FORM 10-Q

Quarterly report pursuant to sections 13 or 15(d)

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Upland Software, Inc.

CIK:**1505155**| IRS No.: **272992077** | State of Incorp.:**TX** | Fiscal Year End: **1231**
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

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

For the quarterly period ended September 30, 2018

OR

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

For the transition period from to

Commission file number 001-36720

UPLAND SOFTWARE, INC.

(Exact name of registrant as specified in its charter)

State of Delaware	27-2992077
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
401 Congress Avenue, Suite 1850 Austin, Texas	78701
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (512) 960-1010

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

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

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

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

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

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

Class	Shares Outstanding at November 1, 2018
Common Stock, $0.0001 par value	21,589,400

Upland Software, Inc.

Table of Contents

Item 1. Financial Statements

Upland Software, Inc.
Condensed Consolidated Balance Sheets
(in thousands, except for share and per share information)

	September 30, 2018	December 31, 2017
	(unaudited)	
Assets		
Current assets:		
Cash and cash equivalents	$ 16,089	$ 22,326
Accounts receivable (net of allowance of $1,269 and $1,069 at September 30, 2018 and December 31, 2017, respectively)	26,440	26,504
Deferred commissions, current	2,374	—
Prepaid and other	3,890	2,856
Total current assets	48,793	51,686
Canadian tax credits receivable	1,637	1,196
Property and equipment, net	2,206	2,927
Intangible assets, net	112,156	70,043
Goodwill	157,078	154,607
Deferred commissions, noncurrent	5,470	—
Other assets	153	800
Total assets	$ 327,493	$ 281,259
Liabilities and stockholders' equity		
Current liabilities:		
Accounts payable	$ 4,139	$ 3,887
Accrued compensation	3,048	5,157
Accrued expenses and other	10,168	12,148
Deferred revenue	43,575	43,807
Due to sellers	10,655	7,839
Current maturities of notes payable (includes unamortized discount of $826 and $699 at September 30, 2018 and December 31, 2017, respectively)	4,330	2,301
Total current liabilities	75,915	75,139
Notes payable, less current maturities (includes unamortized discount of $1,852 and $1,969 at September 30, 2018 and December 31, 2017, respectively)	153,898	108,843
Deferred revenue, noncurrent	901	1,570
Noncurrent deferred tax liability, net	6,808	3,262
Other long-term liabilities	736	1,030
Total liabilities	238,258	189,844
Stockholders' equity:		
Common stock, $0.0001 par value; 50,000,000 shares authorized: 21,589,400 and 20,768,401 shares issued and outstanding as of September 30, 2018 and December 31, 2017, respectively)	2	2
Additional paid-in capital	181,540	174,944
Accumulated other comprehensive loss	(4,830)	(2,403)
Accumulated deficit	(87,477)	(81,128)

Total stockholders’ equity	89,235	91,415
Total liabilities and stockholders’ equity	$ 327,493	$ 281,259

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

Upland Software, Inc.
Condensed Consolidated Statements of Operations
(unaudited)
(in thousands, except for share and per share information)

	Three Months Ended September 30, 2018	Three Months Ended September 30, 2017	Nine Months Ended September 30, 2018	Nine Months Ended September 30, 2017
Revenue:				
Subscription and support	$ 33,919	$ 23,169	$ 94,802	$ 60,711
Perpetual license	915	856	3,224	3,296
Total product revenue	34,834	24,025	98,026	64,007
Professional services	2,310	2,047	6,679	6,098
Total revenue	37,144	26,072	104,705	70,105
Cost of revenue:				
Subscription and support	10,566	7,737	29,395	20,306
Professional services	1,517	1,376	4,182	3,838
Total cost of revenue	12,083	9,113	33,577	24,144
Gross profit	25,061	16,959	71,128	45,961
Operating expenses:				
Sales and marketing	5,299	4,258	14,955	11,516
Research and development	5,400	4,092	15,577	11,572
Refundable Canadian tax credits	(99)	(195)	(404)	(424)
General and administrative	8,011	5,084	23,475	17,564
Depreciation and amortization	3,606	1,648	9,589	4,111
Acquisition-related expenses	2,497	4,399	8,739	10,368
Total operating expenses	24,714	19,286	71,931	54,707
Gain (loss) from operations	347	(2,327)	(803)	(8,746)
Other expense:				
Interest expense, net	(3,118)	(2,277)	(8,755)	(4,372)
Loss on debt extinguishment	—	1,634	—	—
Other income (expense), net	(744)	(130)	(965)	(260)
Total other expense	(3,862)	(773)	(9,720)	(4,632)
Loss before provision for income taxes	(3,515)	(3,100)	(10,523)	(13,378)
Provision for income taxes	(735)	(406)	(2,118)	(1,553)
Net loss	$ (4,250)	$ (3,506)	$ (12,641)	$ (14,931)
Net loss per common share:				
Net loss per common share, basic and diluted	$ (0.21)	$ (0.18)	$ (0.63)	$ (0.83)
Weighted-average common shares outstanding, basic and diluted	20,089,919	19,380,519	19,916,907	18,043,365

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

Upland Software, Inc.
Condensed Consolidated Statements of Comprehensive Loss
(unaudited)
(in thousands)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	**2017**	**2018**	**2017**
Net loss	$ (4,250)	$ (3,506)	$ (12,641)	$ (14,931)
Foreign currency translation adjustment	253	508	(2,427)	841
Comprehensive loss	$ (3,997)	$ (2,998)	$ (15,068)	$ (14,090)

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

Upland Software, Inc.
Condensed Consolidated Statements of Cash Flows
(unaudited)
(in thousands)

	Nine Months Ended September 30,	
	2018	**2017**
Operating activities		
Net loss	$ (12,641)	$ (14,931)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	14,604	8,112
Deferred income taxes	421	698
Amortization of deferred commissions	1,709	—
Foreign currency re-measurement (gain) loss	105	(422)
Non-cash interest and other expense	616	416
Non-cash stock compensation expense	10,380	7,804
Non-cash loss on retirement of fixed assets	—	(18)
Changes in operating assets and liabilities, net of purchase business combinations:		
Accounts receivable	3,173	753
Prepaids and other	(3,115)	1,664
Accounts payable	(679)	1,736
Accrued expenses and other liabilities	(7,097)	789
Deferred revenue	(2,679)	(793)
Net cash provided by operating activities	4,797	5,808
Investing activities		
Purchase of property and equipment	(643)	(443)
Purchase business combinations, net of cash acquired	(47,850)	(61,163)
Net cash used in investing activities	(48,493)	(61,606)
Financing activities		
Payments on capital leases	(893)	(1,098)
Proceeds from notes payable, net of issuance costs	49,375	54,683
Payments on notes payable	(2,907)	(11,319)
Taxes paid related to net share settlement of equity awards	(4,642)	(628)
Issuance of common stock, net of issuance costs	858	43,257
Additional consideration paid to sellers of businesses	(4,294)	(5,361)
Net cash provided by financing activities	37,497	79,534
Effect of exchange rate fluctuations on cash	(38)	482
Change in cash and cash equivalents	(6,237)	24,218
Cash and cash equivalents, beginning of period	22,326	28,758
Cash and cash equivalents, end of period	$ 16,089	$ 52,976
Supplemental disclosures of cash flow information:		
Cash paid for interest	$ 8,170	$ 3,966
Cash paid for taxes	$ 2,480	$ 1,463
Noncash investing and financing activities:		
Equipment acquired pursuant to capital lease obligations	$ —	$ 121

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

Upland Software, Inc.
Notes to Unaudited Condensed Consolidated Financial Statements
(unaudited)

1. Summary of Significant Accounting Policies

Basis of Presentation

These condensed consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States ("GAAP"). The condensed consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation.

The accompanying unaudited interim condensed consolidated financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC") for interim financial reporting. In the opinion of management of the Company, the unaudited interim condensed consolidated financial statements have been prepared on the same basis as the audited consolidated financial statements and include all adjustments of a normal recurring nature necessary for a fair presentation. The results of operations for the three months ended September 30, 2018 are not necessarily indicative of the results to be expected for the year ending December 31, 2018 or for any other period.

The financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company’s 2017 Annual Report on Form 10-K filed with the SEC on March 9, 2018.

Use of Estimates

The preparation of the accompanying condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenues and expenses. Significant items subject to such estimates include allowance for doubtful accounts, stock-based compensation, contingent consideration, acquired intangible assets, the useful lives of intangible assets and property and equipment, and income taxes. In accordance with GAAP, management bases its estimates on historical experience and on various other assumptions that management believes are reasonable under the circumstances. Management regularly evaluates its estimates and assumptions using historical experience and other factors; however, actual results could differ from those estimates.

