and on assumptions that we believe to be reasonable given our operating environment. Estimates are based on our best knowledge of current events and the actions we may undertake in the future. Although we believe all adjustments considered necessary for fair presentation have been included, our actual results may differ materially from our estimates.

We believe that the accounting policies described below involve our more significant judgments, assumptions and estimates and, therefore, could have the greatest potential impact on our consolidated financial statements. In addition, we believe that a discussion of these policies is necessary to understand and evaluate the consolidated financial statements contained in this prospectus. For further information on our critical and other significant accounting policies, see note 2 to our consolidated financial statements contained elsewhere in this prospectus.

Revenue Recognition

Our managed service contracts generally have an initial term of four to five years and various start and end dates. After the initial terms, these contracts renew annually unless canceled by either party. Revenue from managed service contracts consists of base fees and incentive payments.

We record revenue in accordance with the provisions of Staff Accounting Bulletin 104. As a result, we only record revenue once there is persuasive evidence of an arrangement, services have been rendered, the amount of revenue has become fixed or determinable and collectibility is reasonably assured. We recognize base fee revenues on a straight-line basis over the life of the managed service contract. Base fees for contracts which are received in advance of services delivered are classified as deferred revenue in the consolidated balance sheets until services have been provided.

Our managed service contracts generally allow for adjustments to the base fee. Adjustments typically occur at 90, 180 or 360 days after the contract commences, but can also occur at subsequent dates as a result of factors including changes to the scope of operations and internal and external audits. All adjustments, which can increase or decrease revenue and operating margin, are recorded in the period the changes are known and collectibility of any additional fees is reasonably assured. Any such adjustments may cause our quarter-to-quarter results of operations to fluctuate. Adjustments may vary in direction, frequency and magnitude and generally have not materially affected our annual revenue trends, margin trends, and visibility.

We record revenue for incentive payments once the calculation of the incentive payment earned is finalized and collectibility is reasonably assured. We use a proprietary technology and methodology to calculate the amount of benefit each customer receives as a result of our services. Our calculations are based in part on the amount of revenue each customer is entitled to receive from commercial and private insurance carriers, Medicare, Medicaid and patients. Because the laws, regulations, instructions, payor contracts and rule interpretations governing how our customers receive payments from these parties are complex and change frequently, estimates of a customer s prior period benefits could change. All changes in estimates are recorded when new information is available and calculations are completed.

Incentive payments are based on the benefits a customer has received throughout the life of the managed service contract with us. Each quarter, we record the increase in the total benefits received to date. If a quarterly calculation indicates that the cumulative benefits to date have decreased, we record a reduction in revenue. If the decrease in revenue exceeds the amount previously paid by the customer, the excess is recorded as deferred revenue.

Table of Contents

Our services also include collection of dormant patient accounts receivable that have aged 365 days or more directly from individual patients. We share all cash generated from these collections with our customers in accordance with specified arrangements. We record as revenue our portion of the cash received from these collections when each customer s cash application is complete.

Accounts Receivable and Allowance for Uncollectible Accounts

Base fees are billed to customers quarterly. Base fees received prior to when services are delivered are classified as deferred revenue. Accordingly, the timing of customer payments can result in short-term fluctuations in cash, accounts receivable and deferred revenue.

We assess our customers creditworthiness as a part of our customer acceptance process. We maintain an estimated allowance for doubtful accounts to reduce our gross accounts receivable to the amount that we believe will be collected. This allowance is based on our historical experience, our continuing assessment of each customer s ability to pay and the status of any ongoing operations with each applicable customer.

We perform quarterly reviews and analyses of each customer s outstanding balance and assess, on an account-by-account basis, whether the allowance for doubtful accounts needs to be adjusted based on currently available evidence such as historical collection experience, current economic trends and changes in customer payment terms. In accordance with our policy, if collection efforts have been pursued and all avenues for collections exhausted, accounts receivable would be written off as uncollectible.

Software Development

We apply the provisions of Accounting Standards Codification, or ASC, 350-40, *Intangibles Goodwill and Other Internal-Use Software*, which requires the capitalization of costs incurred in connection with developing or obtaining internal use software. In accordance with ASC 350-40, we capitalize the costs of internally-developed, internal use software when an application is in the development stage. This generally occurs after the overall design and functionality of the application has been approved and our management has committed to the application s development. Capitalized software development costs consist of payroll and payroll-related costs for employee time spent developing a specific internal use software application or related enhancements, and external costs incurred that are related directly to the development of a specific software application.

Goodwill

Goodwill represents the excess purchase price over the net assets acquired for a business that we acquired in May 2006. In accordance with ASC 350, *Intangibles Goodwill and Other*, goodwill is not subject to amortization but is subject to impairment testing at least annually. Our annual impairment assessment date is the first day of our fourth quarter. We conduct our impairment testing on a company-wide basis because we have only one operating and reporting segment. Our impairment tests are based on our current business strategy in light of present industry and economic conditions and future expectations. As we apply our judgment to estimate future cash flows and an appropriate discount rate, the analysis reflects assumptions and uncertainties. Our estimates of future cash flows could differ from actual results. Our most recent impairment assessment did not result in goodwill impairment.

Impairments of Long-Lived Assets

We evaluate all of our long-lived assets, such as furniture, equipment, software and other intangibles, for impairment in accordance with ASC 360, *Property, Plant and Equipment*, when events or changes in circumstances warrant such a review. If an evaluation is required, the estimated future undiscounted cash flows associated with the asset are compared to the asset s carrying amount to determine if an adjustment to fair value is required. This evaluation is significantly impacted by estimates and assumptions of future revenue, expenses and other factors, which are in turn affected by changes in the business climate, legal matters and competition.

Table of Contents

Income Taxes

We record deferred tax assets and liabilities for future income tax consequences that are attributable to differences between the carrying amount of assets and liabilities for financial statement purposes and the income tax bases of such assets and liabilities. We base the measurement of deferred tax assets and liabilities on enacted tax rates that we expect will apply to taxable income in the year we expect to settle or recover those temporary differences. We recognize the effect on deferred income tax assets and liabilities of any change in income tax rates in the period that includes the enactment date. We provide a valuation allowance for deferred tax assets if, based upon the available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized.

As of December 31, 2008 and in all prior periods, a valuation allowance was provided for all of our net deferred tax assets. As a result of our improved operations, in 2009 we determined that it was no longer necessary to maintain a valuation allowance for all of our deferred tax assets.

The primary sources of our deferred taxes are:

- differences in timing of depreciation on fixed assets;
- the timing of revenue recognition arising from incentive payments;
- employee compensation costs arising from stock options; and
- costs associated with the issuance of warrants to purchase shares of our common stock.

Beginning January 1, 2008, with the adoption of ASC 740-10, *Income Taxes Overall*, we recognize the financial statement effects of a tax position only when it is more likely than not that the position will be sustained upon examination. Tax positions taken or expected to be taken that are not recognized under the pronouncement are recorded as liabilities. Interest and penalties relating to income taxes are recognized in our income tax provision in the statements of consolidated operations.

Share-Based Compensation Expense

Our share-based compensation expense results from issuances of shares of restricted common stock and grants of stock options and warrants to employees, directors, outside consultants, customers, vendors and others. We recognize the costs associated with option and warrant grants using the fair value recognition provisions of ASC 718, *Compensation Stock Compensation*. Generally, ASC 718 requires the value of share-based payments to be recognized in the statement of operations based on their estimated fair value at date of grant amortized over the grant s vesting period.

Restricted Stock Plan. Our restricted stock plan was adopted by our board of directors in March 2004, amended in June 2004, August 2004 and February 2005. As of April 30, 2010, there were 25,871,807 shares of common stock outstanding under our restricted stock plan, all of which were vested. We have made the following grants to employees, directors and consultants under the restricted stock plan:

- In March 2004, we issued shares of common stock to our chief executive officer. The shares vested in 48 monthly installments beginning in November 2003. As a result, we recorded share-based compensation expense of $19,200 in 2007.

In June 2004, we issued shares of common stock to certain employees and directors. In January 2005, we issued additional shares of common stock to a member of our board of directors. These shares vested on various schedules ranging from immediate vesting to vesting over a period of 48 months. As a result, we recorded share-based compensation expense of $18,530 and $2,328 in 2007 and 2008, respectively. We did not record any share-based compensation expense in 2009.

