

COMPUTER PROGRAMS & SYSTEMS INC

Form 10-Q

August 08, 2011

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 10-Q**

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

For the quarterly period ended June 30, 2011.

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

For the transition period from            to            .

Commission file number: 000-49796

**COMPUTER PROGRAMS AND SYSTEMS, INC.**

(Exact Name of Registrant as Specified in Its Charter)

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**Delaware**  
(State or Other Jurisdiction of

**74-3032373**  
(I.R.S. Employer

**Incorporation or Organization)**

**Identification No.)**

**6600 Wall Street, Mobile, Alabama**  
(Address of Principal Executive Offices)

**36695**  
(Zip Code)

**(251) 639-8100**

**(Registrant's Telephone Number, Including Area Code)**

**N/A**

**(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)**

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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

Large accelerated filer  Accelerated filer

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

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

As of August 5, 2011, there were 11,063,220 shares of the issuer's common stock outstanding.

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**COMPUTER PROGRAMS AND SYSTEMS, INC.**

**Form 10-Q**

**(For the three and six months ended June 30, 2011)**

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	June 30, 2011 (Unaudited)	December 31, 2010
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 8,472,714	\$ 2,939,839
Investments	16,483,962	13,401,923
Accounts receivable, net of allowance for doubtful accounts of \$2,263,000 and \$969,000, respectively	26,214,552	25,472,529
Financing receivables, current portion, net	3,298,616	3,114,201
Inventories	1,843,971	1,782,743
Deferred tax assets	2,695,168	2,244,299
Prepaid income taxes		102,250
Prepaid expenses	418,743	562,210
<b>Total current assets</b>	<b>59,427,726</b>	<b>49,619,994</b>
Property and equipment		
Land	936,026	936,026
Maintenance equipment	4,434,438	4,248,439
Computer equipment	8,814,648	8,305,850
Leasehold improvements	3,110,140	3,068,854
Office furniture and equipment	2,946,819	2,858,967
Automobiles	190,542	158,042
	20,432,613	19,576,178
Less accumulated depreciation	(12,124,901)	(10,893,120)
<b>Net property and equipment</b>	<b>8,307,712</b>	<b>8,683,058</b>
Financing receivables, net of current portion, net	4,670,344	4,432,277
<b>Total assets</b>	<b>\$ 72,405,782</b>	<b>\$ 62,735,329</b>
<b>Liabilities and Stockholders Equity</b>		
Current liabilities:		
Accounts payable	\$ 3,331,546	\$ 2,617,377
Deferred revenue	5,585,435	4,469,507
Accrued vacation	3,204,279	2,951,841
Income taxes payable	127,657	
Other accrued liabilities	6,335,604	4,446,727
<b>Total current liabilities</b>	<b>18,584,521</b>	<b>14,485,452</b>
Deferred tax liabilities	1,597,835	1,785,854
Stockholders equity:		

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Common stock, par value \$0.001 per share; 30,000,000 shares authorized; 11,063,220 and 10,962,874 shares issued and outstanding	11,063	10,963
Additional paid-in capital	30,943,929	30,549,149
Accumulated other comprehensive income	63,506	58,903
Retained earnings	21,204,928	15,845,008
 Total stockholders' equity	 52,223,426	 46,464,023
 Total liabilities and stockholders' equity	 \$ 72,405,782	 \$ 62,735,329

See accompanying notes.

**Table of Contents****COMPUTER PROGRAMS AND SYSTEMS, INC.****CONDENSED STATEMENTS OF INCOME (Unaudited)**

	Three months ended June 30,		Six months ended June 30,	
	2011	2010	2011	2010
<b>Sales revenues:</b>				
System sales	\$ 23,593,386	\$ 14,866,987	\$ 39,200,112	\$ 24,567,121
Support and maintenance	16,205,796	14,468,055	32,367,819	28,674,357
Business management services	9,039,513	8,378,107	17,650,998	16,013,118
<b>Total sales revenues</b>	<b>48,838,695</b>	<b>37,713,149</b>	<b>89,218,929</b>	<b>69,254,596</b>
<b>Costs of sales:</b>				
System sales	13,529,202	11,719,462	25,650,036	21,186,279
Support and maintenance	6,494,966	5,928,631	12,938,777	11,458,917
Business management services	4,657,545	4,380,225	9,337,294	8,815,147
<b>Total costs of sales</b>	<b>24,681,713</b>	<b>22,028,318</b>	<b>47,926,107</b>	<b>41,460,343</b>
<b>Gross profit</b>	<b>24,156,982</b>	<b>15,684,831</b>	<b>41,292,822</b>	<b>27,794,253</b>
<b>Operating expenses:</b>				
Sales and marketing	3,866,204	2,804,440	6,791,233	5,003,500
General and administrative	7,651,899	6,066,531	13,371,472	11,577,520
<b>Total operating expenses</b>	<b>11,518,103</b>	<b>8,870,971</b>	<b>20,162,705</b>	<b>16,581,020</b>
<b>Operating income</b>	<b>12,638,879</b>	<b>6,813,860</b>	<b>21,130,117</b>	<b>11,213,233</b>
<b>Other income:</b>				
Interest income	158,177	119,500	311,511	290,881
<b>Total other income</b>	<b>158,177</b>	<b>119,500</b>	<b>311,511</b>	<b>290,881</b>
<b>Income before taxes</b>	<b>12,797,056</b>	<b>6,933,360</b>	<b>21,441,628</b>	<b>11,504,114</b>
<b>Income taxes</b>	<b>4,880,908</b>	<b>2,669,042</b>	<b>8,152,314</b>	<b>4,319,545</b>
<b>Net income</b>	<b>\$ 7,916,148</b>	<b>\$ 4,264,318</b>	<b>\$ 13,289,314</b>	<b>\$ 7,184,569</b>
<b>Net income per share - basic</b>	<b>\$ 0.72</b>	<b>\$ 0.39</b>	<b>\$ 1.21</b>	<b>\$ 0.66</b>
<b>Net income per share - diluted</b>	<b>\$ 0.72</b>	<b>\$ 0.39</b>	<b>\$ 1.21</b>	<b>\$ 0.66</b>
<b>Weighted average shares outstanding</b>				
Basic	11,044,474	10,962,874	11,003,899	10,962,874
Diluted	11,044,474	10,962,874	11,003,899	10,962,874
<b>Dividends declared per share</b>	<b>\$ 0.36</b>	<b>\$ 0.36</b>	<b>\$ 0.72</b>	<b>\$ 0.72</b>