Concentrations of Credit Risk and Significant Customers

Financial instruments that potentially subject the Company to credit risk consist of cash and cash equivalents and accounts receivable. The Company’s cash and cash equivalents are placed with high-quality financial institutions, which, at times, may exceed federally insured limits. The Company has not experienced any losses in these accounts, and the Company does not believe it is exposed to any significant credit risk related to cash and cash equivalents. The Company provides credit, in the normal course of business, to a number of its customers. The Company performs periodic credit evaluations of its customers and generally does not require collateral. No individual customer represented more than 10% of total revenues in the three months ended September 30, 2018 or for the year ended December 31, 2017, or more than 10% of accounts receivable as of September 30, 2018 or December 31, 2017.

Fair Value of Financial Instruments

The Company’s financial instruments consist principally of cash and cash equivalents, accounts receivable, and accounts payable, and long–term debt. The carrying value of cash and cash equivalents, accounts receivable, and accounts payable approximate fair value, primarily due to short maturities. The carrying values of the Company’s debt instruments approximated their fair value based on rates currently available to the Company.

Recent Accounting Pronouncements

Recently issued accounting pronouncements not yet adopted

In August 2018, the FASB issued ASU 2018-15, *Intangibles-Goodwill and Other-Internal-Use Software (ASC 350-40): Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That Is a Service Contract*, which requires hosting arrangements that are service contracts to follow the guidance for internal-use software to determine which implementation costs can be capitalized. ASU 2018-15 is effective either prospectively or retrospectively for fiscal years beginning after December 15, 2019, and interim periods within those fiscal years, with early adoption permitted. The Company is currently evaluating how to apply the new guidance.

In August 2018, the FASB issued ASU 2018-13, *Fair Value Measurement (Topic 820): Disclosure Framework — Changes to the Disclosure Requirements for Fair Value Measurement,* to eliminate, add and modify certain disclosure requirements for fair value measurements. Entities will no longer be required to disclose the amount of and reasons for transfers between Level 1 and Level 2 of the fair value hierarchy, but public companies will be required to disclose the range and weighted average used to develop significant unobservable inputs for Level 3 fair value measurements. The guidance is effective for annual and interim periods beginning after December 15, 2019, but entities are permitted to early adopt either the entire standard or only the provisions that eliminate or modify the requirements. The Company is currently evaluating how to apply the new guidance.

In January 2018, the FASB issued ASU 2018-02 *Income Statement - Reporting Comprehensive Income (ASC 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income (AOCI)*, which gives entities the option to reclassify to retained earnings the tax effects resulting from the Tax Act related to items in Additional Other Comprehensive Income (AOCI) that the FASB refers to as having been “stranded” in AOCI. The guidance is effective for annual and interim periods beginning after December 15, 2018, and is applicable to the Company in fiscal year 2019; however, early adoption is permitted. The Company is currently evaluating the effect that the adoption of ASU 2018-02 will have on its financial statements.

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)*. The new standard supersedes the present U.S. GAAP standard on leases and requires substantially all leases to be reported on the balance sheet as right-of-use assets and lease obligations. ASU 2016-02 is effective for annual reporting periods beginning after December 15, 2018, and interim reporting periods within those annual reporting periods. Early adoption is permitted and in the original guidance the modified retrospective application was required, however, in July 2018 the FASB issued ASU 2018-11 which permits entities with another transition method in which the effective date would be the date of initial application of transition. Under this optional transition method, we would recognize a cumulative-effect adjustment to the opening balance of retained earnings in the period of adoption. We expect to elect the optional transition method. We plan to adopt the new standard on its effective date of January 1, 2019. We anticipate adoption of the standard will not significantly impact results. We are evaluating the election of the practical expedients upon transition that would retain the lease classification and initial direct costs for any leases that exist prior to adoption of the standard. We are in the process of cataloging our existing lease contracts and implementing changes to our systems.

In June 2016, the FASB issued ASU 2016-13, *Financial Instruments - Credit Losses: Measurement of Credit Losses on Financial Instruments*, which changes the impairment model for most financial assets. The new model uses a forward-looking expected loss method, which will generally result in earlier recognition of allowances for losses. ASU 2016-13 is effective for annual and interim periods beginning after December 15, 2019 and early adoption is permitted for annual and interim periods beginning after December 15, 2018. The Company is currently evaluating the effect that the adoption of ASU 2016-13 will have on its financial statements.

Recently adopted accounting pronouncements

In June 2018, the Financial Accounting Standards Board (“FASB”) issued Accounting Standard Update (“ASU”) 2018-07 *Compensation—Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting* which simplifies the accounting for share-based payments to nonemployees by aligning it with the accounting for share-based payments to employees, with certain exceptions. For public business entities, the guidance is effective for annual periods beginning after December 15, 2018, and interim periods within those annual periods, however, early adoption is permitted. Although nonemployee directors do not satisfy the definition of employee, under FASB guidance, the Company's nonemployee directors acting in their role as members of a board of directors are treated as employees as those directors were elected by the Company's shareholders. Therefore, awards granted to these nonemployee directors for their services as directors already were accounted for as employee awards. We adopted ASU 2018-07 during the second quarter of 2018 with no impact on our financial statements.

In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers*, to replace existing revenue recognition rules with a single comprehensive model to use in accounting for revenue arising from contracts with customers. Under this ASU and the associated subsequent amendments (collectively, “ASC 606”), revenue is recognized when a customer obtains control of promised goods or services for an amount that reflects the consideration the entity expects to receive in exchange

for those goods or services. In addition, ASC 606 requires expanded disclosure of the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers.

The Company adopted ASC 606 on January 1, 2018 for all contracts using the modified retrospective method. We recognized the cumulative effect of initially applying the new revenue standard as an adjustment to the opening balance of accumulated deficit. The comparative information has not been restated and continues to be reported under the accounting standards in effect for those periods. We expect the impact of the adoption of the new revenue standard to be immaterial to our net income on an ongoing basis.

A majority of our sales revenue continues to be recognized ratably over the applicable term of the respective subscription or maintenance contracts. For most sales commissions formerly expensed as incurred, other than for perpetual license commissions which will continue to be expensed as incurred, we are now amortizing these costs to the consolidated statements of income over the shorter of 1) the expected life of our customer relationships, which we have determined to be approximately 6 years, or 2) the life of the related technology.

For further discussion about changes to Significant Accounting Policies impacted by the adoption of 2014-09 (Topic 606), see Note 10. Revenue.

The cumulative effect of the changes made to our consolidated January 1, 2018 balance sheet for the adoption of ASC 606 were as follows (in thousands):

Balance Sheet	**Balance at December 31, 2017**	**Adjustments Due to ASC 606**	**Balance at January 1, 2018**
Assets			
Deferred commissions, current	$ —	$ 2,070	$ 2,070
Deferred commissions, noncurrent	—	4,447	4,447
Liabilities			
Deferred revenue (current)	43,807	225	44,032
Equity			
Accumulated deficit	$ (81,128)	$ 6,292	$ (74,836)

In accordance with the new revenue standard requirements, the disclosure of the impact of adoption on our consolidated income statement and balance sheet for the periods ended September 30, 2018 was as follows (in thousands):

	Three Months Ended September 30, 2018			**Nine Months Ended September 30, 2018**		
Income statement	**As Reported**	**Balances Without Adoption of ASC 606**	**Effect of Change Higher/ (Lower)**	**As Reported**	**Balances Without Adoption of ASC 606**	**Effect of Change Higher/ (Lower)**
Revenues						
Perpetual license	915	971	(56)	3,224	3,015	209
Operating expenses						
Sales & marketing	5,299	5,915	(616)	14,955	16,154	(1,199)

During the three months ended September 30, 2018 and the nine months ended September 30, 2018, the effect on earnings per share of the adoption of ASC 606 was an increase in earnings per share of $0.03 and $0.07, respectively.

	As of September 30, 2018		
Balance Sheet	**As Reported**	**Balances Without Adoption of ASC 606**	**Effect of Change Higher/ (Lower)**
Assets			
Deferred commissions, current	$ 2,374	$ —	$ 2,374
Deferred commissions, noncurrent	5,470	—	5,470
Liabilities			
Deferred revenue (current)	43,575	43,368	(207)
Equity			
Accumulated deficit	$ (87,477)	$ (92,361)	$ (4,884)

In January 2017, the FASB issued ASU 2017-01, *Clarifying the Definition of a Business*, which revises the definition of a business and assists in the evaluation of when a set of transferred assets and activities is a business. ASU 2017-01 is effective for interim and annual reporting periods beginning after December 15, 2017, and should be applied prospectively. Early adoption is permitted under certain circumstances. The Company adopted ASU 2017-01 during the first quarter of 2018. No impact on the financial statements was recorded as a result of the adoption of ASU 2017-01.