Ascension Health Stock and Warrants. In October 2004, Ascension Health became our founding customer. Since then, in exchange for its initial start-up assistance and subsequent sales and marketing assistance, we have issued common stock and granted warrants to Ascension Health, as described below:

> ***Initial Stock Issuance and Protection Warrant Agreement***. In October and November 2004, we issued 3,537,306 shares of common stock to Ascension Health, then representing a 5% ownership interest in our company on a fully-diluted basis, and entered into a protection warrant agreement under which Ascension Health is granted the right to purchase additional shares of common stock from time to time for $0.01 per share when Ascension Health s ownership interest in our company declines below 5% due to our issuance of additional stock or rights to purchase stock. The protection warrant agreement, and all purchase rights granted thereunder, expire on the closing of this offering. We made the initial stock grant and entered into the protection warrant agreement because Ascension Health agreed to provide us with an operational laboratory and related start-up consulting services in connection with our development of our initial revenue cycle management service offering.

In 2007, 2008 and 2009, we granted Ascension Health the right to purchase 228,046, 91,183 and 136,372 shares of common stock for $0.01 per share, respectively, pursuant to the protection warrant agreement. We accounted for the costs associated with these purchase rights as a reduction in base fee revenues due to us from Ascension Health because we could not reasonably estimate the fair value of the services provided by Ascension Health. Accordingly, we reduced the amount of our base fee revenues from Ascension Health by $928,108, $921,445 and $1,736,345 in 2007, 2008 and 2009, respectively. For additional information regarding our relationship with Ascension Health, see Related Person Transactions Transactions With Ascension Health .

> ***Supplemental Warrant.*** Pursuant to a supplemental warrant agreement that became effective in November 2004, Ascension Health had the right to purchase up to 3,537,306 shares of our common stock based upon the achievement of specified milestones relating to its sales and marketing assistance. In May 2007 and again in September 2007, we amended and restated our supplemental warrant agreement with Ascension Health. This agreement gives Ascension Health the right to purchase up to 1,749,064 shares of common stock upon the achievement of specified milestones relating to its sales and marketing assistance. The purchase price for these shares is equal to the most recent price per share paid for our common stock in a capital raising transaction or, if we have not had a capital raising transaction within the preceding six months, the exercise price of the employee stock options we have most recently granted. The supplemental warrant agreement, and all purchase rights thereunder, expire on the closing of this offering. Concurrently with the amendment and restatement of the supplemental warrant agreement, in May 2007, we sold 2,623,593 shares of our common stock to Ascension Health for $2.09 per share for an aggregate purchase price of $5,488,128. No share-based compensation expense was recorded in connection with this sale because the shares were issued at a purchase price equal to the fair market value of the common stock at that time and Ascension Health was not required to provide any services in connection with the issuance.

We recorded the costs associated with the purchase rights under the supplemental warrant agreement as marketing expense for the periods in which the purchase rights were earned. During December 2007, Ascension Health earned the right to purchase 874,532 shares of common stock for $4.43 per share, and we recorded $4,153,163 in selling, general and administrative expense. During March 2008, Ascension Health earned the right to purchase 437,268 shares of common stock for $10.25 per share, and we recorded $2,410,790 in marketing expense. During March 2009, Ascension Health earned the right to purchase 437,264 shares of common stock for $13.02 per share, and we recorded $2,772,953 in marketing expense.

Licensing and Consulting Warrant. In conjunction with the start of our business, in February 2004, we executed a term sheet with a consulting firm and its principal contemplating that we would grant the consulting firm a warrant, with an exercise price equal to the fair market value of our common stock upon grant, to purchase shares of our common stock then representing 2.5% of our equity in exchange for exclusive rights to certain revenue cycle methodologies, tools, technology, benchmarking information and other intellectual property, plus up to another 2.5% of our equity at the time of grant if the consulting firm s introduction of us to senior executives at prospective customers resulted in the execution of managed service contracts between us and such customers. In January 2005, we formalized the warrant grant contemplated by the term sheet and granted the consulting firm a warrant to purchase 3,266,668 shares of our common stock for $0.29 per share, representing 5% of our equity at that time. In 2005, we recorded $483,334 in selling, general and administrative expense in conjunction with this warrant grant. The warrant expires on the earlier of January 15, 2015 or a change of control of our company.

We used the Black-Scholes option pricing model to determine the estimated fair value of the above purchase rights at the date earned. The following table sets forth the significant assumptions used in the model during 2007, 2008 and 2009:

	Year Ended December 31,		
	2007	**2008**	**2009**
Future dividends			
Risk-free interest rate	2.75% to 4.21%	3.45%	2.91%
Expected volatility	50%	50%	50%
Expected life(1)	6.8 years	6.6 years	5.6 years

(1) Expected life applies to Ascension Health s supplemental warrant only, since the other warrants were fully vested upon grant.

Stock Option Plan. In December 2005, our board of directors approved a stock option plan, which provides for the grant of stock options to employees, directors and consultants. The plan was amended and restated in February 2006 and further amended in May 2007, October 2008, January 2009, November 2009 and April 2010. As of April 30, 2010, the plan permitted the issuance of a maximum of 28,033,974 shares of common stock and 8,256,778 shares were available for grant. Under the terms of the plan, all options will expire if they are not exercised within ten years after the grant date. The majority of options granted vest over four years at a rate of 25% per year on each grant date anniversary. Options can be exercised immediately upon grant, but upon exercise the shares issued are subject to the same vesting and repurchase provisions that applied before exercise.

We use the Black-Scholes option pricing model to determine the estimated fair value of each option as of its grant date. These inputs are subjective and generally require significant analysis and judgment to develop. The following table sets forth the significant assumptions used in the Black-Scholes model to calculate stock-based compensation cost for grants made during 2007, 2008, 2009. Stock options were granted during the three months ending March 31, 2010. However, as the exercise price of these grants was not determinable as of March 31, 2010, no stock compensation expense was recorded for the three months ended March 31, 2010.

Year Ended December 31,		
2007	**2008**	**2009**

Future dividends			
Risk-free interest rate	2.3% to 5.5%	2.8 to 4.0%	1.6% to 3.2%
Expected volatility	50%	50%	50%
Expected life	6.25 years	6.25 years	6.25 years
Forfeitures	7.5% annually	3.75% annually	4.25% annually

Since our stock is not actively traded, we estimated its expected volatility by reviewing the historical volatility of the common stock of public companies that operate in similar industries or are similar in terms of stage of development or size and then projecting this information toward our future expected results. We used judgment in selecting these companies, as well as in evaluating the available historical and implied volatility for these companies.

We aggregate all employees into one pool for valuation purposes. The risk-free rate is based on the U.S. treasury yield curve in effect at the time of grant.

The plan has not been in existence a sufficient period for us to use our historical experience to estimate expected life. Furthermore, data from other companies is not readily available. Therefore, we have estimated our stock options expected life using a simplified method based on the average of each option s vesting term and original contractual term.

An estimated forfeiture rate derived from our historical data and our estimates of the likely future actions of option holders has been applied when recognizing the share-based compensation cost of the options.

We will continue to use judgment in evaluating the expected term, volatility and forfeiture rate related to our share-based compensation on a prospective basis, and in incorporating these factors into the Black-Scholes pricing model. Higher volatility and longer expected lives result in an increase to total share-based compensation expense determined at the date of grant. In addition, any changes in the estimated forfeiture rate can have a significant effect on reported share-based compensation expense, as the cumulative effect of adjusting the rate for all expense amortization is recognized in the period that the forfeiture estimate is changed. If a revised forfeiture rate is higher than the previously estimated forfeiture rate, an adjustment is made that will result in a decrease to the share-based compensation expense recognized in our consolidated financial statements. If a revised forfeiture rate is lower than the previously estimated forfeiture rate, an adjustment is made that will result in an increase to the share based compensation expense recognized in our consolidated financial statements. These adjustments will affect our infused management and technology expenses and selling, general and administrative expenses.

As of March 31, 2010, we had $18.5 million of total unrecognized share-based compensation cost related to employee stock options. We expect to recognize this cost over a weighted-average period of 2.8 years after April 1, 2010. The allocation of this cost between selling, general and administrative expenses and infused management and technology expenses will depend on the salaries and work assignments of the personnel holding these stock options.