See accompanying notes.

**Table of Contents****COMPUTER PROGRAMS AND SYSTEMS, INC.****CONDENSED STATEMENT OF STOCKHOLDERS EQUITY (Unaudited)**

	Common Shares	Common Stock	Additional Paid-in Capital	Accumulated Other Comprehensive Income	Retained Earnings	Total Stockholders Equity
Balance at December 31, 2010	10,962,874	\$ 10,963	\$ 30,549,149	\$ 58,903	\$ 15,845,008	\$ 46,464,023
Net income					13,289,314	13,289,314
Unrealized gain on investments available for sale, net of tax				4,603		4,603
Issuance of restricted stock	100,346	100	(100)			
Stock-based compensation			318,222			318,222
Income tax benefit from restricted stock			76,658			76,658
Dividends					(7,929,394)	(7,929,394)
Balance at June 30, 2011	11,063,220	\$ 11,063	\$ 30,943,929	\$ 63,506	\$ 21,204,928	\$ 52,223,426

See accompanying notes.

**Table of Contents****COMPUTER PROGRAMS AND SYSTEMS, INC.****CONDENSED STATEMENTS OF CASH FLOWS (Unaudited)**

	Six months ended June 30,	
	2011	2010
<b>Operating Activities</b>		
Net income	\$ 13,289,314	\$ 7,184,569
Adjustments to net income:		
Provision for bad debt	1,648,245	170,710
Deferred taxes	(632,501)	(19,127)
Stock-based compensation	318,222	430,827
Income tax benefit from restricted stock	(76,658)	(8,355)
Depreciation	1,231,781	1,012,769
Changes in operating assets and liabilities:		
Accounts receivable	(2,390,268)	(1,978,234)
Financing receivables	(422,482)	(330,726)
Inventories	(247,226)	(817,242)
Prepaid expenses	143,467	33,064
Accounts payable	714,169	(1,106,549)
Deferred revenue	1,115,928	1,382,357
Other liabilities	2,141,315	1,807,323
Income taxes	306,565	799,470
Net cash provided by operating activities	17,139,871	8,560,856
<b>Investing Activities</b>		
Purchases of property and equipment	(670,437)	(3,264,598)
Purchases of investments	(3,083,823)	(116,690)
Net cash used in investing activities	(3,754,260)	(3,381,288)
<b>Financing Activities</b>		
Income tax benefit from restricted stock	76,658	8,355
Dividends paid	(7,929,394)	(7,900,385)
Net cash used in financing activities	(7,852,736)	(7,892,030)
Increase (decrease) in cash and cash equivalents	5,532,875	(2,712,462)
Cash and cash equivalents at beginning of period	2,939,839	4,386,763
Cash and cash equivalents at end of period	\$ 8,472,714	\$ 1,674,301
Cash paid for interest	\$	\$
Cash paid for income taxes, net of refund	\$ 8,423,327	\$ 3,479,543
Reclassification of inventory to property and equipment	\$ 185,998	\$ 412,353
See accompanying notes.		



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**COMPUTER PROGRAMS AND SYSTEMS, INC.**

**NOTES TO CONDENSED FINANCIAL STATEMENTS (Unaudited)**

**1. BASIS OF PRESENTATION**

The accompanying unaudited condensed financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission ( SEC ) and include all adjustments that, in the opinion of management, are necessary for a fair presentation of the results of the periods presented. All such adjustments are considered of a normal recurring nature. Quarterly results of operations are not necessarily indicative of annual results.

Certain footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These unaudited condensed financial statements should be read in conjunction with the audited financial statements of Computer Programs and Systems, Inc. (the Company ) for the year ended December 31, 2010 and the notes thereto contained in the Company s Annual Report on Form 10-K for the year ended December 31, 2010.