In January 2017, the FASB issued ASU 2017-04, *Intangibles - Goodwill and Other: Simplifying the Test for Goodwill Impairment*. ASU 2017-04 eliminates step two of the goodwill impairment test and specifies that goodwill impairment should be measured by comparing the fair value of a reporting unit with its carrying amount. Additionally, the amount of goodwill allocated to each reporting unit with a zero or negative carrying amount of net assets should be disclosed. ASU 2017-04 is effective for annual or interim goodwill impairment tests performed in fiscal years beginning after December 15, 2019; early adoption is permitted. The Company adopted ASU 2017-04 during the first quarter of 2018. No impact on the financial statements was recorded as a result of the adoption of ASU 2017-04.

In August 2016, the FASB issued ASU 2016-15, *Classification of Certain Cash Receipts and Cash Payments*. ASU 2016-15 is intended to add or clarify guidance on the classification of certain cash receipts and payments in the statement of cash flows and to eliminate the diversity in practice related to such classifications. The guidance in ASU 2016-15 is required for annual reporting periods beginning after December 15, 2017, with early adoption permitted. The Company adopted ASU 2016-15 during the first quarter of 2017. No additional disclosure was deemed necessary upon the adoption of ASU 2016-15. No impact on the financial statements was recorded as a result of the adoption of ASU 2016-15.

2. Acquisitions

We perform quantitative and qualitative analysis to determine the significance. of each acquisition, to the financial statements the Company. The following acquisitions were deemed to be insignificant, except for Qvidian Corporation, a Delaware corporation ("Qvidian"). Refer to the pro formas disclosed below.

2018 Acquisitions

On March 21, 2018, the Company's wholly owned subsidiary, PowerSteering Software Limited, a limited liability company organized and existing under the laws of England and Wales ("PowerSteering UK"), completed its purchase of the shares comprising the entire issued share capital of Interfax Communications Limited ("Interfax"), an Irish-based software company providing secured cloud-based messaging solutions, including enterprise cloud fax and secure document distribution. In connection with this acquisition, the Company also acquired certain assets related to Interfax's business from a United States based reseller of Interfax's products. The purchase price consideration paid for Interfax was $33.6 million in cash at closing, net of cash acquired of $1.4 million, and a $5.0 million cash holdback payable over 18 months (subject to reduction for indemnification claims). In conjunction with the acquisition of Interfax, certain assets and customer relationships of their U.S. reseller ("Marketech") were purchased for $2.0 million, and excludes any potential earnout payments tied to performance-based goals. Revenues recorded since the acquisition date through September 30, 2018 were approximately $8.1 million.

On June 28, 2018, the Company completed its purchase of RO Innovation, Inc. ("RO Innovation"), a cloud-based customer reference solution for creating, deploying, managing, and measuring customer reference and sales enablement content. The purchase price consideration paid was approximately $12.3 million in cash payable at closing, net of cash acquired of $0.2 million and a $1.8 million cash holdback payable in one year (subject to reduction for indemnification claims) and excludes potential future earn-out payments tied to additional performance-based goals. Revenues recorded since the acquisition date through September 30, 2018 were approximately $1.2 million.

See Note 13. Subsequent Events in Notes to Unaudited Condensed Consolidated Financial Statements for more information regarding an additional acquisition.

2017 Acquisitions

On January 10, 2017, the Company completed its purchase of Omtool, Ltd ("Omtool"), a document capture, fax and workflow solution company. The purchase price consideration paid was approximately $19.3 million in cash payable at closing (net of $3.0 million of cash acquired).

On April 21, 2017, the Company acquired RightAnswers, Inc. ("RightAnswers"), a cloud-based knowledge management system. The purchase price was $17.4 million, in cash at closing (net of $0.1 million cash acquired) and a $2.5 million cash holdback payable in one year (subject to reduction for indemnification claims) and excludes potential future earn-out payments tied to additional performance-based goals.

On July 12, 2017, the Company acquired Waterfall International Inc. ("Waterfall"), a cloud-based mobile messaging platform. The purchase price consideration paid was approximately $24.4 million in cash at closing (net of $0.4 million of cash acquired) and a $1.5 million cash holdback payable in 18 months (subject to reduction for indemnification claims). The foregoing excludes additional potential $3.0 million in earnout payments tied to performance-based conditions.

On November 16, 2017, the Company completed its acquisition of Qvidian, a Massachusetts-based provider of cloud-based RFP and sales-proposal automation software. The purchase price consideration paid by the Company was $50 million in cash.

The pro forma statements of operations data for three and nine months ended September 30, 2018 and September 30, 2017 shown in table below, give effect to the Qvidian acquisition, described above, as if it had occurred at January 1, 2016. These amounts have been calculated after applying our accounting policies and adjusting the results of Qvidian to reflect: the costs of debt financing incurred to acquire Qvidian, the additional intangible amortization and the adjustments to acquired deferred revenue that would have been occurred assuming the fair value adjustments had been applied and incurred since January 1, 2016. This pro forma data is presented for informational purposes only and does not purport to be indicative of our future results of operations.

The table below shows the Pro forma statements of operations data for the three and nine months ended September 30, 2018 and September 30, 2017 (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Revenue	$ 37,144	$ 31,262	$ 104,705	$ 84,524
Loss from continuing operations (1)	$ (4,250)	$ (2,412)	$ (12,641)	$ (10,435)

(1) While some recurring adjustments impact the pro forma figures presented, the decrease in pro forma loss from continuing operations compared to our loss from continuing operations presented on the consolidated statements of operations for the three and nine months ended September 30, 2018 and September 30, 2017 includes nonrecurring adjustments removing acquisition costs from 2017 and reflects these costs in the year ended 2016, the year the acquisition was assumed to be completed for pro forma purposes.

The following condensed table presents the preliminary and finalized acquisition-date fair value of the assets acquired and liabilities assumed for the acquisitions in 2017 and through the nine months ended September 30, 2018, as well as assets and liabilities (in thousands):

	Preliminary			Finalized		
	RO Innovation	Interfax	Qvidian	Waterfall	RightAnswers	Omtool
Year Acquired	2018	2018	2017	2017	2017	2017
Cash	$ 197	$ 1,396	$ 468	$ 100	$ 139	$ 2,957
Accounts receivable	1,564	1,706	1,907	1,477	2,164	784
Other current assets	1,299	1,000	334	608	246	464
Property and equipment	15	286	108	23	408	58
Customer relationships	8,596	22,577	30,160	6,400	10,500	4,400
Trade name	65	649	227	110	180	170
Technology	1,636	5,236	5,739	2,800	2,300	3,180
Goodwill	4,535	14,070	21,229	18,575	15,680	14,081
Other assets	—	14	8	—	—	33
Total assets acquired	17,907	46,934	60,180	30,093	31,617	26,127
Accounts payable	(231)	(737)	(388)	(605)	(139)	(219)
Accrued expense and other	(1,921)	(2,832)	(403)	(1,136)	(2,108)	(915)
Deferred tax liabilities	—	(3,365)	—	—	—	—
Deferred revenue	(1,505)	—	(9,389)	(1,220)	(5,479)	(2,779)
Total liabilities assumed	(3,657)	(6,934)	(10,180)	(2,961)	(7,726)	(3,913)
Total consideration	$ 14,250	$ 40,000	$ 50,000	$ 27,132	$ 23,891	$ 22,214

Tangible assets were valued at their respective carrying amounts, which approximates their estimated fair value. The valuation of identifiable intangible assets reflects management's estimates based on, among other factors, use of established valuation methods. Customer relationships were valued using an income approach, which estimates fair value based on the earnings and cash flow capacity of the subject asset. The value of the marketing-related intangibles was determined using a relief-from-royalty method, which estimates fair value based on the value the owner of the asset receives from not having to pay a royalty to use the asset. Developed technology was valued using a cost-to-recreate approach.

The Company recorded the purchase of the acquisitions described above using the acquisition method of accounting and, accordingly, recognized the assets acquired and liabilities assumed at their fair values as of the date of the acquisition. The purchase price allocations for the 2017 acquisitions of Omtool, RightAnswers, and Waterfall are final, and Qvidian, Interfax, and RO Innovation are preliminary as the Company has not obtained and evaluated all of the detailed information necessary to finalize the opening balance sheet amounts in all respects. Management has recorded the purchase price allocations based upon acquired company information that is currently available. Management expects to complete its purchase price allocations for Qvidian in the fourth quarter of 2018 and for Interfax and RO Innovation in the first half of 2019.

There were immaterial changes in the preliminary acquisition-date fair value of assets and liabilities for Qvidian during the three months ended September 30, 2018. The change in the preliminary acquisition-date fair value of assets and liabilities for Interfax during the three months ended September 30, 2018 was $2.3 million increase in intangibles (customer relationships, trade name and technology) due to a change in estimates. The change in the preliminary acquisition-date fair value of assets and liabilities for RO Innovation during the three months ended September 30, 2018 was $1.4 million, including a $0.2 million reduction Accounts receivable and a $1.2 million increase in Other liabilities.