On February 3, 2010, our board of directors granted options to purchase 5,197,257 shares to executive officers, employees and non-employee directors. Subsequent to March 31, 2010, we determined that these options will have an exercise price equal to $14.71 per share (the fair value of our common stock on February 3, 2010, as determined by the board of directors). The unrecognized compensation cost that will be recognized over the vesting period of these options is approximately $33.0 million. On April 22, 2010, we granted options to purchase 1,119,160 shares to various employees. These options have an exercise price equal to the price per share at which shares will be initially offered to the public in this offering, provided that, if this offering does not occur within 90 days after the grant date, our board of directors will make a new determination of the fair value of our common stock and the exercise price of these options will equal such fair value. Assuming that the exercise price of these options will equal $15.00 per share, the midpoint of the estimated price range shown on the cover of this prospectus, the unrecognized compensation cost that will be recognized over the vesting period of these options is approximately $7.3 million.

Determination of Fair Value. Valuing the share price of a privately-held company is complex. We believe that we have used reasonable methodologies, approaches and assumptions in assessing and determining the fair value of our common stock for financial reporting purposes.

We determine the fair value of our common stock through periodic internal valuations that are approved by our board of directors. The fair value approved by our board is used for all option grants until such time as a new determination of fair value is made. To date, and as permitted by our stock

Table of Contents

option plan, our chief executive officer has selected option recipients and determined the number of shares covered by, and the timing of, option grants.

Our board considers the following factors when determining the fair value of our common stock:

- our financial condition, sales levels and results of operations during the relevant period;
- developments in our business;
- hiring of key personnel;
- forecasts of our financial results and market conditions affecting our industry;
- market values, sales levels and results of operations for public companies that we consider comparable in terms of size, service offerings and maturity;
- the superior rights and preferences of outstanding securities that were senior to our common stock; and
- the illiquid nature of our common stock.

From June 2005 to January 2008, we used the market approach to estimate our enterprise value. The market approach estimates the fair market value of a company by applying market multiples of publicly-traded firms in the same or similar lines of business to the results and projected results of the company being valued. When choosing companies for use in the market approach, we focused on businesses that provide outsourcing, consulting or technology services or that have high rates of growth. To obtain our preliminary enterprise value, we calculated the multiple of the market valuations of the comparable companies to their annual revenues and applied this multiple to our revenue run rate, defined as our total projected revenues for the next 12 months from existing customers. We then discounted the preliminary enterprise value by a percentage determined by our board to reflect our company s relative immaturity in relation to the comparable companies. This discount changed over time as we matured. The resulting value was then divided by the number of shares of common stock outstanding on a fully-diluted basis to obtain the fair value per share of common stock. We performed a new valuation in this manner each time we signed a managed service contract with a new customer.

For all valuations since January 2008, we used both the market approach and the income approach to estimate our aggregate enterprise value at each valuation date. The change in valuation method was in recognition that in 2007 we had achieved some significant milestones, particularly positive net income and positive adjusted EBITDA for the year, and that an initial public offering or other type of liquidity event would eventually be considered. When choosing companies to be used for the market approach since January 2008, we focused on businesses with high rates of growth and relatively low profitability that provide services to hospitals or other medical providers, or that provide business outsourcing solutions. The comparable companies have remained largely unchanged since January 2008. The income approach involves applying an appropriate risk-adjusted discount rate to projected debt-free cash flows, based on forecasted revenue and costs. The financial forecasts were based on assumed revenue growth rates that took into account our past experience and future expectations. We assessed the risks associated with achieving these forecasts and applied an appropriate cost of capital rate based on our board s view of our company s stage of development and risks, the experience of our directors in managing companies backed by private equity investors, and our management s review of academic research on this topic.

We averaged the two values derived under the market approach and the income approach and then added our current cash position and cash and tax benefits, assuming that all outstanding options and warrants were exercised, to create an enterprise value. Next, we allocated the enterprise value to our securities with rights and preferences that are superior to our common stock, using the option-pricing method set forth in the American Institute of Certified Public Accountants Practice Aid, *Valuation of Privately-Held-Company Equity Securities Issued as Compensation*. We then discounted the remaining value by 10% to reflect the fact that our stockholders could not freely trade our common stock in the public markets. We based the 10% discount for lack of marketability primarily on the results of a study of this topic by Bajaj, Denis, Ferris and Sarin entitled Firm Value and Marketability Discounts (February 26, 2001). The resulting value was then divided by the number of shares of common stock outstanding on a fully-diluted basis to obtain the fair value per share of common stock.

Prior to this offering, stock options and certain warrants represented the right to purchase shares of our non-voting common stock. Prior to the closing of this offering, all outstanding non-voting common stock will convert into voting common stock on a share-for-share basis, and thereafter stock options and warrants to purchase non-voting common stock will be stock options and warrants to purchase voting common stock, with no other changes in their terms. For all valuations prior to May 18, 2009, we determined the fair value of the voting common stock and applied it to the non-voting common stock without a discount.

Beginning on May 18, 2009, we refined our valuation methodology because of the increased potential for an initial public offering or company sale. We continued to use both the market approach and the income approach, but applied a discount to the fair value of the non-voting common stock and modified other variables as described below.

Because of the increased potential for an initial public offering, in late December 2009 we stopped granting stock options with exercise prices that were fixed at the time of grant. All stock options granted between January 1, 2010 and April 21, 2010 had an exercise price equal to the greater of $14.71 per share (the fair value of our common stock as of such date, as determined by the board of directors) and the price per share at which shares are initially offered to the public in this offering if this offering occurs prior to May 15, 2010 or within 90 days after the applicable grant date. Beginning April 22, 2010, all stock options have been granted with an exercise price equal to the price per share at which shares will be initially offered to the public in this offering, provided that, if this offering does not occur within 90 days after the applicable grant date, our board of directors will make a new determination of the fair value of our common stock and the exercise price of these options will equal such fair value.

There is inherent uncertainty in these forecasts and projections. If we had made different assumptions and estimates than those described above, the amount of our share-based compensation expense, net income or loss and related per-share amounts could have been materially different.

Information regarding the number of shares of common stock subject to option grants from January 1, 2008 through April 30, 2010 is summarized in the table below:

Grant Period	Number of Shares of Common Stock Subject to Option Grants
January 1, 2008 to January 31, 2008	194,040
February 1, 2008 to June 9, 2008	997,640
June 10, 2008 to September 2, 2008	301,840
September 3, 2008 to October 2, 2008	154,840
October 3, 2008 to January 16, 2009	339,080
January 17, 2009 to May 17, 2009	1,132,880
May 18, 2009 to July 17, 2009	346,920
July 18, 2009 to November 16, 2009	756,560
November 17, 2009 to February 2, 2010	270,480
February 3, 2010 to April 21, 2010	5,197,257
April 22, 2010 to April 30, 2010	1,119,160

The analyses undertaken in determining the fair value of our common stock for all grants between January 1, 2008 and April 30, 2010 are summarized below. The methodology for the fair value determination made on September 4, 2007 is summarized above. All analyses since then used

Table of Contents

the market approach and the income approach summarized above, with the additional assumptions described below.

September 4, 2007 Fair Value Determination. For grants made between January 1, 2008 and January 31, 2008, we used $4.43 per share as the fair value of our common stock, based on a determination of fair value made by our board of directors on September 4, 2007. The market approach resulted in a value that was 1.5 times our annual revenue run rate as of the valuation date.

February 1, 2008 Fair Value Determination. On February 1, 2008, our board of directors determined that the fair value of our common stock was $10.25 per share. The market approach resulted in a value that was approximately 3.53 times our net services revenue for the third quarter of 2007. For the income approach, we forecasted our cash flows over a five-year period and assumed that our terminal value would approximate 12.5 times our adjusted EBITDA for the fifth future year. We obtained the present value of each year s cash flow by applying a 25% discount rate. Next, we averaged the values resulting from the income approach and the market approach and added our cash on hand at December 31, 2007 and the estimated cash and tax benefits that would occur assuming that all outstanding options and warrants were exercised. The resulting value represented our estimate of our enterprise value. We allocated 48.9% of the estimated enterprise value to securities with rights and preferences that are superior to our common stock, assuming a future volatility rate of 54.25% and that a liquidity event would occur in 18 months. We then reduced the remaining value attributable to common stock by 10% for non-marketability, and divided the result by the number of shares outstanding on a fully-diluted basis to arrive at the estimated fair value per share.