**2. REVENUE RECOGNITION**

The Company recognizes revenue in accordance with accounting principles generally accepted in the United States of America, principally those required by the *Software* topic and *Revenue Recognition* subtopic of the Financial Accounting Standards Board ( FASB ) Accounting Standards Codification (the Codification ) and those prescribed by the SEC.

The Company s revenue is generated from three sources:

the sale of information systems, which includes software, conversion and installation services, hardware, peripherals, forms and supplies;

the provision of system support services, which includes software application support, hardware maintenance, continuing education, Software as a Service products or SaaS , Internet service provider ( ISP ) products, and information technology management and professional services; and

the provision of business management services, which includes electronic billing, statement processing, payroll processing and accounts receivable management.

Effective January 1, 2011 the Company prospectively adopted Accounting Standards Update ( ASU ) 2009-13, *Multiple-Deliverable Revenue Arrangements*. Under the historical standards, the Company used the residual method to allocate arrangement consideration when vendor specific objective evidence existed for an undelivered element, but not for the delivered elements. Under the new standards, the Company allocates revenue to all deliverables based on their relative selling prices. In multiple element arrangements that include software related and non-software related elements, we apply the guidance in section 605-25 of the Codification to determine if the non-software related elements can be separated from the other elements for accounting purposes. We then use this guidance to determine the amount of the arrangement consideration to allocate to the non-software related elements. The remaining consideration is allocated to the software related elements in the arrangement. The software related elements are further evaluated for separation under section 985-605 of the Codification.

In determining how much consideration to allocate to the software and non-software related elements, and to determine how much consideration to allocate to each of the non-software related elements, the Company uses the following hierarchy to determine the selling price to be used for allocating revenue to deliverables: (i) vendor-specific objective evidence of fair value ( VSOE ), (ii) third-party evidence of selling price ( TPE ) and (iii) management s best estimate of the selling price ( ESP ). VSOE generally exists only when the Company sells the deliverable separately and is the price actually charged by the Company for that deliverable. TPE represents the selling price of a similar product or service by another vendor. ESPs reflect management s best estimates of what the selling prices of elements would be if they were sold regularly on a stand-alone basis.

*System Sales and Support and Maintenance*

The Company enters into contractual obligations to sell hardware, perpetual software licenses, installation and training services, and maintenance services. The total consideration is first allocated to the non-software related element, the hardware component of the arrangement and the related support and maintenance, and the software related elements using the relative selling price guidance in section 605-25 of the Codification. The selling prices of the various elements in the contractual arrangements are determined as follows:

Hardware the selling price of hardware is based on management's best estimate of selling price, which consists of cost plus a targeted margin.

Software licenses and installation and training the selling price of software licenses and installation and training is based on management's best estimate of selling price. In determining management's best estimate of selling price, we consider the following: (1) competitor pricing, (2) market demand for products, (3) overall economic conditions, and (4) our pricing practices as it relates to discounts.

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Support and maintenance (both hardware and software) – the selling price of support and maintenance services is based on VSOE of fair value of our support and maintenance services by reference to the price our customers are required to pay for the services when sold separately via renewals.

For the hardware related elements, we further allocate consideration to the hardware and related hardware support and maintenance. Revenue for hardware sales is recognized upon shipment. Revenue for support and maintenance on hardware is recognized on a straight line basis over the term of the maintenance contracts, generally 3 to 5 years.

For the software related elements, we further allocate consideration to the various elements as follows:

Support and maintenance – we have established VSOE of the fair value of our support and maintenance services by reference to the price our customers are required to pay for the services when sold separately via renewals. Support and maintenance revenue is recognized on a straight line basis over the term of the maintenance contracts, generally 3 to 5 years.

Software licenses and installation and training – we apply the residual method as prescribed by section 985-605 of the Codification. The difference between the total consideration allocated to the software related elements and the fair value of the support and maintenance revenue is allocated to the software licenses and installation and training services. The method of recognizing revenue for the perpetual license for the associated modules included in the arrangement and related installation and training services over the term the services are performed is on a module by module basis as the respective installation and training for each specific module is completed as this is representative of the pattern of provision of these services. The system installations are generally completed in 3 to 4 weeks.

Our system sales contracts contain a provision warranting that the system will perform according to written specifications provided to the customer. The provision terminates 30 days after the installation of the software and provides for certain remedies, but does not provide for the right of return.

### ***SaaS, ISP, and Other Professional IT Services***

The Company accounts for SaaS contracts in accordance with the requirements of the *Hosting Arrangement* section under the *Software* topic and *Revenue Recognition* subtopic of the Codification. The Codification states that the software elements of SaaS products should not be accounted for as a hosting arrangement – if the customer has the contractual right to take possession of the software at any time during the hosting period without significant penalty and it is feasible for the customer to either run the software on its own hardware or contract with another party unrelated to the vendor to host the software. Each SaaS contract includes a system purchase and buyout clause, and this clause specifies the total amount of the system buyout. In addition, a clause is included which states that should the system be bought out by the customer, the customer would be required to enter into a general support agreement (for post-contract support services) for the remainder of the original SaaS term. Accordingly, the Company has concluded that SaaS customers do not have the right to take possession of the system without significant penalty (i.e., the purchase price of the system), and thus SaaS revenue of the Company falls within the scope of the *Hosting Arrangement* section of the Codification. Revenue for SaaS arrangements is recognized as the services are performed.