The goodwill of $88.2 million for the above acquisitions is primarily attributable to the synergies expected to arise after the acquisition. Goodwill deductible for tax purposes is $3.7 million for Waterfall, $2.4 million (at the time of the acquisition) for Interfax, and $2.7 million for RO Innovation. There was no Goodwill deductible for tax purposes for our Omtool, RightAnswers, and Qvidian acquisitions. Measurement period expenses recorded to other income (expense), net, related to acquisitions that took place within a prior period for the three months ended September 30, 2018 and the three months ended September 30, 2017 were net expense of $0.6 million and none, respectively, and for the nine months ended September 30, 2018 and the nine months ended September 30, 2017, were net income of $0.8 million and $0.1 million, respectively.

Total one-time transaction costs, excluding one-time restructuring costs, incurred with respect to acquisition activity in the three months ended September 30, 2018 and the three months ended September 30, 2017 were $0.2 million and $1.1 million and for the nine months ended September 30, 2018 and the nine months ended September 30, 2017 were $2.8 million and $4.3 million, respectively.

3. Fair Value Measurements

Fair value is defined as the exit price, or the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants as of the measurement date. GAAP sets forth a three–tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. The three tiers are Level 1, defined as observable inputs, such as quoted market prices in active markets; Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs in which little or no market data exists, which therefore requires an entity to develop its own assumptions.

Changes to the fair value of earnout liabilities are recorded to other expense, net. Liabilities measured at fair value on a recurring basis are summarized below (in thousands):

	Fair Value Measurements at December 31, 2017			
	Level 1	Level 2	Level 3	Total
Earnout consideration liability	$ —	$ —	$ 3,576	$ 3,576

	Fair Value Measurements at September 30, 2018			
	(unaudited)			
	Level 1	Level 2	Level 3	Total
Earnout consideration liability	$ —	$ —	$ 2,537	$ 2,537

As of September 30, 2018, the Level 3 earnout consideration liability consists of amounts associated with the acquisitions of Waterfall in July 2017, Marketech in March 2018, and RO Innovation in June 2018. The Level 3 earnout consideration liability associated with RightAnswers of $2.0 million was settled in February 2018. In addition, the increase in cash earnouts from December 31, 2017 to September 30, 2018 is related to current year acquisitions.

The following table presents additional information about liabilities measured at fair value on a recurring basis and for which we have utilized significant unobservable (Level 3) inputs to determine fair value (in thousands):

Ending balance at December 31, 2017	$ 3,576
Additions - cash earnouts	939
Settlements - cash earnouts	(1,978)
Ending balance at September 30, 2018	$ 2,537

The fair value of the cash earnout consideration was determined using the Binary Option model based on the present value of the probability-weighted earnout consideration.

Debt

The Company believes the carrying value of its long-term debt at September 30, 2018 approximates its fair value based on the variable interest rate feature or based upon interest rates currently available to the Company.

The estimated fair value and carrying value of the Company's debt, before debt discount, at September 30, 2018 and December 31, 2017 are $160.9 million and $113.8 million, respectively, based on valuation methodologies using interest rates currently available to the Company, which are Level 2 inputs.

4. Goodwill and Other Intangible Assets

Changes in the Company’s goodwill balance for the nine months ended September 30, 2018 are summarized in the table below (in thousands):

Balance at December 31, 2017	$ 154,607
Acquired in business combinations	11,800
Adjustment related to prior year business combinations	(15,022)
Adjustment related to finalization of current year business combinations	6,056
Foreign currency translation adjustment	(363)
Balance at September 30, 2018	$ 157,078

Net intangible assets include the estimated acquisition-date fair values of customer relationships, marketing-related assets, and developed technology that the Company recorded as part of its business acquisitions. The $15.0 million adjustment to Goodwill during the six months ended September 30, 2018 primarily related to changes in the ASC 805 valuation of customer relationships in the prior year business combination of Qvidian.

The following is a summary of the Company’s intangible assets, net (in thousands):

	Estimated Useful Life (Years)	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
September 30, 2018:				
Customer relationships	1-10	$ 116,733	$ 26,784	$ 89,949
Trade name	1.5-7	4,009	3,224	785
Developed technology	4-7	35,923	14,501	21,422
Total intangible assets		$ 156,665	$ 44,509	$ 112,156

	Estimated Useful Life (Years)	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
December 31, 2017:				
Customer relationships	5-10	$ 69,061	$ 18,040	$ 51,021
Trade name	1.5	3,431	2,900	531
Developed technology	4-7	29,308	10,817	18,491
Total intangible assets		$ 101,800	$ 31,757	$ 70,043

The following table summarizes the Company's weighted-average amortization period, in total and by major finite-lived intangible asset class (in years):

	September 30, 2018	December 31, 2017
Customer relationships	9.3	9.0
Trade name	1.7	1.5
Developed technology	6.6	6.4
Total weighted-average amortization period	8.5	8.2

The Company periodically reviews the estimated useful lives of its identifiable intangible assets, taking into consideration any events or circumstances that might result in either a diminished fair value or revised useful life. There have been no indicators of impairment or change in the useful life during the three and nine months ended September 30, 2018 and September 30, 2017, respectively. Total amortization expense during the three months ended September 30, 2018 and September 30, 2017 was $4.8 million and $2.5 million, respectively, and for the nine months ended September 30, 2018 and September 30, 2017 was $12.9 million and $6.3 million, respectively.

Estimated annual amortization expense for the next five years and thereafter is as follows (in thousands):

	Amortization Expense
Year ending December 31:	
Remainder of 2018	$ 4,766
2019	18,125
2020	16,163
2021	15,462
2022	13,325
2023 and thereafter	44,315
Total	$ 112,156

5. Income Taxes

The Company's income tax provision for the three and nine months ended September 30, 2018 and September 30, 2017 reflects its estimate of the effective tax rates expected to be applicable for the full years, adjusted for any discrete events that are recorded in the period in which they occur. The estimates are re-evaluated each quarter based on the estimated tax expense for the full year. The tax provision for the three and nine months ended September 30, 2018 and September 30, 2017 is primarily related to foreign income taxes associated with our Canadian, Irish, and Israeli operations, changes in deferred tax liabilities associated with amortization of United States tax deductible goodwill and state taxes in certain states in which the Company does not file on a consolidated basis or have net operating loss carryforwards. The Company has historically incurred operating losses in the United States and, given its cumulative losses and limited history of profits, has recorded a valuation allowance against its United States net deferred tax assets, exclusive of tax deductible goodwill, at September 30, 2018 and September 30, 2017, respectively.

The Company has reflected any uncertain tax positions primarily within its long-term taxes payable and a portion within deferred taxes. Federal, state, and foreign income tax returns have been filed in jurisdictions with varying statutes of limitations. Varying among the separate companies, tax years 1998 through 2017 remain subject to examination by federal and most state tax authorities due to our net operating loss carryforwards. In foreign jurisdictions, tax years 2008 through 2017 remain subject to examination.

The Tax Act enacted in December 2017 introduced significant changes to U.S. income tax law. Effective 2018, the Tax Act reduced the U.S. statutory tax rate from 35% to 21% and created new taxes on certain foreign-sourced earnings and certain intercompany payments. The Company is applying the guidance in SEC Staff Accounting Bulletin No. 118 when accounting for the enactment-date effects of the Tax Act.

Due to the timing of the enactment and the complexity involved in applying the provisions of the Tax Act, we made reasonable estimates of the effects and recorded provisional amounts in our financial statements as of December 31, 2017. As we collect and prepare necessary data, and interpret the Tax Act and any additional guidance issued by the U.S. Treasury Department, the Internal Revenue Service (IRS), and other standard-setting bodies, we may make adjustments to the provisional amounts. Those adjustments may materially affect our provision for income taxes and effective tax rate in the period in which the adjustments are made. During the nine months ended September 30, 2018, the Company did not recognize any adjustments to the provisional amounts recorded at December 31, 2017. The accounting for the tax effects of the Tax Act will be completed later in 2018.

Under a provision commonly known as global intangible low taxes income ("GILTI"), the Tax Act subjects a U.S. shareholder to current tax on certain earnings of foreign subsidiaries. Under US GAAP, an accounting policy election can be made to either recognize deferred taxes for temporary basis differences expected to reverse as GILTI in future years, or to provide for the tax expense related to GILTI in the year the tax is incurred as a period expense only. Given the complexity of the GILTI provisions, the Company is still evaluating the effects of the GILTI provisions and has not yet made an accounting policy election. At September 30, 2018, because the Company is still evaluating the GILTI provisions, it has included GILTI related to current-year operations only in our estimated annual effective tax rate and has not provided additional GILTI on deferred items.

6. Debt

Long-term debt consisted of the following at September 30, 2018 and December 31, 2017 (in thousands):

	September 30, 2018		December 31, 2017	
Senior secured loans (includes unamortized discount of $2,678 and $2,668 based on an imputed interest rate of 7.1% and 7.7%, at September 30, 2018 and December 31, 2017, respectively)	$	158,228	$	111,144
Less current maturities		(4,330)		(2,301)
Total long-term debt	$	153,898	$	108,843

Loan and Security Agreements

Eighth Amendment to Credit Facility

See Note 13. Subsequent Events in Notes to Unaudited Condensed Consolidated Financial Statements for more information regarding amendments to this facility.