June 10, 2008 Fair Value Determination. On June 10, 2008, our board of directors determined that the fair value of our common stock was $12.04 per share. The increase in our value per share was due to increases in our estimated enterprise value under both the market approach and the income approach. We continued to apply a 50% weighting to each value and then to increase the result by the amount of our cash on hand and the anticipated cash and tax benefits from option and warrant exercises. The value determined by the market approach on June 10, 2008, which was approximately 3.52 times our net services revenue for the first quarter of 2008, was higher than the value determined on February 1, 2008 because of the increase in our net services revenue in the first quarter of 2008 as compared to the third quarter of 2007. For the income approach, we used the same discount rate and methodology as in the February 1, 2008 valuation and updated our cash flow projections to reflect our new five-year plan. The percentage allocation of our estimated enterprise value to senior securities and common stock was unchanged from the prior valuation.

September 3, 2008 Fair Value Determination. On September 3, 2008, our board of directors determined that the fair value of our common stock was $14.96 per share. The increase in our value per share was due to increases in our estimated enterprise value under both the market approach and the income approach. We continued to apply a 50% weighting to each value and then to increase the result by the amount of our cash on hand and the anticipated cash and tax benefits from option and warrant exercises. The value determined by the market approach on September 3, 2008 was higher than the value determined on June 10, 2008 because of the increase in our net services revenue in the second quarter of 2008 as compared to the first quarter of 2008 and because we increased the net services revenue multiple from 3.52 to 3.78 to reflect increases in market prices of the comparable companies. For the income approach, we used the same discount rate and methodology as in the June 10, 2008 valuation, except that we discounted the projected cash flows and terminal value for three fewer months. The percentage allocation of our estimated enterprise value to senior securities and common stock was unchanged from the prior valuation.

October 3, 2008 Fair Value Determination. On October 3, 2008, our board of directors determined that the fair value of our common stock was $14.23 per share. There were no changes in the estimated enterprise value determined under the income approach. The board believed, however, that the significant decline in the market values of publicly traded securities that occurred during the month of September 2008 warranted a reduction in the net services revenue multiple from 3.78 to 3.40, resulting in a decrease in our estimated enterprise value under the market approach. All other aspects of the valuation methodology remained unchanged from the September 3, 2008 valuation.

January 17, 2009 Fair Value Determination. On January 17, 2009, our board of directors determined that the fair value of our common stock was $13.02 per share. The decrease in our value per share was primarily due to a decrease in our estimated enterprise value under the market approach. We continued to apply a 50% weighting to the estimated enterprise value determined under both the market approach and the income approach, and then to increase the result by the amount of our cash on hand and the anticipated cash and tax benefits from option and warrant exercises. The value determined by the market approach on January 17, 2009 was lower than the value determined on October 3, 2008, because we decreased the net services revenue multiple from 3.40 to 2.79 to reflect further declines in market prices of the comparable companies and our revenues decreased slightly in the third quarter of 2008 as compared to the second quarter of 2008. For the income approach, we used the same discount rate and methodology as in the October 3, 2008 valuation, except that we discounted the projected cash flows and terminal value for three fewer months. The percentage allocation of our estimated enterprise value to senior securities and common stock was unchanged from the prior valuation.

May 18, 2009 Fair Value Determination. On May 18, 2009, our board of directors determined that the fair value of our non-voting common stock was $12.98 per share. For the income approach, we developed new forecasts of our cash flows over a twelve-year period rather than a five-year period. We based our projections for the first five years of this period based on our actual operating results for 2008 and our expected operating results for the years 2009 through 2013, and we assumed for the next seven years of this period that we would make an orderly transition from a high-growth company to a mature growth company. To reflect that we were entering into a different stage of development, we decreased the discount rate applied to future expected cash flows from 25% to 18%. To estimate the terminal value we assumed a 5% long-term growth rate and used the Gordon growth model, which is a mathematical simplification of an earnings stream that is expected to grow at a constant rate. For the market approach, we used a similar group of six companies. In order to reduce the influence of outliers, however, the net services revenue multiple for the companies with the highest and lowest figures were weighted 10% each and the net services revenue multiple for the other four companies were weighted 20% each. In addition, the estimated enterprise value calculated under the income approach was weighted 67% and the estimated enterprise value calculated under the market approach was weighted 33%. This change to place greater emphasis on the income approach also reflected our board of director s conclusion that we were transitioning from a company with little or no profit toward a company with increasing profit and that greater weight should be placed on the income approach using a discounted cash flow calculation, since it is based on profitability, and lesser weight should be placed on the market approach, since it is based on a net services revenue multiple. The result was then increased by the present value of the cash that we expected would be realized if all options and warrants were exercised plus the present value of the associated tax savings we would achieve. We continued to allocated the adjusted enterprise value to our securities with rights and preferences that are superior to our common stock, as in prior valuations, and continued to discount the remaining value by 10% to reflect the fact that our stockholders could not freely trade our common stock in the public markets. We also applied an additional discount of 2% to

the fair value of the voting common stock in order to determine the fair value of the non-voting common stock.

July 18, 2009 Fair Value Determination. On July 18, 2009, our board of directors determined that the fair value of our non-voting common stock was $13.30 per share. For the income approach, we updated the twelve year forecasts of our cash flows. The projection for the first five years of this period was updated for our actual operating results for 2009 and our expected operating results for the remainder of the year 2009 and through the year 2013. We continued to assume for the next seven years of this period that we would make an orderly transition from a high-growth company to a mature growth company. We continued to estimate the terminal value assuming a 5% long-term growth and the Gordon growth model. For the market approach, we continued to use the same group of six comparable companies as in the May 18, 2009 valuation. We also continued to use the same relative weighting methodology to estimate the aggregate enterprise value. The result was then increased by the present value of the cash that we expected would be realized if all options and warrants were exercised plus the present value of the associated tax savings we would achieve. The total adjusted enterprise value increased from $1,432 million to $1,492 million. We continued to allocate the adjusted enterprise value to our securities with rights and preferences that are superior to our common stock. This allocation accounted for the fact that we were actively considering an initial public offering. We continued to discount the remaining value by 10% to reflect the fact that our stockholders could not freely trade our common stock in the public markets. We also applied an additional discount of 2% to the fair value of the voting common stock in order to determine the fair value of the non-voting common stock.

November 17, 2009 Fair Value Determination. On November 17, 2009, our board of directors determined that the fair value of our non-voting common stock was $14.59 per share. For the income approach, we used an updated twelve-year forecasts of our cash flows. We applied an 18% discount rate to future expected cash flows. We also continued to estimate the terminal value by assuming a 5% long-term growth rate and using the Gordon growth model. For the market approach, we added a company that provides healthcare information technology services (and had recently completed an initial public offering) to our group of comparable companies. We also expanded the market approach to consider each comparable company s operating earnings before income taxes, depreciation and amortization, along with each comparable company s net services revenues. The aggregate market multiple for each factor was determined using the same relative weighting between comparable companies as in the July 18, 2009 valuation. The two aggregate market multiples were then given an equal weighting in deriving an overall market multiple. As in the July 18, 2009 valuation, the aggregate enterprise value was calculated with the income approach receiving a 67% weighting and the market approach receiving a 33% weighting. The aggregate enterprise value was then increased by the present value of the cash that we expected would be realized if all options and warrants were exercised plus the present value of the associated tax savings we would achieve. We continued to allocate the adjusted enterprise value to our securities with rights and preferences that are superior to our common stock with the allocation taking into account the fact that we are actively in the process of preparing for an initial public offering. We continued to discount the remaining value by 10% to reflect the fact that our stockholders could not freely trade our common stock in the public markets. We also applied an additional discount of 2% to the fair value of the voting common stock in order to determine the fair value of the non-voting common stock.