The Company will occasionally provide ISP and other professional IT services. In situations where these services are bundled with a system sale agreement, we follow the same allocation methodology discussed above and consider these services to be non-software elements. The selling price of these services is based on TPE of similar services. Revenue allocated to this element is recognized as services are performed.

### ***Business Management Services***

Business management services consist of electronic billing services, statement processing services, accounts receivable management services, payroll processing, contract management and insurance services. While business management service arrangements are contracts separate from the system sale and support and support and maintenance contracts, these contracts are sometimes executed within a short time frame of each other. When this occurs, we follow the same allocation methodology discussed above under *System Sales and Support and Maintenance* and consider these services to be software elements as our software is essential to the functionality of the business management services. The selling price of these services is based on VSOE of fair value by reference to the rate our customers renew as well as the rate the services are sold to customers when the business management services agreement is not executed within a short time frame. Our business management service pricing is consistent for all customers. Because the pricing is transaction based (per unit pricing), customers are billed and revenue recognized as services are performed based on transaction levels.



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Other accrued liabilities are comprised of the following:

	June 30, 2011	December 31, 2010
Salaries and benefits	\$ 3,507,755	\$ 2,380,523
Incentive plan	327,750	
Commissions	1,036,606	630,143
Self-insurance reserves	520,500	585,600
Unrecognized tax benefit	733,190	697,723
Other	209,803	152,738
	\$ 6,335,604	\$ 4,446,727

**4. INVESTMENTS**

The Company accounts for investments in accordance with FASB Codification topic, *Investments - Debt and Equity Securities*. Accordingly, investments are classified as available-for-sale securities and are reported at fair value, with unrealized gains and losses excluded from earnings and reported in a separate component of stockholders' equity. The Company's management determines the appropriate classifications of investments at the time of acquisition and re-evaluates the classifications at each balance sheet date. The Company's investments in fixed maturity securities are classified as available-for-sale.

Investments are comprised of the following at June 30, 2011:

	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
Short term investments (cash and accrued income)	\$ 265,967	\$	\$ 1	\$ 265,966
Obligations of U.S. Treasury, U.S. government corporations and agencies	6,883,869	14,812	2,911	6,895,770
Mortgage backed securities	110,980	2,762		113,742
Corporate bonds	9,118,590	90,068	174	9,208,484
	\$ 16,379,406	\$ 107,642	\$ 3,086	\$ 16,483,962

Shown below are the amortized cost and estimated fair value of securities with fixed maturities at June 30, 2011, by contract maturity date. Actual maturities may differ from contractual maturities because issuers of certain securities retain early call or prepayment rights.

	Amortized Cost	Fair Value
Due in 2011	\$ 2,573,173	\$ 2,576,856
Due in 2012	8,833,548	8,911,182
Due in 2013	4,129,643	4,151,014
Due in 2014	732,062	731,168
Due thereafter	110,980	113,742
	\$ 16,379,406	\$ 16,483,962



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Investments were comprised of the following at December 31, 2010:

	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
Short term investments (cash and accrued income)	\$ 521,346	\$ 10	\$	\$ 521,356
Obligations of U.S. Treasury, U.S. government corporations and agencies	5,212,786	13,819	1,066	5,225,539
Mortgaged backed securities	119,996	1,575		121,571
Corporate bonds	7,451,233	89,665	7,441	7,533,457
	\$ 13,305,361	\$ 105,069	\$ 8,507	\$ 13,401,923

**5. NET INCOME PER SHARE**

The Company presents both basic and diluted earnings per share ( EPS ) amounts. Basic EPS is calculated by dividing net income by the weighted average number of common shares outstanding during the period presented. Diluted EPS amounts are based upon the weighted average number of common and common equivalent shares outstanding during the period presented. There were no dilutive shares for the three or six month periods ended June 30, 2011 or June 30, 2010.

**6. INCOME TAXES**

The Company accounts for income taxes in accordance with FASB's Codification topic, *Income Taxes*. Deferred income taxes arise from the temporary differences in the recognition of income and expenses for tax purposes. A valuation allowance is established when the Company believes that it is more likely than not that some portion of its deferred tax assets will not be realized. Deferred tax assets and liabilities are comprised of the following at June 30, 2011 and December 31, 2010:

	June 30, 2011	December 31, 2010
<b>Deferred tax assets:</b>		
Accounts receivable	\$ 882,682	\$ 468,806
Accrued vacation	1,249,669	1,151,218
Stock-based compensation	96,482	368,015
Accrued liabilities	518,013	325,122
Total deferred tax assets	\$ 2,746,846	\$ 2,313,161
<b>Deferred tax liabilities:</b>		
Other comprehensive income	\$ 40,781	\$ 47,168
Depreciation	1,608,732	1,807,548
Total deferred tax liabilities	\$ 1,649,513	\$ 1,854,716

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Significant components of the Company's income tax provision in the Condensed Statements of Income for the six months ended June 30 are as follows:

	2011	2010
<b>Current provision:</b>		
Federal	\$ 7,201,071	\$ 3,539,530
State	1,583,744	799,142
<b>Deferred provision:</b>		
Federal	(567,629)	(17,165)
State	(64,872)	(1,962)
<b>Total income tax provision</b>	<b>\$ 8,152,314</b>	<b>\$ 4,319,545</b>

The difference between income taxes at the U. S. federal statutory income tax rate of 35% and those reported in the Condensed Statements of Income for the six months ended June 30 is as follows:

	2011	2010
Income taxes at U. S. Federal statutory rate	\$ 7,504,570	\$ 4,037,548
State income tax, net of federal tax effect	964,562	517,480
Tax credits and other	(316,818)	(235,483)
<b>Total income tax provision</b>	<b>\$ 8,152,314</b>	<b>\$ 4,319,545</b>

The Company had unrecognized tax benefits of \$733,190 related to uncertain tax positions as of June 30, 2011 under the provisions of FASB Codification topic, *Income Taxes*, which is recorded in other accrued liabilities on the Condensed Balance Sheet. No accrued interest or penalties for such positions is recorded. The federal returns for the tax years 2004, 2005, and 2006 are currently under examination by the Internal Revenue Service, primarily in relation to research credits claimed on those returns by the Company. The federal returns for tax years 2007, 2008, 2009 and 2010 remain open to examination, and the tax years 2004 - 2010 remain open to other taxing jurisdictions to which the Company is subject.

**7. STOCK-BASED COMPENSATION AND EMPLOYEE INCENTIVE PROGRAMS**

Stock-based compensation cost is measured at the grant date based on the fair value of the award, and is recognized as an expense over the employee's requisite service period. The Company recorded compensation costs as the requisite service was rendered for the unvested portion of previously issued awards that remained outstanding at the initial date of adoption and any awards issued, modified, repurchased, or cancelled after January 1, 2006.

The following table shows total stock-based compensation expense for the three and six months ended June 30, 2011 and 2010, included in the Condensed Statements of Income:

	Three Months Ended		Six Months Ended	
	June 30, 2011	June 30, 2010	June 30, 2011	June 30, 2010
Costs of sales	\$ 93,277	\$ 74,997	\$ 118,276	\$ 149,994
Operating expenses	154,113	125,835	199,946	280,833
<b>Pre-tax stock-based compensation expense</b>	<b>247,390</b>	<b>200,832</b>	<b>318,222</b>	<b>430,827</b>
Less: income tax effect	96,485	78,325	124,107	168,023



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Net stock-based compensation expense	\$ 150,905	\$ 122,507	\$ 194,115	\$ 262,804
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**Table of Contents****2005 Restricted Stock Plan**

On January 27, 2006, the Compensation Committee of the Board of Directors approved the grant of 116,498 shares of restricted stock, effective January 30, 2006, to certain executive officers of the Company under the 2005 Restricted Stock Plan. The grant date fair value was \$42.91 per share. Each restricted stock award provided for vesting in five equal annual installments commencing on the first anniversary of the date of grant, assuming that the recipient of the award continued to be an executive officer of the Company on each applicable vesting date. On May 17, 2006, the Compensation Committee of the Board of Directors approved the grant of 17,810 shares of restricted stock to the Company's then Chief Operating Officer. The grant date fair value was \$42.11 per share. The restricted stock award provided for vesting in five equal annual installments commencing on January 30, 2007, and each January 30 thereafter, assuming that the recipient of the award continued to be an executive officer of the Company on each applicable vesting date. All of the above awards of restricted stock were fully vested on January 30, 2011.

On January 23, 2008, the Compensation Committee of the Board of Directors approved the grant of 16,471 shares of restricted stock to the Company's then Vice President Finance and Chief Financial Officer of the Company. The grant date fair value was \$21.25 per share. The restricted stock award provided for vesting in five equal annual installments commencing on January 30, 2009, and each January 30 thereafter, assuming that the recipient of the award continued to be an executive officer of the Company on each applicable vesting date. On June 30, 2010, 9,883 shares of unvested restricted stock in this award were forfeited, cancelled and returned to the authorized and unissued shares of the Company as a result of the termination of employment of this individual on such date.

On April 18, 2011, the Compensation Committee of the Board of Directors approved the grant of a total of 100,346 shares of restricted stock, effective April 18, 2011, to certain executive officers of the Company. Under the terms of the restricted stock award agreements with the executive officers, the shares of restricted stock are scheduled to vest in five equal annual installments commencing on April 18, 2012 and each April 18 thereafter, assuming that the recipient of the award continues to serve as an executive officer of the Company on each applicable vesting date. Compensation expense for this grant will be recognized on a straight-line basis over five years.

A summary of activity under the 2005 Restricted Stock Plan during the six month periods ended June 30, 2011 and 2010 is as follows:

	Six Months Ended June 30, 2011		Six Months Ended June 30, 2010	
	Shares	Weighted-Average Grant-Date Fair Value	Shares	Weighted-Average Grant-Date Fair Value
Nonvested stock outstanding at beginning of year	19,871	\$ 42.77	52,920	\$ 37.41
Granted	100,346	60.79		
Forfeited			(9,883)	21.25
Vested	(19,871)	42.77	(23,166)	39.71
Nonvested stock outstanding at end of period	100,346	\$ 60.79	19,871	\$ 42.77

As of June 30, 2011, there was \$5,852,643 of unrecognized compensation cost related to non-vested restricted stock granted under the 2005 Restricted Stock Plan.