Seventh Amendment to Credit Facility

On July 31, 2018, the Company entered into a seventh amendment to the Credit Facility, with a Consent and Seventh Amendment to Credit Agreement (the “Seventh Amendment”). The purpose of the Seventh Amendment was (i) to obtain the consent of the Required Lenders (as such term is defined in the Credit Facility) for the waiver of the requirement that Interfax Communications Limited, Data Guard Limited and Return Fax 2000 Limited become Canadian Guarantors and join the Canadian Guarantee and Security Agreement as Grantors and (ii) to clarify certain definitions included in the Credit Facility.

Sixth Amendment to Credit Facility

On March 21, 2018, the Company entered into a sixth amendment to its Credit Agreement dated May 14, 2015, as amended, among, *inter alia*, the Company, certain of its subsidiaries, and each of the lenders named in the Credit Agreement (the “Credit Facility”) with Wells Fargo Capital Finance and CIT Bank, N.A. as joint lead arrangers, and including Goldman Sachs Bank USA, Regions Bank, and Citizens Bank, N.A. (collectively, the "Lenders"), with a Consent and Sixth Amendment to Credit Agreement (the “Sixth Amendment”).

Loans

The Sixth Amendment to the Credit Facility provided for a $258.7 million credit facility, including (i) a $163.7 million term loan facility, (ii) a $30.0 million delayed draw term loan commitment (the "DDTL"), (iii) a $10.0 million revolving loan commitment, and (iv) a $55.0 million uncommitted accordion.

Specifically, the Credit Facility provided for $163.7 million of term debt comprised of (i) a fully drawn U.S. term loan facility in an aggregate principal amount of $158.4 million (the “U.S. Term Loan”), and (ii) a fully drawn Canadian term loan facility in an aggregate principal amount of $5.3 million (the “Canadian Term Loan” together with the U.S. and Canadian Term Loans, the “Term Loans”). The Credit Facility provides that any principal repayments under the Term Loans shall reduce the amount available under the term loan facilities.

In addition, the Credit Facility also provides for revolvers of $10.0 million, comprised of (i) a U.S. revolving credit facility in an aggregate principal amount of up to $9.0 million (the “U.S. Revolver”), and (ii) a Canadian revolving credit facility in an aggregate principal amount of up to $1.0 million (the “Canadian Revolver” and, together with the U.S. Revolver, the “Revolver”).

As of September 30, 2018, there were no amounts drawn on the Revolver, and there was $160.9 million outstanding on the Term Loans comprised of (i) $155.7 million in the U.S. Term Loans outstanding under the Credit Facility; and (ii) $5.2 million in the Canadian Term Loans outstanding under the Credit Facility.

Terms of Term Loans

Under the terms of the Sixth Amendment, the Term Loans are repayable, on a quarterly basis by an amount equal to 2.5% per annum on or before June 30, 2019, after which the remaining balance is payable on a straight-line basis by an amount equal to 5.0% per annum thereafter until the facility's maturity date of August 2, 2022.

The Sixth Amendment also provides for other improvements including, among other things, (i) a favorable adjustment to decrease the overall applicable interest rate for accounts outstanding under the Credit Agreement by 50 to 150 basis points resulting in an effective interest rate at the time of the Sixth Amendment of approximately 6.15% down from the previous effective interest rate of approximately 7.1%; (ii) a favorable adjustment to the leverage ratio to increase the amount of funded indebtedness to EBITDA (as defined in the Amendment) to 4.25 to 1.00 as of March 31, 2018, along with additional leverage ratio improvements throughout the remainder of the loan term; and (iii) a favorable increase to the recurring revenue ratio future draw condition to the delayed draw term loan facility from 1.25:1.0 to 1.50:1.0.

Also, the maximum amount of purchase consideration payable in respect of an individual permitted acquisition is $25.0 million and in respect of all permitted acquisitions is $175.0 million. In addition, the amount of permitted indebtedness to sellers of businesses increased is $20.0 million.

Terms of Delay Draw Term Loan

Pursuant to the terms of the Credit Facility, the undrawn $30.0 million DDTL is to be used to finance acquisitions. The DDTL, if all or a portion is drawn, is repayable, on a quarterly basis, by an amount equal to 2.5% per annum on or before June 30, 2019, after which the remaining balance is payable on a straight-line basis by an amount equal to 5.0% per annum thereafter until the facility's maturity date of August 2, 2022.

Terms of Revolver

Loans under the Revolver are available up to the lesser of (i) $10.0 million (the "Maximum Revolver Amount") or (ii) the maximum facility amount of $203.7 million less the sum of any amount of Revolver usage plus the outstanding balance of the Term Loans and other uses of the capacity made under the Credit Facility (such amount, the "Credit Amount"). The Revolver provides a subfacility whereby the Company may request letters of credit (the "Letters of Credit") in an aggregate amount not to exceed, at any one time outstanding, $0.5 million and $0.25 million, from the U.S and Canadian facilities, respectively. The aggregate amount of outstanding Letters of Credit is reserved against the credit availability under the Maximum Revolver Amount and the Credit Amount.

Loans under the Revolver may be borrowed, repaid and reborrowed until August 2, 2022 (the "Maturity Date"), at which time all amounts borrowed under the Credit Facility must be repaid.

Other Terms of Credit Facility

At the option of the Company, U.S. loans accrue interest at a per annum rate based on (i) the U.S. base rate plus a margin ranging from 3.00% to 4.00% depending on the leverage ratio or (ii) the U.S. LIBOR rate determined in accordance with the Credit Facility (based on 1, 2, 3 or 6-month interest periods) plus a margin ranging from 4.00% to 5.00% depending on the leverage ratio. The U.S. base rate is a rate equal to the highest of (i) the federal funds rate plus a margin equal to 0.5%, (ii) the U.S. LIBOR rate for a 1-month interest period plus 1.0%, or (iii) Wells Fargo Capital Finance's prime rate.

At the option of the Company, the Canadian loans accrue interest at a per annum rate based on (i) the Canadian prime rate or the U.S. base rate plus a margin ranging from 3.00% to 4.00% depending on the leverage ratio or (ii) the U.S. LIBOR rate determined in accordance with the Credit Facility (based on 1, 2, 3 or 6-month interest periods) (or the Canadian Bankers' Acceptance ("Canadian BA") rate determined in accordance with the Credit Facility for obligations in Canadian dollars) plus a margin ranging from 4.00% to 5.00% depending on the leverage ratio.

Accrued interest on the loans will be paid monthly, or, with respect to loans that are accruing interest based on the U.S. LIBOR rate or Canadian BA rate, at the end of the applicable U.S. LIBOR or Canadian BA interest rate period.

Lenders are entitled to a premium (the "Prepayment Premium") in the event of certain prepayments as follows: (i) from August 2, 2017 to August 1, 2018, 2.0% times the sum of (a) the Maximum Revolver Amount plus (b) the outstanding principal amount of the Term Loans and DDTL on the date immediately prior to the date of the prepayment (such sum, the "Prepayment Amount") and (ii) from August 2, 2018 to August 1, 2019, 1.0% times the Prepayment Amount. The Company may also be subject to prepayment fees in the case of commitment reductions of the Revolver and also may be obligated to prepay loans upon the occurrence of certain events.

The Company is also obligated to pay other customary servicing fees, letter of credit fees and unused credit facility fees.

The Credit Facility contains customary affirmative and negative covenants. The negative covenants limit the ability of the Company and its subsidiaries to, among other things (in each case subject to customary exceptions for a credit facility of this size and type):

- Incur additional indebtedness or guarantee indebtedness of others;
- Create liens on their assets;
- Make investments, including certain acquisitions;

- Enter into mergers or consolidations;
- Dispose of assets;
- Pay dividends and make other distributions on the Company's capital stock, and redeem and repurchase the Company's capital stock;
- Enter into transactions with affiliates; and
- Prepay indebtedness or make changes to certain agreements.

There are certain financial covenants that will become more restrictive starting March 31, 2019. If an event of default occurs, at the election of the Lenders, a default interest rate shall apply on all obligations during an event of default, at a rate per annum equal to 2.00% above the applicable interest rate.

The Credit Facility permits the Company to buyback up to $10.0 million of its capital stock, subject to restrictions including a minimum liquidity requirement of $25.0 million before and after any such buyback.

Interest Rate and Debt Discount

Cash interest costs averaged 6.7% and 6.3% under the Credit Facility for the nine months ended September 30, 2018 and for the year ended December 31, 2017, respectively. In addition, the Company has $2.7 million and $2.7 million of unamortized debt discount associated with the Credit Facility as of September 30, 2018 and December 31, 2017, respectively. These debt discount costs will be amortized to non-cash interest expense over the term of the Credit Facility.