February 3, 2010 Fair Value Determination. On February 3, 2010, our board of directors determined that the fair value of our non-voting common stock was $14.71 per share. For the income approach, we updated our twelve-year forecast of our future expected cash flows but continued to apply an 18% discount rate to these cash flows. We also continued to estimate the terminal value by assuming a 5% long-term growth rate and the Gordon growth model. For

the market approach, we used the same group of comparable companies that was used in the November 17, 2009 determination and continued to consider each comparable company s operating earnings before income taxes, depreciation and amortization, along with each comparable company s net services revenues. The aggregate market multiple for each factor was determined using the same relative weighting between comparable companies as in the July 18, 2009 and November 17, 2009 valuations. The two aggregate market multiples were then given an equal weighting in deriving an overall market multiple. As in the July 18, 2009 and November 17, 2009 valuations, the aggregate enterprise value was calculated with the income approach receiving a 67% weighting and the market approach receiving a 33% weighting. The aggregate enterprise value was then increased by the present value of the cash that we expected would be realized if all options and warrants were exercised plus the present value of the associated tax savings we would achieve. We continued to allocate the adjusted enterprise value to our securities with rights and preferences that are superior to our common stock with the allocation taking into account the fact that we are actively in the process of preparing for an initial public offering. We continued to discount the remaining value by 10% to reflect the fact that our stockholders could not freely trade our common stock in the public markets. We also applied an additional discount of 2% to the fair value of the voting common stock in order to determine the fair value of the non-voting common stock.

Based on the midpoint of the price range as set forth on the cover of this prospectus, the aggregate intrinsic value of our vested outstanding stock options as of March 31, 2010 was $65.5 million and the aggregate intrinsic value of our unvested outstanding stock options as of March 31, 2010 was $25.7 million.

The midpoint of the price range set forth on the cover page of this prospectus, $15.00, is an increase of $0.29, or approximately 2.0%, as compared to the $14.71 determination of fair value of our common stock made by our board of directors on February 3, 2010.

Legal Proceedings

In the normal course of business, we are involved in legal proceedings or regulatory investigations. We evaluate the need for loss accruals using the requirements of ASC 450, *Contingencies*. When conducting this evaluation we consider factors such as the probability of an unfavorable outcome and the ability to make a reasonable estimate of the amount of loss. We record an estimated loss for any claim, lawsuit, investigation or proceeding when it is probable that a liability has been incurred and the amount of the loss can reasonably be estimated. If the reasonable estimate of a probable loss is a range, and no amount within the range is a better estimate, then we record the minimum amount in the range as our loss accrual. If a loss is not probable or a probable loss cannot be reasonably estimated, no liability is recorded.

Table of Contents

Results of Operations

The following table sets forth consolidated operating results and other operating data for the periods indicated.

	Fiscal Year Ended December 31, 2007	Fiscal Year Ended December 31, 2008	Fiscal Year Ended December 31, 2009	Three Months Ended March 31, 2009 (Unaudited)	Three Months Ended March 31, 2010 (Unaudited)
	(In thousands, except other operating data as indicated)				
Statement of Operations Data:					
Net services revenue	$ 240,725	$ 398,469	$ 510,192	$ 112,467	$ 125,937
Costs of services	197,676	335,211	410,711	92,703	102,289
Operating margin	43,049	63,258	99,481	19,764	23,648
Infused management and technology expense	27,872	39,234	51,763	11,175	14,909
Selling, general and administrative expense	15,657	21,227	30,153	8,817	7,567
Total operating expenses	43,529	60,461	81,916	19,992	22,476
Income (loss) from operations	(480)	2,797	17,565	(228)	1,172
Net interest income (expense)	1,710	710	(9)	44	8
Income (loss) before provision for income taxes	1,230	3,507	17,556	(184)	1,180
Provision for income taxes	456	2,264	2,966	454	866
Net income (loss)	$ 774	$ 1,243	$ 14,590	$ (638)	$ 314
Operating Expense Details:					
Infused management and technology expense, excluding depreciation and amortization expense and share-based compensation expense	$ 26,375	$ 35,079	$ 45,365	$ 9,736	$ 12,880
Selling, general and administrative expense, excluding depreciation and amortization expense and share-based compensation expense	10,760	16,879	22,940	5,105	6,391
Depreciation and amortization expense	1,307	2,540	3,921	920	1,253
Share-based compensation expense(1)	5,087	5,963	9,690	4,231	1,952
Total operating expenses	$ 43,529	$ 60,461	$ 81,916	$ 19,992	$ 22,476
Other Operating Data (unaudited):					
Net patient revenue under management (at period end) (in billions)	$ 6.7	$ 9.2	$ 12.0	$ 10.9	$ 11.6

(1) Share-based compensation expense includes share-based compensation expense and warrant-related expense, exclusive of warrant expense of $928, $921, $1,736 and $721 which was classified as a reduction in base fee revenue for the years ended December 31, 2007, 2008, 2009, and the three months ended March 31, 2009, respectively. No such reduction was recorded for the three months ended March 31, 2010 as all warrants had been earned and therefore there was no stock warrant expense.

Table of Contents

Three Months Ended March 31, 2009 Compared to Three Months Ended March 31, 2010

Net Services Revenue

The following table summarizes the composition of our net services revenue for the three months ended March 31, 2009 and 2010:

	Three Months Ended March 31, 2009	Three Months Ended March 31, 2010
	(In thousands)	
Net base fees for managed service contracts	$ 99,176	$ 111,369
Incentive payments for managed service contracts	10,416	12,334
Other services	2,875	2,234
Total	$ 112,467	$ 125,937

Net services revenue increased $13.5 million, or 12.0%, to $125.9 million for the three months ended March 31, 2010 from $112.5 million for the three months ended March 31, 2009. The largest component of the increase, net base fee revenue, increased $12.2 million, or 12.3%, to $111.4 million for the three months ended March 31, 2010 from $99.2 million for the three months ended March 31, 2009, primarily due to an increase in the number of hospitals with whom we had managed service contracts from 49 as of March 31, 2009 to 53 as of March 31, 2010. Of the $12.2 million increase in net base fee revenues, $5.2 million was attributable to new managed service contracts entered into since April 1, 2009. In addition, incentive payment revenues increased by $1.9 million, or 18.4%, to $12.3 million for the three months ended March 31, 2010 from $10.4 million for the three months ended March 31, 2009, consistent with the increases that generally occur as our managed service contracts mature. All other revenues decreased by $0.6 million to $2.2 million for the three months ended March 31, 2010 from $2.9 million for the three months ended March 31, 2009. Net patient revenue under our management increased by $0.7 billion to $11.6 billion for the three months ended March 31, 2010 from $10.9 billion for the three months ended March 31, 2009.

Costs of Services

Our costs of services increased $9.6 million, or 10.3%, to $102.3 million for the three months ended March 31, 2010 from $92.7 million for the three months ended March 31, 2009. The increase in costs of services was primarily attributable to the increase in the number of hospitals for which we provide managed services.

Operating Margin

Operating margin increased $3.9 million, or 19.7%, to $23.7 million for the three months ended March 31, 2010 from $19.8 million for the three months ended March 31, 2009. The increase consisted primarily of $1.9 million in additional incentive payments under managed service contracts and a $0.7 million reduction in the costs associated with the issuance of warrants to Ascension Health. The remaining $1.3 million increase in operating margin is due to increased level of operating efficiencies in the performance of our managed services contracts, net of customer cost savings.

The increase in operating margin in absolute dollars was accompanied by an increase in operating margin as a percentage of net services revenue from 17.6% for the three months ended March 31, 2009 to 18.8% for the three months ended March 31, 2010, primarily due to an increased ratio of mature managed service contracts to new managed service contracts.

Operating Expenses

Infused management and technology expenses increased $3.7 million, or 33.4%, to $14.9 million for the three months ended March 31, 2010 from $11.2 million for the three months ended March 31, 2009. The increase in infused management and technology expenses was primarily due to the increase in the number of our management personnel deployed at customer facilities, reflecting an increase in the number of hospitals with whom we had managed service contracts, an increase in the number of new management personnel being hired and trained throughout the quarter in anticipation of their deployment to a new customer contract that was signed at the end of the quarter as well as the items noted below.

Selling, general and administrative expenses decreased $1.3 million, or 14.2%, to $7.6 million for the three months ended March 31, 2010 from $8.8 million for the three months ended March 31, 2009. The decrease was largely due to the non-recurring $2.8 million stock warrant expense for the three months ended March 31, 2009. The decrease was offset by the increase of $0.4 million for enhancing and maintaining our accounting systems, documenting internal controls, establishing an internal audit function and other costs associated with our preparation to be a public company. We have also expanded our research and development costs associated with developing our new quality/cost service by $0.7 million. Depreciation, amortization, and stock-based compensation expense increased by $0.2 million for the three months ended March 31, 2010, as compared to the three months ended March 31, 2009. The remaining increase of $0.2 million was primarily due to increases in our personnel costs to support our expanding customer base.