**2011 Incentive Program**

On April 18, 2011, the Board of Directors, upon the recommendation of the Compensation Committee, adopted a short-term incentive program for 2011 for certain executive officers of the Company (the 2011 Incentive Program). Under the 2011 Incentive Program, each executive officer of the Company, other than executive officers earning any commission-based compensation, has a short-term incentive cash bonus opportunity based on achievement of a specified level of financial performance, specifically the Company's EBITDA (as defined in the 2011 Incentive Program) in 2011 (2011 EBITDA) compared to the Company's EBITDA in 2010 (2010 EBITDA).

Participants in the 2011 Incentive Program will receive 100% of their target award if the Company's 2011 EBITDA is 105% of 2010 EBITDA, 50% of the target award if the Company achieves a minimum threshold level of performance (2011 EBITDA reaching 55% of 2010 EBITDA), and a maximum of 150% of the target award for a maximum level of performance (2011 EBITDA equaling or exceeding 155% of 2010 EBITDA). No payments will be made for performance below the specified threshold amount. Payouts between the threshold and maximum will be calculated by the Compensation Committee using a straight-line interpolation, as described in the 2011 Incentive Program. The

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Compensation Committee may make adjustments to the terms and conditions of, and the criteria included in, awards under the 2011 Incentive Program in recognition of unusual or nonrecurring events affecting a participant or the Company, or the financial statements of the Company, or in certain other instances specified in the 2011 Incentive Program.

Awards pursuant to the 2011 Incentive Program will be paid solely in cash. In addition, awards pursuant to the 2011 Incentive Program are subject to recovery or adjustment by the Company in certain circumstances in which the operating results on which payment was based are restated or otherwise adjusted or in the event that a participant's conduct is not in good faith and materially disrupts, damages, impairs, or interferes with the business of the Company.

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As of June 30, 2011, we had \$327,750 in accrued compensation cost for this program based on year to date performance under this program.

**8. FINANCING RECEIVABLES**

The Company leases its information and patient care systems to certain healthcare providers under sales-type leases expiring in various years through 2016. These receivables typically have terms from two to five years, bear interest at various rates, and are usually collateralized by a security interest in the underlying assets. Since the Company has a history of successfully collecting amounts due under the original payment terms of these extended payment arrangements without making any concessions to its customers, the Company satisfies the requirement for revenue recognition. The Company's history with these types of extended payment term arrangements supports management's assertion that revenues are fixed and determinable and probable of collection.

The components of these lease receivables were as follows on June 30, 2011 and December 31, 2010:

	6/30/2011	12/31/2010
Total minimum lease payments receivable	\$ 7,793,032	\$ 7,504,094
Less allowance for losses	(254,535)	(233,396)
Less unearned income	(676,594)	(796,610)
Lease receivables	6,861,903	6,474,088
Less current portion	(2,191,559)	(2,041,811)
Amounts due after one year	\$ 4,670,344	\$ 4,432,277

Future minimum lease payments to be received subsequent to June 30, 2011 are as follows:

2011	\$ 1,494,411
2012	2,475,780
2013	1,934,916
2014	1,115,095
2015	562,840
Thereafter	209,990
Total minimum lease payments to be received	7,793,032
Less unearned income	(676,594)
Net leases receivable	\$ 7,116,438

**Credit Quality of Financing Receivables and Allowance for Credit Losses**

The following table is a rollforward of the allowance for financing credit losses for the quarter and year ended June 30, 2011 and December 31, 2010:

	Beginning Balance	Provision	Charge-offs	Recoveries	Ending Balance
December 31, 2010	\$	\$ 233,396	\$	\$	\$ 233,396
June 30, 2011	\$ 233,396	\$ 21,139	\$	\$	\$ 254,535

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The Company established an allowance for financing receivable credit losses during 2010 upon adoption of ASU 2010-20. This allowance is based on the historical level of customer defaults under such arrangements. The Company has been successful collecting its financing receivables and considers the credit quality of such arrangements to be good, especially as the underlying assets act as collateral for the receivable.

The Company has also sold information and patient care systems to certain healthcare providers under extended payment terms. These receivables, included in current portion of financing receivables, typically have terms from 3 to 12 months. Total amounts receivable under these arrangements at June 30, 2011 and December 31, 2010 were \$1,107,057 and \$1,072,390, respectively.