Debt Maturities

Under the terms of the Sixth Amendment, future debt maturities of long-term debt (excluding financing costs) at September 30, 2018 are as follows (in thousands):

Remaining 2018	$	1,031
2019		6,188
2020		8,250
2021		8,250
2022		137,187
Thereafter		—
Total debt maturities		160,906
Less current maturities		(4,330)
Less unamortized debt discount		(2,678)
Notes Payable, less current maturities and unamortized debt discount	$	153,898

7. Net Loss Per Share

The following table sets forth the computations of loss per share (in thousands, except share and per share amounts):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Numerator:				
Net Loss	$ (4,250)	$ (3,506)	$ (12,641)	$ (14,931)
Denominator:				
Weighted–average common shares outstanding, basic and diluted	20,089,919	19,380,519	19,916,907	18,043,365
Net loss per common share, basic and diluted	$ (0.21)	$ (0.18)	$ (0.63)	$ (0.83)

Due to the net losses for the three and nine months ended September 30, 2018 and September 30, 2017, respectively, basic and diluted loss per share were the same, as the effect of all potentially dilutive securities would have been anti–dilutive. The following table sets forth the anti–dilutive common share equivalents as of September 30, 2018 and September 30, 2017:

	September 30,	
	2018	**2017**
Stock options	410,506	692,097
Restricted stock	1,473,898	1,274,088
Total anti–dilutive common share equivalents	1,884,404	1,966,185

8. Commitments and Contingencies

Purchase Commitments

The Company purchased software development services pursuant to a technology services agreement with DevFactory FZ-LLC for the three months ended September 30, 2018 and September 30, 2017 totaling $0.8 million and $0.6 million, respectively, and for the nine months ended September 30, 2018 and September 30, 2017, totaling $2.4 million and $1.6 million, respectively. The remaining purchase obligation after September 30, 2018 through December 31, 2018 is $0.8 million. See Note 12 — Related Party Transactions for more information regarding our purchase commitment to this related party.

Litigation

In the normal course of business, the Company may become involved in various lawsuits and legal proceedings. At this time, the Company is not involved in any current or pending legal proceedings, and does not anticipate any legal proceedings, that may have a material adverse affect on the consolidated financial position or results of operations of the Company.

9. Stockholders' Equity

On May 12, 2017, the Company filed a registration statement on Form S-3 (File No. 333-217977) (the "S-3"), to register Upland securities in an aggregate amount of up to $75.0 million for offerings from time to time. The S-3 was amended on May 22, 2017 and declared effective on May 26, 2017. On June 6, 2017, the Company completed a registered underwritten public offering pursuant to the S-3. The net proceeds of the offering were approximately $42.7 million, net of issuance costs, in exchange for 2,139,534 shares of common stock.

Restricted Stock Awards

Restricted share activity during the nine months ended September 30, 2018 was as follows:

	Number of Restricted Shares Outstanding	Weighted-Average Grant Date Fair Value
Unvested balances at December 31, 2017	1,047,480	$ 13.35
Awards granted	825,741	28.97
Awards vested	(398,323)	16.63
Awards forfeited	(1,000)	23.60
Unvested balances at September 30, 2018	1,473,898	$ 21.21

Stock Option Activity

Stock option activity during the nine months ended September 30, 2018 was as follows:

	Number of Options Outstanding	Weighted–Average Exercise Price
Outstanding at December 31, 2017	549,907	$ 7.36
Options granted	4,378	33.39
Options exercised	(143,706)	6.12
Options expired	(73)	1.79
Outstanding at September 30, 2018	410,506	$ 8.08

Share-based Compensation

The Company recognized share-based compensation expense from all awards in the following expense categories (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Cost of revenue	$ 195	$ 147	$ 464	$ 277
Research and development	383	219	871	560
Sales and marketing	169	73	368	149
General and administrative	3,034	1,445	8,677	6,818
Total	$ 3,781	$ 1,884	$ 10,380	$ 7,804

10. Revenue

Revenues are recognized when control of the promised goods or services is transferred to the Company's customers, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods or services over the term of the agreement, generally when made available to the customers. We enter into contracts that can include various combinations of products and services, which are generally capable of being distinct and accounted for as separate performance obligations. Revenues are recognized net of sales credits and allowances. Revenue is recognized net of any taxes collected from customers, which are subsequently remitted to governmental authorities.

Revenue-generating activities consist of subscription and support, perpetual licenses, and professional services revenues within a single operating segment.

Subscription and Support Revenues

The Company's software solutions are available for use as hosted application arrangements under subscription fee agreements without licensing perpetual rights to the software. Subscription fees from these applications are recognized over time on a ratable basis over the customer agreement term beginning on the date the Company's solution is made available to the customer. Our subscription contracts are generally one to three years in length. Amounts that have been invoiced are recorded in accounts receivable and deferred revenues or revenues, depending on whether the revenue recognition criteria have been met. Additional fees for monthly usage above the levels included in the standard subscription fee are recognized as revenue at the end of each month and is invoiced concurrently.

Perpetual License Revenues

The Company also records revenue from the sales of proprietary software products under perpetual licenses. Revenue from distinct on-premises licenses is recognized upfront at the point in time when the software is made available to the customer. The Company's products do not require significant customization.

Professional Services Revenue

Professional services provided with subscription and support licenses and perpetual licenses consist of implementation fees, data extraction, configuration, and training. The Company’s implementation and configuration services do not involve significant customization of the software and are not considered essential to the functionality. Revenues from professional services are recognized over time as such services are performed.

Significant Judgments

Performance Obligations and Standalone Selling Price

A performance obligation is a promise in a contract to transfer a distinct good or service to the customer and is the unit of accounting. Determining whether products and services are considered distinct performance obligations that should be accounted for separately versus together may require significant judgment. The Company has contracts with customers that often include multiple performance obligations, usually including perpetual licenses, multiple subscriptions and professional services. For these contracts, the Company accounts for individual performance obligations separately if they are distinct by allocating the contract's total transaction price to each performance obligation in an amount based on the relative standalone selling price, or SSP, of each distinct good or service in the contract.

Judgment is required to determine the SSP for each distinct performance obligation. A residual approach would only be applied when a particular performance obligation has highly variable and uncertain SSP and such is bundled with other performance obligations that have observable SSP. A contract's transaction price is allocated to each distinct performance obligation and recognized as revenue when, or as, the performance obligation is satisfied. We determine the SSP based on our overall pricing objectives, taking into consideration market conditions and other factors, including the value of our contracts, historical standalone sales, customer demographics, geographic locations, and the number and types of users within our contracts.

Other Considerations

The Company evaluates whether it is the principal (i.e., report revenues on a gross basis) or agent (i.e., report revenues on a net basis) for vendor reseller agreements. Generally, the Company reports revenues from these types of contracts on a gross basis, meaning the amounts billed to customers are recorded as revenues, and expenses incurred are recorded as cost of revenues. Where the Company is the principal, it first obtains control of the inputs to the specific good or service and directs their use to create the combined output. The Company's control is evidenced by its involvement in the integration of the good or service on its platform before it is transferred to its customers, and is further supported by the Company being primarily responsible to its customers and having a level of discretion in establishing pricing. Revenues provided from agreements in which the Company is an agent are immaterial.

Payment terms and conditions vary by contract type, although terms generally include a requirement of payment within 30 to 60 days. In instances where the timing of revenue recognition differs from the timing of invoicing, we have determined our contracts generally do not include a significant financing component. The primary purpose of our invoicing terms is to provide customers with simplified and predictable ways of purchasing our products and services, not to receive financing from our customers or to provide customers with financing. Example includes invoicing at the beginning of a subscription term with revenue recognized ratably over the contract period.

Unearned revenue is mainly unearned revenue related to subscription services. During the nine months ended September 30, 2018, we recognized $53.7 million of subscription services revenue that was included in the unearned revenue balances at the beginning of the period. Professional services revenue recognized in the same period from unearned revenue balances at the beginning of the period was not material.

Remaining Performance Obligations

As of September 30, 2018, approximately $94 million of revenue is expected to be recognized from remaining performance obligations for subscription contracts. We expect to recognize revenue on approximately 76% of these remaining performance obligations over the next 15 months, with the balance recognized thereafter. Revenue from remaining performance obligations for professional services contracts as of September 30, 2018 was not material.

Deferred Commissions

The Company capitalizes sales commissions related to its customer agreements. The Company capitalizes commissions and bonuses for those involved in the sale, as these are incremental to the sale. The Company begins amortizing deferred solution and other costs for a particular customer agreement once the revenue recognition criteria are met and amortizes those deferred costs over the expected life of the customer relationships, which has been determined to be approximately 6 years. The portion of capitalized costs expected to be amortized during the succeeding twelve-month period is recorded in current assets as deferred commissions, current, and the remainder is recorded in long-term assets as deferred commissions, net of current portion. Amortization expense is included in sales and marketing expenses in the accompanying condensed consolidated statements of operations.