We allocate our other operating expenses between the infused management expenses and selling, general and administrative expenses. During the three months ended March 31, 2010, the following changes affected both categories:

Share-based compensation expense, which includes both the stock-based compensation expense and stock warrant expense, decreased $2.3 million, or 53.9%, to $2.0 million for the three months ended March 31, 2010 from $4.2 million for the three months ended March 31, 2009. The reduction was primarily due to the decrease in stock warrant expense charge of $2.8 million, offset by an increase of $0.5 relating to employee option grants and vesting of previously granted stock options associated with the continued increase in the number of employees, and increase in the fair market value of our stock, which increases the cost of option grants calculated using the provisions of ASC 718.

Depreciation expense increased $0.2 million, or 57.8%, to $0.6 million for the three months ended March 31, 2010 from $0.4 million for the three months ended March 31, 2009, due to the addition of computer equipment, furniture and fixtures, and other property to support our growing operations.

Amortization expense increased $0.1 million, or 18.8%, to $0.6 million for the three months ended March 31, 2010 from $0.5 million for the three months ended March 31, 2009. The majority of this increase resulted from amortization of internally developed software.

Operating Income

Operating income increased $1.4 million, to $1.2 million for the three months ended March 31, 2010 from an operating loss of $0.2 million for the three months ended March 31, 2009. The increase in operating income was primarily due to the increase in incentive payments and net services revenue growing at a higher rate than operating expenses as a result of operating efficiencies.

Income Taxes

Tax expense increased $0.4 million, or 90.7%, to $0.9 million for the three months ended March 31, 2010 from $0.5 million for the three months ended March 31, 2009. The increase was

Table of Contents

primarily due to an increase in the volume of sales in the state of Michigan. Michigan imposes a tax based on actual gross receipts in addition to a tax based on income.

Net Income

Net income increased $1.0 million, to $0.3 million for the three months ended March 31, 2010 from a net loss of $0.6 million for the three months ended March 31, 2009. The increase in net income was primarily due to the increase in operating income, offset by an increase in income tax.

Year Ended December 31, 2008 Compared to Year Ended December 31, 2009

Net Services Revenue

The following table summarizes the composition of our net services revenue for the years ended December 31, 2008 and 2009:

	2008	2009
	(In thousands)	
Net base fees for managed service contracts	$ 350,085	$ 434,281
Incentive payments for managed service contracts	38,971	64,033
Other services	9,413	11,878
Total	$ 398,469	$ 510,192

Net services revenue increased $111.7 million, or 28.0%, to $510.2 million for the year ended December 31, 2009 from $398.5 million for the year ended December 31, 2008. The largest component of the increase, net base fee revenue, increased $84.2 million, or 24.1%, to $434.3 million for the year ended December 31, 2009 from $350.1 million for the year ended December 31, 2008, primarily due to an increase in the number of hospitals with whom we had managed service contracts from 46 as of December 31, 2008 to 54 as of December 31, 2009. Of the $84.2 million increase in net base fee revenues, $61.1 million was attributable to new managed service contracts entered into during 2009. In addition, incentive payment revenues increased by $25.1 million, or 64.3%, to $64.0 million for the year ended December 31, 2009 from $39.0 million for the year ended December 31, 2008, consistent with the increases that generally occur as our managed service contracts mature. All other revenues increased by $2.5 million, or 26.2%, to $11.9 million for the year ended December 31, 2009 from $9.4 million for the year ended December 31, 2008, as we increased the number of customers using our dormant patient accounts receivable collection services and continued to expand our specialized services such as emergency room physician advisory services. Net patient revenue under our management increased by $2.7 billion, or 29.7%, to $12.0 billion for the year ended December 31, 2009 from $9.2 billion for the year ended December 31, 2008.

Costs of Services

Our costs of services increased $75.5 million, or 22.5%, to $410.7 million for the year ended December 31, 2009 from $335.2 million for the year ended December 31, 2008. The increase in costs of services was primarily attributable to the increase in the number of hospitals for which we provide managed services.

Operating Margin

Operating margin increased $36.2 million, or 57.3%, to $99.5 million for the year ended December 31, 2009 from $63.3 million for the year ended December 31, 2008. The increase consisted primarily of:

$25.1 million in additional incentive payments under managed service contracts;

an increase of $0.6 million in the operating margin associated with our other services, as a result of the continued expansion of our dormant patient accounts receivable collection and other ancillary services; and

a reduction of $11.3 million in revenue cycle operating costs under managed service contracts, net of customer cost sharing.

The above was partially offset by an increase of $0.8 million in costs related to the issuance of warrants to Ascension Health during the year ended December 31, 2009.

The increase in operating margin in absolute dollars was accompanied by an increase in operating margin as a percentage of net services revenue from 15.9% for the year ended December 31, 2008 to 19.5% for the year ended December 31, 2009, primarily due to an increased ratio of mature managed service contracts to new managed service contracts.

Operating Expenses

Infused management and technology expenses increased $12.6 million, or 31.9%, to $51.8 million for the year ended December 31, 2009 from $39.2 million for the year ended December 31, 2008. The increase in infused management and technology expenses was primarily due to the increase in the number of our management personnel deployed at customer facilities, reflecting an increase in the number of hospitals with whom we had managed service contracts, as well as the items noted below.

Selling, general and administrative expenses increased $8.9 million, or 42.1%, to $30.2 million for the year ended December 31, 2009 from $21.2 million for the year ended December 31, 2008. The increase included $1.4 million of costs, or 15.3% of the increase, for enhancing and maintaining our accounting systems, documenting internal controls, establishing an internal audit function and other costs associated with our preparation to be a public company. The increase also included additional research and development costs of $1.0 million, or 11.4% of the increase, to develop our new quality/cost service initiative. The increase also included $2.8 million, or 31.8% of the increase, related to additional depreciation, amortization and share-based compensation expenses, as discussed below. The remaining increase of $3.7 million, or 41.5% of the increase, was primarily due to increases in our personnel costs to support our expanding customer base.

We allocate our other operating expenses between the infused management expenses and selling, general and administrative expenses. During the year ended December 31, 2009, the following changes affected both categories:

Share-based compensation expense increased $3.4 million, or 94.8%, to $6.9 million for the year ended December 31, 2009 from $3.6 million for the year ended December 31, 2008 due to employee option grants and vesting of previously granted stock options associated with the continued expansion of our personnel and the increase in the fair market value of our stock, which increases the cost of option grants calculated using the provisions of ASC 718.

Depreciation expense increased $0.7 million, or 50.6%, to $2.0 million for the year ended December 31, 2009 from $1.3 million for the year ended December 31, 2008, due to the addition of computer equipment, furniture and fixtures, and other property to support our growing operations.

Amortization expense increased $0.7 million, or 58.5%, to $1.9 million for the year ended December 31, 2009 from $1.2 million for the year ended December 31, 2008. The majority of this increase resulted from amortization of internally developed software.

Operating Income

Operating income increased $14.8 million, to $17.6 million for the year ended December 31, 2009 from an operating income of $2.8 million for the year ended December 31, 2008. The increase in operating income was primarily due to net services revenue growing at a higher rate than operating expenses as a result of operating efficiencies.

Income Taxes

Tax expense increased $0.7 million, or 31.0%, to $3.0 million for the year ended December 31, 2009 from $2.3 million for the year ended December 31, 2008. The increase in 2009 tax expense was primarily due to the increase in taxable income during the period, offset by the release of deferred tax asset valuation allowance of $3.5 million. Our tax provision for the year ended December 31, 2009 was equal to approximately 17% of our pre-tax income as compared to 65% for the year ended December 31, 2008. The decrease was mainly due to the release of the tax valuation allowance.

Net Income

Net income increased $13.3 million, to $14.6 million for the year ended December 31, 2009 from net income of $1.2 million for the year ended December 31, 2008. The increase in net income was primarily due to the increase in operating income, offset by a decrease of $0.7 million in net interest income.