**Table of Contents****9. COMPREHENSIVE INCOME**

FASB Codification topic, *Comprehensive Income*, requires the disclosure of certain revenue, expenses, gains and losses that are excluded from net income in accordance with accounting principles generally accepted in the United States of America. Total comprehensive income for the three and six months ended June 30, 2011 and 2010 is as follows:

	Three months ended June 30,		Six months ended June 30,	
	2011	2010	2011	2010
Net income as reported	\$ 7,916,148	\$ 4,264,318	\$ 13,289,314	\$ 7,184,569
Other comprehensive income:				
Unrealized loss on investments available for sale, net of taxes	151	(12,524)	4,603	(14,343)
Total comprehensive income	\$ 7,916,299	\$ 4,251,794	\$ 13,293,917	\$ 7,170,226

**10. COMMITMENTS AND CONTINGENCIES**

As of June 30, 2011, the Company is contingently liable as guarantor on a lease obligation between Solis Healthcare, LP ( Solis Healthcare ), as lessee, and Winthrop Resources Corporation ( Winthrop ), as lessor. Solis Healthcare purchased a software system from the Company in the first quarter of 2008 and then entered into a sale-leaseback transaction with Winthrop. The Company provided this guarantee in order to facilitate Solis Healthcare in leasing the new system. The lease has an initial term of five years and continues from year to year thereafter until terminated. The Company is contingently liable as guarantor under the lease such that, if at any time prior to the termination of the lease, Solis Healthcare (i) enters into bankruptcy or (ii) defaults for more than 60 days in its payments or performance under the lease, the Company will be obligated to perform under the guaranty by making the required lease payments, including late fees and penalties. The guarantee runs for the entire term of the lease; however, the maximum potential amount of future payments that the Company would be required to make to Winthrop under the guaranty is \$1,166,700, the balance of the lease payments as of June 30, 2011, plus any fees and costs that Winthrop incurs in collecting amounts due under the lease (including attorney fees and costs). Due to the contingent nature of the guaranty, the maximum amount of the guaranty is not recorded on the balance sheet; however, when necessary, reserves are recorded to cover potential losses. A liability in the amount of \$27,943, the amortized fair value of the guaranty, is recorded on the balance sheet as an other accrued liability at June 30, 2011. As of June 30, 2011, we were not aware of any conditions that would effect the payment or performance risk of the lease obligation.

From time to time, the Company is involved in routine litigation that arises in the ordinary course of business. Management does not expect this to have a material adverse effect on the Company's financial position or results of operations or liquidity.

**11. FAIR VALUE**

FASB Codification topic, *Fair Value Measurements and Disclosures*, establishes a framework for measuring fair value and expands financial statement disclosures about fair value measurements. Fair value is the price that would be received to sell an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. The Codification does not require any new fair value measurements, but rather applies to all other accounting pronouncements that require or permit fair value measurements. The Codification requires that assets and liabilities carried at fair value be classified and disclosed in one of the following three categories:

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

Level 2: Observable market based inputs or unobservable inputs that are corroborated by market data.

Level 3: Unobservable inputs that are not corroborated by market data.

The fair values of the Company's available-for-sale securities are based on matrix pricing for the periods ended June 30, 2011 and December 31, 2010, which basically treats all fixed income securities that derive price from yield and other market factors as Level 2. We generally apply fair value techniques on a non-recurring basis associated with (1) valuing potential impairment loss related to financing receivables accounted for pursuant to Codification topic, *Leases*, and (2) valuing potential impairment loss related to long-lived assets accounted for pursuant to

Codification topic, *Property, Plant and Equipment*.

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The following tables summarize the carrying amounts and fair values of certain assets and liabilities at June 30, 2011 and December 31, 2010:

Description	6/30/2011	Fair Value at Reporting Date Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Available-for-sale securities				
Short-term investments (cash and accrued income)	\$ 265,967	\$	\$ 265,967	\$
Mortgage-backed securities	113,742		113,742	
Obligations of U.S. Treasury, U.S. government corporations and agencies	6,895,770		6,895,770	
Corporate bonds	9,208,483		9,208,483	
<b>Total available-for-sale securities</b>	<b>\$ 16,483,962</b>	<b>\$</b>	<b>\$ 16,483,962</b>	<b>\$</b>

Description	12/31/2010	Fair Value at Reporting Date Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Available-for-sale securities				
Short-term investments (cash and accrued income)	\$ 521,356	\$	\$ 521,356	\$
Mortgage-backed securities	121,571		121,571	
Obligations of U.S. Treasury, U.S. government corporations and agencies	5,225,539		5,225,539	
Corporate bonds	7,533,457		7,533,457	
<b>Total available-for-sale securities</b>	<b>\$ 13,401,923</b>	<b>\$</b>	<b>\$ 13,401,923</b>	<b>\$</b>

Accrued income in the above tables represents earnings due and payable to our investment portfolio at any point in time but not yet received.

The carrying amount of other financial instruments reported in the balance sheet for current assets and current liabilities approximate their fair values because of the short-term nature of these instruments.

**12. RECENT ACCOUNTING PRONOUNCEMENTS***New Accounting Standards Adopted in 2011*



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Effective January 1, 2011, the Company prospectively adopted ASU 2009-14, *Software: Certain Revenue Arrangements That Include Software Elements*. This update addresses revenue recognition in situations where products or services are sold along with incidental software components. The update is effective prospectively for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010. This update did not have an impact on our financial statements.