11. Domestic and Foreign Operations

Revenue by geography is based on the ship-to address of the customer, which is intended to approximate where the customer's users are located. The ship-to country is generally the same as the billing country. The Company has operations in the U.S., Canada and Europe. Information about these operations is presented below (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Revenues:				
U.S.	$ 30,681	$ 21,468	$ 83,640	$ 57,093
Canada	1,525	1,186	4,781	3,265
Other International	4,938	3,418	16,284	9,747
Total Revenues	$ 37,144	$ 26,072	$ 104,705	$ 70,105

12. Related Party Transactions

We are a party to two agreements with companies controlled by a non-management investor in the Company:

- On March 28, 2017, the Company entered into an amendment to the Amended and Restated Technology Services Agreement with DevFactory FZ LLC ("DevFactory") to extend the initial term end date from December 31, 2017 to December 31, 2021. Additionally, the Company amended the option for either party to renew annually for one additional year. The effective date of the amendment is January 1, 2017. DevFactory is an affiliate of ESW Capital LLC, which holds more than 5% of the Company's capital stock. The Company has an outstanding purchase commitment in 2018 for software development services pursuant to this agreement in the amount of $3.2 million. For years after 2018, the purchase commitment amount for software development services will be equal to the prior year purchase commitment increased (decreased) by the percentage change in total revenue for the prior year as compared to the preceding year. For example, if 2018 total revenues increase by 10% as compared to 2017 total revenues, then the 2019 purchase commitment will increase by approximately $0.4 million from the 2018 purchase commitment amount to approximately $3.6 million. The Company purchased software development services pursuant to this agreement with DevFactory during the three months ended September 30, 2018 and September 30, 2017 totaling $0.8 million and $0.6 million, respectively, and during the nine months ended September 30, 2018 and September 30, 2017, in the amount of $2.4 million and $1.6 million, respectively.
- The Company purchased services from Crossover, Inc. ("Crossover"), a company controlled by ESW Capital, LLC (a non-management investor) during the three months ended September 30, 2018 and September 30, 2017 of approximately $0.8 million and $0.7 million, respectively, and during nine months ended September 30, 2018 and September 30, 2017 approximately $2.4 million and $2.2 million, respectively. Crossover provides a proprietary technology system to help the Company identify, screen, select, assign, and connect with necessary resources from time to time to perform technology software development and other services throughout the Company, and track productivity of such resources. While there are no purchase commitments with Crossover, the Company continues to use its services in 2018.

The Company has an arrangement with a former subsidiary, Visionael Corporation ("Visionael"), to provide management, human resource, payroll and administrative services. John T. McDonald, the Company's Chief Executive Officer and Chairman of the Board, beneficially holds an approximate 26.18% interest in Visionael. The Company received fees from this arrangement during the three months ended September 30, 2018 and September 30, 2017 totaling $15,000 and $90,000, respectively and during the nine months ended September 30, 2018 and September 30, 2017 totaling $45,000 and $270,000, respectively.

13. Subsequent Events

On October 3, 2018, the Company's wholly owned subsidiary, PowerSteering UK, completed its purchase of the shares comprising the entire issued share capital of Rapide Communication LTD, a private company limited by shares organized and existing under the laws of England and Wales doing business as Rant & Rave ("Rant & Rave"), a leading provider of cloud-based customer engagement solutions. The purchase price paid for Rant & Rave was $58.5 million in cash at closing, net of cash acquired, and a $6.5 million cash holdback payable in 12 months (subject to indemnification claims). The required disclosures have not been provided as the Company is currently in the process of completing the accounting for this transaction due to the timing of the acquisition. The Company expects to complete the preliminary allocation of the purchase consideration to the assets acquired and liabilities assumed and the pro forma impact of this acquisition by the end of its fourth quarter of fiscal 2018.

In connection with the acquisition of Rant & Rave, Upland amended and expanded its credit facility from $258.7 million to $358.9 million. Specifically, $63.0 million of new term debt was drawn, taking Upland's gross debt outstanding from $160.9 million to $223.9 million with debt, net of cash on hand, now at approximately $209 million at a new lower maximum interest rate of LIBOR + 400 basis points (currently at approximately 6.3%). Further details regarding the transaction can be obtained in the Form 8-K filed on October 3, 2018.

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

Forward Looking Statements

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our unaudited condensed consolidated financial statements and the notes thereto appearing elsewhere in this Quarterly Report on Form 10-Q.

This Quarterly Report on Form 10-Q contains "forward-looking statements" within the meaning of Section 27A of the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Forward-looking statements generally relate to future events or our future financial or operating performance. Forward-looking statements may be identified by the use of forward-looking words such as "anticipate," "believe," "may," "will," "continue," "seek," "estimate," "intend," "hope," "predict," "could," "should," "would," "project," "plan," "expect" or the negative or plural of these words or similar expressions, although not all forward-looking statements contain these words. Factors or risks that could cause our actual results to differ from the results we anticipate include, but are not limited to:

- our financial performance and our ability to achieve or sustain profitability or predict future results;
- our ability to consummate and integrate acquisitions;
- our ability to attract and retain customers;
- our ability to deliver high-quality customer service;
- the growth of demand for enterprise work management applications;
- our ability to effectively manage our growth;
- maintaining our senior management team and key personnel;
- our ability to maintain and expand our direct sales organization;
- the performance of our resellers;
- our ability to obtain financing in the future on acceptable terms or at all;
- our ability to adapt to changing market conditions and competition;
- our ability to successfully enter new markets and manage our international expansion;
- the operation and reliability of our third-party data centers and hosting providers;
- our ability to manage our consultants and contractors;
- our ability to adapt to technological change and continue to innovate;
- economic and financial conditions;
- our ability to integrate our applications with other software applications;
- maintaining and expanding our relationships with third parties;
- costs associated with defending intellectual property infringement and other claims;
- our ability to maintain, protect and enhance our brand and intellectual property;
- our ability to comply with privacy laws and regulations; and
- other risk factors included under "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2017, filed with the SEC on March 9, 2018, as updated by this Quarterly Report on Form 10-Q and periodically updated as necessary in our future quarterly reports on Form 10-Q and other filings that we make with the SEC.

The outcome of the events described in these forward-looking statements is subject to known and unknown risks, uncertainties and other factors that could cause actual results to differ materially from our forward-looking statements, including risks and uncertainties detailed in this and our other reports and filings with the SEC. The forward-looking statements in this Quarterly Report on Form 10-Q represent our views as of the date of this Quarterly Report on Form 10-Q. We anticipate that subsequent events and developments may cause our views to change. However, while we may elect to update these forward-looking statements at some point in the future, we have no current intention of doing so except to the extent required by applicable law. You should, therefore, not rely on these forward-looking statements as representing our views as of any date subsequent to the date of this Quarterly Report on Form 10-Q.

Overview

We provide cloud-based enterprise work management software. We define enterprise work management software as software applications that enable organizations to plan, manage and execute projects and work. Our family of applications enables users to manage their projects, professional workforce and IT investments, automate document-intensive business processes, and effectively engage with their customers, prospects, and community via the web and mobile technologies.

The continued growth of an information-based economy has given rise to a large and growing group of knowledge workers who operate in dynamic work environments as part of geographically dispersed and virtual teams. We believe that manual processes and legacy on- premise enterprise systems are insufficient to address the needs of the modern work environment. In order for knowledge workers to be successful, they need to interact with intuitive enterprise work systems in a collaborative way, including real-time access. Today, legacy processes and systems are being disrupted and replaced by cloud-based enterprise work management software that improves visibility, collaboration and productivity.

In response to these changes, we are providing organizations and their knowledge workers with software applications that better align resources with business objectives and increase visibility, governance, collaboration, quality of customer experience, and responsiveness to changes in the business environment. This results in increased work capacity, higher productivity, better execution, and greater levels of customer engagement. Our applications are easy-to-use, scalable, and offer real-time collaboration for knowledge workers distributed on a local or global scale. Our applications address enterprise work challenges in the following categories:

- *Project & Information Technology (IT) Management*. Enables users to manage their organization’s projects, professional workforce and IT costs.
- *Workflow Automation*. Enables users to streamline, optimize, automate and secure document-intensive workflow business processes across their enterprise and supply chain.
- *Digital Engagement*. Enables users to effectively engage with their customers, prospects and community via the web and mobile technologies.

We sell our software applications primarily through a direct sales organization comprised of inside sales and field sales personnel. In addition to our direct sales organization, we have an indirect sales organization, which sells to distributors and value-added resellers. We employ a land-and-expand go-to-market strategy. After we demonstrate the value of an initial application to a customer, our sales and account management teams work to expand the adoption of that initial application across the customer, as well as cross-sell additional applications to address other enterprise work management needs of the customer. Our customer success organization supports our direct sales efforts by managing the post-sale customer lifecycle.