Year Ended December 31, 2007 Compared to Year Ended December 31, 2008

Net Services Revenue

The following table summarizes the composition of our net services revenue for the years ended December 31, 2007 and 2008:

	2007	2008
	(In thousands)	
Net base fees for managed service contracts	$ 212,086	$ 350,085
Incentive payments for managed service contracts	25,491	38,971
Other services	3,148	9,413
Total	$ 240,725	$ 398,469

Net services revenue increased $157.7 million, or 65.5%, to $398.5 million for the year ended December 31, 2008 from $240.7 million for the year ended December 31, 2007. The largest component of the increase, net base fee revenue, increased $138.0 million, or 65.1%, to $350.1 million for the year ended December 31, 2008 from $212.1 million for the year ended December 31, 2007, primarily due to an increase in the number of hospitals with whom we had managed service contracts from 34 as of December 31, 2007 to 46 as of December 31, 2008. Of the $138.0 million increase in net base fee revenues, $113.4 million was attributable to new managed service contracts entered into during 2008. In addition, incentive payment revenues increased by $13.5 million, or 52.9%, to $39.0 million for the year ended December 31, 2008 from $25.5 million for the year ended December 31, 2007. All other revenues increased by $6.3 million, or 199.0%, to $9.4 million for the year ended December 31, 2008 from $3.1 million for the year ended December 31, 2007, as we increased the number of customers using our dormant patient accounts receivable collection services and we began rolling out specialized services such as emergency room physician advisory services. Net patient revenue under our management increased by $2.5 billion, or 37.0%, to $9.2 billion for the year ended December 31, 2008 from $6.7 billion for the year ended December 31, 2007.

Costs of Services

Our costs of services increased $137.5 million, or 69.6%, to $335.2 million for the year ended December 31, 2008 from $197.7 million for the year ended December 31, 2007. The increase in costs of services was primarily attributable to the increase in the number of hospitals for which we provide managed services.

Operating Margin

Operating margin increased $20.2 million, or 46.9%, to $63.3 million for the year ended December 31, 2008 from $43.0 million for the year ended December 31, 2007. The increase consisted primarily of:

- $13.5 million in additional incentive payments under managed service contracts;
- an increase of $3.2 million in the margin associated with our services, primarily as a result of the increase in volume of late stage receivables collections and our rollout of physician advisory services; and
- a reduction of $3.5 million in revenue cycle operating costs under managed service contracts, net of customer cost sharing.

Operating margin as a percentage of net services revenue decreased in the year ended December 31, 2008 because, as a result of our significant growth during 2008, there was a higher proportion of managed service contracts in their initial contract year (when improvements in net services revenue and reductions in revenue cycle operating costs are generally lower) during 2008 than during 2007. Operating margin as a percentage of net services revenue decreased from 17.9% in the year ended December 31, 2007 to 15.9% in the year ended December 31, 2008.

Operating Expenses

Infused management and technology expenses increased $11.4 million, or 40.8%, to $39.2 million for the year ended December 31, 2008 from $27.9 million for the year ended December 31, 2007. The increase in infused management and technology expenses was primarily due to the increase in the number of our management personnel deployed at customer facilities, reflecting an increase in the number of hospitals with whom we had managed service contracts, as well as the items noted below.

Selling, general and administrative expenses increased $5.6 million, or 35.6%, to $21.2 million for the year ended December 31, 2008 from $15.7 million for the year ended December 31, 2007. Of the increase, $6.1 million was due to increases in our personnel costs necessary to support our expanding customer base. This was offset by a $1.7 million decrease in share-based compensation expense associated with stock warrants granted for assistance in obtaining new hospital customers. The remaining $1.2 million of the increase related to depreciation, amortization and share-based compensation expenses, as discussed below.

We allocate our operating expenses between the infused management expenses and selling, general and administrative expenses. During the year ended December 31, 2008, the following changes affected both categories:

- Share-based compensation and warrant expense increased $0.9 million, or 17.6%, to $6.0 million for the year ended December 31, 2008 from $5.1 million for the year ended December 31, 2007, due to employee option grants and vesting of previously granted stock options associated with the continued expansion of our personnel and the increase in the fair market value of our stock, which increases the cost of option grants calculated using the provisions of ASC 718, offset by a reduction in share-based compensation expense due to an increase in our estimate of forfeitures.
- Depreciation expense increased $0.6 million, or 88.4%, to $1.3 million for the year ended December 31, 2008 from $0.7 million for the year ended December 31, 2007, due to the addition of computer equipment,

furniture and fixtures and other property to support our growing operations.

Table of Contents

Amortization expense increased $0.6 million, or 102.1%, to $1.2 million for the year ended December 31, 2008 from $0.6 million for the year ended December 31, 2007. Of this increase, $0.5 million related to the amortization of internally developed software, $0.1 million related to the write-off of the value assigned to relationships with customers acquired as a result of our acquisition of a business that did not enter into managed service contracts with us, and $0.1 million related to recurring amortization of other intangible assets.

Operating Income (Loss)

Operating income increased $3.3 million to $2.8 million for the year ended December 31, 2008 from an operating loss of $0.5 million for the year ended December 31, 2007. The increase in operating income was primarily due to net services revenue growing at a higher rate than operating expenses as a result of operating efficiencies.

Income Taxes

We conduct a large portion of our operations in Michigan. In 2008, Michigan began to impose a tax based on gross receipts in addition to tax based on net income. For the year ended December 31, 2008, we recorded a tax provision of $2.3 million, of which $1.2 million was attributable to the Michigan gross receipts tax. As a result, our total tax provision was equal to 65% of pre-tax income for the year ended December 31, 2008, compared to 37% of pre-tax income for the year ended December 31, 2007.

Net Income

Net income increased $0.5 million, or 60.6%, to $1.2 million for the year ended December 31, 2008 from $0.8 million for the year ended December 31, 2007. The increase in net income was primarily due to the increase in operating income.

Table of Contents

Selected Quarterly Financial Data

The following table sets forth selected unaudited consolidated quarterly operating data for each of the nine quarters during the period from January 1, 2008 to March 31, 2010. In our management s opinion, the data have been prepared on the same basis as the audited consolidated financial statements included in this prospectus and reflect all necessary adjustments, consisting only of normal recurring adjustments, necessary for a fair presentation of these data. You should read this information together with our consolidated financial statements and the related notes appearing elsewhere in this prospectus. Operating results for any fiscal quarter are not necessarily indicative of results for the full year. Historical results are not necessarily indicative of the results to be expected in future periods.

	Three Months Ended								
	Mar. 31, 2008	June 30, 2008	Sept. 30, 2008	Dec. 31, 2008	Mar. 31, 2009	June 30, 2009	Sept. 30, 2009	Dec. 31, 2009	Mar. 3 2010
	(In thousands)								
services nue	$ 86,357	$ 100,904	$ 105,956	$ 105,252	$ 112,467	$ 125,682	$ 134,512	$ 137,531	$ 125,9
s of services	73,433	86,649	87,624	87,505	92,703	102,964	105,885	109,159	102,2
rating margin	12,924	14,255	18,332	17,747	19,764	22,718	28,627	28,372	23,6
sed agement and nology nses	8,452	9,486	9,795	11,501	11,175	13,307	13,572	13,709	14,9
ng, general administrative nses	5,696	3,946	5,020	6,565	8,817	6,492	8,071	6,774	7,5
me (loss) operations	(1,224)	823	3,517	(319)	(228)	2,919	6,984	7,889	1,1
est income ense)	264	169	251	26	44	39	(95)	3	
ncome (loss) re provision benefit from) me taxes	(960)	992	3,768	(293)	(184)	2,958	6,889	7,892	1,1
ision for efit from) me taxes	26	600	1,414	224	454	(2,893)	2,619	2,786	8
ncome (loss)	$ (986)	$ 392	$ 2,354	$ (517)	$ (638)	$ 5,851	$ 4,270	$ 5,106	$ 3

Our quarterly and annual net services revenue generally increased each period due to ongoing expansion in the number of hospitals subject to managed service contracts with us and increases in the amount of incentive payments earned. The timing of customer additions is not uniform throughout the year, however. We did not add any new customers in the quarters ended December 31, 2008 and December 31, 2009 and as a result our net services revenue were essentially unchanged from the prior quarter. We experience fluctuations in incentive payments as a result of variations in the number of days in certain months and patients ability to accelerate or defer elective procedures. Our net services revenue for the quarter ended March 31, 2010 declined, as compared to the quarter ended December 31, 2009, primarily due to these fluctuations in incentive payments and because the accounting operations of one customer were combined with the accounting operations of another hospital affiliated within the same health care system that is not a party to a managed service contract with us. Net services revenues for the quarter ended March 31, 2010 has increased compared to the quarter ended March 31, 2009 due to the increase in the number of customers being served.