Effective January 1, 2011, the Company prospectively adopted ASU 2009-13, *Revenue Recognition: Multiple-Deliverable Revenue Arrangements*. This update addresses the criteria for separating consideration in multiple-element arrangements. It requires companies allocating the overall consideration to each deliverable to use an estimated selling price of individual deliverables in the arrangement in the absence of vendor-specific objective evidence or other third-party evidence of the selling price. The update is effective prospectively for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010. The Company's adoption of this update did not have a material impact on our financial statements.

### *New Accounting Standards Yet to be Adopted*

There are no new standards required to be adopted in 2011 that will have a material impact on our financial statements.

### **13. SUBSEQUENT EVENTS**

On July 25, 2011, the Company announced a dividend for the second quarter of 2011 in the amount of \$0.36 per share, payable on August 26, 2011, to stockholders of record as of the close of business on August 11, 2011.

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**Item 2. 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 the unaudited financial statements and related notes appearing elsewhere herein.

This discussion and analysis contains forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements can be identified generally by the use of forward-looking terminology and words such as expects, anticipates, estimates, believes, predicts, intends, plans, potential, may, continue, should, will and similar words. Without limiting the generality of the preceding statement, all statements in this report relating to estimated and projected earnings, margins, costs, expenditures, cash flows, growth rates and future financial results are forward-looking statements. We caution investors that any such forward-looking statements are only predictions and are not guarantees of future performance. Certain risks, uncertainties and other factors may cause actual results to differ materially from those projected in the forward-looking statements. Such factors may include:

overall business and economic conditions affecting the healthcare industry;

potential effects of the federal health care reform legislation enacted in 2010, and implementing regulations, on the businesses of our hospital customers;

funding uncertainties associated with, and potential expenditures required by, the American Recovery and Reinvestment Act of 2009 in connection with the adoption of electronic health records;

saturation of our target market and hospital consolidations;

changes in customer purchasing priorities, capital expenditures and demand for information technology systems;

competition with companies that have greater financial, technical and marketing resources than we have;

failure to develop new technology and products in response to market demands;

fluctuations in quarterly financial performance due to, among other factors, timing of customer installations;

failure of our products to function properly resulting in claims for medical losses;

the implementation of health care reform and its effects on the financial condition of our hospital customers;

government regulation of our products and customers, including changes in healthcare policy affecting Medicare reimbursement rates and qualifying technological standards;

changes in accounting principles generally accepted in the United States of America;

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general economic conditions, including changes in the financial markets that may affect the availability and cost of credit to us or our customers; and

interruptions in our power supply and/or telecommunications capabilities.

Additional information concerning these and other factors which could cause differences between forward-looking statements and future actual results is discussed under the heading "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2010, as filed with the Securities and Exchange Commission.

### **Background**

CPSI was founded in 1979 and specializes in delivering comprehensive healthcare information systems and related services to community hospitals and other healthcare providers. Our systems and services are designed to support the primary functional areas of a hospital and to enhance access to needed financial and clinical information. Our comprehensive system enables healthcare providers to improve clinical, financial and administrative outcomes. Our products and services provide solutions in key areas, including patient management, financial management, patient care and clinical, enterprise and office automation.

We sell a fully integrated, enterprise-wide financial and clinical hospital information system comprised of all necessary software, hardware, peripherals, forms and office supplies, together with comprehensive customer service and support. We also offer business management services, including electronic billing submissions, patient statement processing and accounts receivable management, as part of our overall information system solution. We believe that as our customer base grows, the demand for our business management services will also continue to grow, supporting further increases in recurring revenues.

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Our target market includes acute care community hospitals with 300 or fewer beds and small specialty hospitals. Hospitals having 100 or fewer acute care beds comprise approximately 94% of our customers. In addition to servicing small-to-medium-sized hospitals, we provide technology services to other related entities in the healthcare industry, such as nursing homes, home health agencies and physician clinics. From our initial hospital installation in 1981, we have grown to serve more than 650 hospital customers across 45 states and the District of Columbia.

## **Management Overview**

We primarily seek revenue growth through sales of healthcare information technology systems and related services to existing and new customers within our historic target market. Our strategy has produced consistent revenue growth over the long-term, as reflected in five-and ten-year compounded annual growth rates in revenues of approximately 7.1% and 12.0%, respectively. Selling new and additional products and services back into our existing customer base is an important part of our future revenue growth. We believe that as our customer base grows, the demand for additional products and services, including business management services, will also continue to grow, supporting further increases in recurring revenues. We also expect to drive revenue growth from new product development that we may generate from our research and development activities.

In addition to revenue growth, our business model is focused on earnings growth. Once a hospital has installed our system, we continue to provide support and maintenance services to our customers on an ongoing basis. These services are typically provided by the same personnel who perform our system installations but at a reduced cost to us, and therefore at an increased gross margin. We also look to increase margins through cost containment measures where appropriate.

As a result of the recent economic recession and credit crisis, hospitals have experienced reduced availability of third party credit and an overall reduction in their investment portfolios. In addition, healthcare organizations with a large dependency on Medicare and Medicaid populations, such as community-based hospitals, have been impacted by the challenging financial condition of the Federal government and many state governments and government programs. Accordingly, we recognize that prospective hospital customers often do not have the necessary capital to make investments in information technology. Additionally, in response to these challenges, hospitals have become more selective regarding where they invest capital, resulting in a focus on