Our costs of services generally increased each period due to increases in the number of revenue cycle staff persons under our management at customer sites. Our operating expenses have increased as a result of our hiring of additional employees to provide on-site management of our customers revenue cycle operations and our ongoing efforts to develop and enhance the technology that allows us to improve our customers net revenue. Operating margins are slightly depressed in quarters in which we add new customers that have not yet fully implemented our operating model and achieved expected cost efficiencies. In addition, beginning in the second half of 2008, we began to incur additional expenses to build the infrastructure necessary to become a public company. The ongoing decline in interest income for the periods presented is due to the reduction in market interest rates. The tax benefit in the quarter ended June 30, 2009 reflects the release of reserves for deferred tax assets of $3.5 million.

Selling, general and administrative expenses in the quarters ended March 31, 2008 and March 31, 2009 included $2.4 million and $2.8 million, respectively, in share-based compensation expense associated with stock warrants granted for assistance in obtaining new hospital customers. Primarily as a result of these expenses, we incurred net losses in the quarters ended March 31, 2008 and March 31, 2009. We incurred a net loss in the quarter ended December 31, 2008 primarily due to investments made in personnel to ensure that sufficient infused management were on hand and trained for new business opportunities then being negotiated.

We had operating income of $1.2 million in the first quarter of 2010. This is the first time we have had operating income in the first quarter of a fiscal year.

Liquidity and Capital Resources

Our primary source of liquidity is cash flows from operations. Given our current cash and cash equivalents, short-term investments and accounts receivable, we believe that we will have sufficient liquidity to fund our business and meet our contractual obligations for at least 12 months following the closing of this offering. We expect that the combination of our current liquidity and expected additional cash generated from operations will be sufficient for our planned capital expenditures, which are expected to consist primarily of capitalized software, and other investing activities, in the next 12 months.

Our cash and cash equivalents, consisting of demand deposits, increased $17.0 million, from $34.7 million at December 31, 2007 to $51.7 million at December 31, 2008, primarily due to cash generated by the growth in our business. Cash and cash equivalents decreased $8.0 million, from $51.7 million at December 31, 2008 to $43.7 million at December 31, 2009, primarily due to the payment of dividends, changes in accounts receivable and prepaid assets discussed below. Cash and cash equivalents decreased $13.3 million from $43.7 million at December 31, 2009 to $30.3 million at March 31, 2010, largely due to the payment of year-end performance bonuses and the change in the timing of cash receipts from our customers.

Our receivables could be exposed to financial risks, such as credit risk and liquidity risk. Credit risk is the risk of financial loss to us if a counterparty fails to meet its contractual obligations. Liquidity risk is the risk that we will not be able to meet our obligations as they come due. We seek to limit our exposure to credit risk through efforts to reduce our customer concentration and our quarterly assessment of customer creditworthiness, and to liquidity risk by managing our cash flows.

Operating Activities

Cash flows used by operating activities totaled $23.7 million and $10.1 million for the three months ended March 31, 2009 and March 31, 2010, respectively. Receivables from customers increased by $20.5 million during the three months ended March 31, 2009 and increased by $3.3 million during the three months ended March 31, 2010, primarily due to the increased net services revenues and the timing of customer payments. Prepaid assets increased by $5.8 million for the three months ended March 31, 2009 due to a prepayment of 2009 estimated federal taxes. Accrued compensation and benefits decreased by $6.6 million and $7.8 million for the three months ended March 31, 2009 and 2010, respectively, due to the payment of prior year s performance bonuses and awards. Deferred revenue decreased by $2.5 million for the three months ended March 31, 2009 and $7.9 million for the three months ended March 31, 2010 primarily due to the timing of cash receipts from our customers.

Cash flows generated by operating activities totaled $11.8 million, $39.5 million and $15.1 million for the years ended December 31, 2007, 2008 and 2009, respectively. The increase in cash provided by operations for the year ended December 31, 2008 as compared to the year ended December 31, 2007 was primarily attributable to higher net services revenue and improved financial results due to growth in our business. While our net income increased by

$13.3 million during the year ended December 31, 2009 as compared to the year ended December 31, 2008, cash provided by operations

Table of Contents

was lower in 2009 than 2008 due to the timing of payments from customers and to vendors. Receivables from customers increased by $15.1 million, $4.3 million and $7.3 million during the years ended December 31, 2007, 2008 and 2009, respectively, primarily due to increased net services revenue and the timing of customer payments. Prepaid assets increased by $3.2 million during the year ended December 31, 2009 due to a prepayment of 2009 estimated federal income taxes. Payables increased by $1.3 million and $15.5 million for the years ended December 31, 2007 and 2008, respectively, primarily due to growth in our business. Despite the increase in our net services revenue and the overall level of our operations in 2009 as compared to 2008, payables decreased by $6.1 million during 2009 due to the timing of payments at year end. Accrued service costs increased by $7.2 million, $3.7 million and $4.2 million for the years ended December 31, 2007, 2008 and 2009, respectively, as we grew our customer base from 21 sites at the beginning of 2007 to 54 at the end of 2009. Deferred revenue increased by $6.6 million and $10.3 million during the years ended December 31, 2007 and 2008, respectively, primarily due to growth in our business. While our business continued to grow during the year ended December 31, 2009, deferred revenue decreased by $0.4 million as a result of the timing of customer payments at year end.

Investing Activities

Cash used in investing activities was $3.3 million, $6.1 million, $7.2 million, $0.8 million and $2.7 million for the years ended December 31, 2007, 2008 and 2009 and the three months ended March 31, 2009 and 2010, respectively. For all three years, use of cash primarily related to our purchases of furniture, fixtures, computer hardware, software and other property to support the growth of our business.

Financing Activities

Cash provided by financing activities was $0.2 million for the three months ended March 31, 2009 due to the receipt of proceeds from the exercise of employees stock options. Cash used by financing activities was $0.6 million for the three months ended March 31, 2010, primarily due to the increase in the costs related to our efforts to prepare for our initial public offering.

Cash used in financing activities was $16.0 million for the year ended December 31, 2009 as compared to $16.3 million for the year ended December 31, 2008. These uses of cash are primarily due to the $15 million total dividend declared by our board of directors in July 2008 and the $0.18 per share dividend declared by our board of directors in August 2009. The 2009 dividend was paid on all outstanding shares of common and preferred stock and aggregated $14.9 million. The reported figures are net of proceeds from stock option exercises and the repayment of non-executive employee loans. The net cash used in 2008 includes $1.5 million related to the repurchase of common stock from one of our initial employees. There were nominal repurchases in 2009. Additionally, we incurred $2.9 million of costs related to our efforts to prepare for our initial public offering during the year ended December 31, 2009. No such costs were incurred in 2008.

Cash provided by financing activities was $5.4 million for the year ended December 31, 2007. This represented $5.5 million of proceeds from our sale of 2,623,593 shares of common stock to Ascension Health and an additional $0.6 million of proceeds from exercises of stock option, partially offset by our repurchases of common stock for $0.7 million.

Revolving Credit Facility

On September 30, 2009, we entered into a $15 million revolving line of credit with the Bank of Montreal, which may be used for working capital and general corporate purposes. Any amounts outstanding under the line of credit will accrue interest at LIBOR plus 4% and are secured by substantially all of our assets. Advances under the line of credit are limited to a borrowing base and a cash deposit account which will be established at the time borrowings occur.

The line of credit has an initial term of two years and is renewable annually thereafter. As of December 31, 2009, we had no amounts outstanding under this line of credit. The line of credit contains restrictive covenants which limit our ability to, among other things, enter into other borrowing arrangements and pay dividends.

Table of Contents

Future Capital Needs

We intend to fund our future growth over the next 12 months with funds generated from operations and our net proceeds from this offering. Over the longer term, we expect that cash flows from operations, supplemented by short-term and long-term financing, as necessary, will be adequate to fund our day-to-day operations and capital expenditure requirements. Our ability to secure short-term and long-term financing in the future will depend on several factors, including our future profitability, the quality of our accounts receivable, our relative levels of debt and equity, and the overall condition of the credit markets.

Contractual Obligations

The following table presents our obligations and commitments to make future payments under contracts, such as lease agreements, and under contingent commitments as of December 31, 2009:

	Year Ended December 31,					
	2010	**2011**	**2012**	**2013**	**2014 and beyond**	**Total**
			(In thousands)			

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