Our subscription agreements are typically sold either on a per-seat basis or on a minimum contracted volume basis with overage fees billed in arrears, depending on the application being sold. We service customers ranging from large global corporations and government agencies to small- and medium-sized businesses. We have more than 4,000 customers with over 450,000 users across a broad range of industries, including financial services, retail, technology, manufacturing, legal, education, consumer goods, media, telecommunications, government, non-profit, food and beverage, healthcare and life sciences.

Through a series of acquisitions and integrations, we have established a diverse family of software applications under the Upland brand and in three product categories (Project & IT Management, Workflow Automation, and Digital Engagement), each of which addresses a specific enterprise work management need. Our revenue has grown from $22.8 million in 2012 to $98.0 million in 2017 (and to $104.7 million for the nine months ended September 30, 2018), representing a 330% growth rate between 2012 and 2017. See Note 11 — Domestic and Foreign Operations in Notes to Unaudited Condensed Consolidated Financial Statements for more information regarding our revenue as it relates to domestic and foreign operations.

To support continued growth, we intend to pursue acquisitions of complementary technologies, products and businesses. This will expand our product families, customer base, and market access resulting in increased benefits of scale. We will prioritize acquisitions within our current core product categories including Project & IT Management, Workflow Automation, and Digital Engagement. Consistent with our growth strategy, we have made eighteen acquisitions from February 2012 through September 30, 2018.

Key Metrics

In addition to the GAAP financial measures described below in "Components of Operating Results," we regularly review the following key metrics to evaluate and identify trends in our business, measure our performance, prepare financial projections and make strategic decisions.

Adjusted EBITDA

We monitor our Adjusted EBITDA to help us evaluate the effectiveness and efficiency of our operations. Adjusted EBITDA is a non-GAAP financial measure. We define Adjusted EBITDA as net income (loss), calculated in accordance with GAAP, plus depreciation and amortization expense, interest expense, net, other expense (income), net, provision for income taxes, stock-based compensation expense, acquisition-related expenses, and purchase accounting adjustments for deferred revenue.

The following table presents a reconciliation of net loss from continuing operations, the most comparable GAAP measure, to Adjusted EBITDA for each of the periods indicated.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
	(dollars in thousands)			
Reconciliation of Net loss to Adjusted EBITDA:				
Net Loss	$ (4,250)	$ (3,506)	$ (12,641)	$ (14,931)
Add:				
Depreciation and amortization expense	5,387	3,066	14,604	8,112
Interest expense, net	3,118	2,277	8,755	4,372
Loss on debt extinguishment	—	(1,634)	—	—
Other expense, net	744	130	965	260
Provision for income taxes	735	406	2,118	1,553
Stock-based compensation expense	3,781	1,884	10,380	7,804
Acquisition-related expense	2,497	4,399	8,739	10,368
Purchase accounting deferred revenue discount	1,052	1,294	3,470	3,032
Adjusted EBITDA	$ 13,064	$ 8,316	$ 36,390	$ 20,570
Weighted average ordinary shares outstanding - basic	20,089,919	19,380,519	19,916,907	18,043,365
Weighted average ordinary shares outstanding - diluted	21,152,333	20,633,820	20,937,223	19,169,180
Adjusted EBITDA per share - basic	$ 0.65	$ 0.43	$ 1.83	$ 1.14
Adjusted EBITDA per share - diluted	$ 0.62	$ 0.40	$ 1.74	$ 1.07
Total revenue- plus purchase accounting deferred revenue discount	$ 38,196	$ 27,366	$ 108,175	$ 107,737
Adjusted EBITDA margin (using Total revenue plus purchase accounting deferred revenue discount)	34%	30%	34%	19%
Total revenue	$ 37,144	$ 26,072	$ 104,705	$ 104,705
Adjusted EBITDA margin	35%	32%	35%	20%

We believe that Adjusted EBITDA provides useful information to management, investors and others in understanding and evaluating our operating results for the following reasons:

- Adjusted EBITDA is widely used by investors and securities analysts to measure a company's operating performance without regard to items that can vary substantially from company to company depending upon their financing, capital structures and the method by which assets were acquired;
- our management uses Adjusted EBITDA in conjunction with GAAP financial measures for planning purposes, in the preparation of our annual operating budget, as a measure of our operating performance, to assess the effectiveness of our business strategies and to communicate with our board of directors concerning our financial performance because Adjusted EBITDA eliminates the impact of items that we do not consider indicative of our core operating performance;
- Adjusted EBITDA provides more consistency and comparability with our past financial performance, facilitates period-to-period comparisons of our operations and also facilitates comparisons with other companies, many of which use similar non-GAAP financial measures to supplement their GAAP results.

Adjusted EBITDA should not be considered as an alternative to net loss or any other measure of financial performance calculated and presented in accordance with GAAP. The use of Adjusted EBITDA as an analytical tool has limitations such as:

- 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 cash requirements for such replacements; however, much of the depreciation and amortization currently reflected relates to amortization of acquired intangible assets as a result of business combination purchase accounting adjustments, which will not need to be replaced in the future;
- Adjusted EBITDA may not reflect changes in, or cash requirements for, our working capital needs or contractual commitments;
- Adjusted EBITDA does not reflect the potentially dilutive impact of stock-based compensation;
- Adjusted EBITDA does not reflect interest or tax payments that could reduce cash available for use; and,
- other companies, including companies in our industry, might calculate Adjusted EBITDA or similarly titled measures differently, which reduces their usefulness as comparative measures.

Because of these limitations, you should consider Adjusted EBITDA together with other financial performance measures, including various cash flow metrics, net loss and our other GAAP results.

Results of Operations

Consolidated Statements of Operations Data

The following tables set forth our results of operations for the specified periods, as well as our results of operations for the specified periods as a percentage of revenue. The period-to-period comparisons of results of operations are not necessarily indicative of results for future periods.

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2018		2017		2018		2017	
	Amount	Percent of Revenue	Amount	Percent of Revenue	Amount	Percent of Revenue	Amount	Percent of Revenue
	(dollars in thousands, except share and per share data)							
Revenue:								
Subscription and support	$ 33,919	91 %	$ 23,169	89 %	$ 94,802	91 %	$ 60,711	87 %
Perpetual license	915	2 %	856	3 %	3,224	3 %	3,296	5 %
Total product revenue	34,834	93 %	24,025	92 %	98,026	94 %	64,007	92 %
Professional services	2,310	7 %	2,047	8 %	6,679	6 %	6,098	8 %
Total revenue	37,144	100 %	26,072	100 %	104,705	100 %	70,105	100 %
Cost of revenue:								
Subscription and support (1)(3)	10,566	28 %	7,737	30 %	29,395	28 %	20,306	29 %
Professional services (1)	1,517	5 %	1,376	5 %	4,182	4 %	3,838	5 %
Total cost of revenue	12,083	33 %	9,113	35 %	33,577	32 %	24,144	34 %
Gross profit	25,061	67 %	16,959	65 %	71,128	68 %	45,961	66 %
Operating expenses:								
Sales and marketing (1)	5,299	14 %	4,258	16 %	14,955	14 %	11,516	16 %
Research and development (1)	5,400	15 %	4,092	16 %	15,577	15 %	11,572	17 %
Refundable Canadian tax credits	(99)	— %	(195)	(1)%	(404)	— %	(424)	(1)%
General and administrative (1)(2)	8,011	22 %	5,084	19 %	23,475	22 %	17,564	25 %
Depreciation and amortization	3,606	10 %	1,648	6 %	9,589	9 %	4,111	6 %
Acquisition-related expenses	2,497	6 %	4,399	18 %	8,739	9 %	10,368	15 %
Total operating expenses	24,714	67 %	19,286	74 %	71,931	69 %	54,707	78 %
Gain (loss) from operations	347	— %	(2,327)	(9)%	(803)	(1)%	(8,746)	(12)%
Other Expense:								
Interest expense, net	(3,118)	(8)%	(2,277)	(9)%	(8,755)	(8)%	(4,372)	(6)%
Loss on debt extinguishment	—	— %	1,634	6 %	—	— %	—	— %
Other income (expense), net	(744)	(2)%	(130)	— %	(965)	(1)%	(260)	(1)%
Total other expense	(3,862)	(10)%	(773)	(3)%	(9,720)	(9)%	(4,632)	(7)%
Loss before provision for income taxes	(3,515)	(10)%	(3,100)	(12)%	(10,523)	(10)%	(13,378)	(19)%
Provision for income taxes	(735)	(1)%	(406)	(1)%	(2,118)	(2)%	(1,553)	(2)%
Net loss	$ (4,250)	(11)%	$ (3,506)	(13)%	$ (12,641)	(12)%	$ (14,931)	(21)%
Net loss per common share, basic and diluted	$ (0.21)		$ (0.18)		$ (0.63)		$ (0.83)	
Weighted-average common shares outstanding, basic and diluted	20,089,919		19,380,519		19,916,907		18,043,365	

(1) Includes stock-based compensation detailed under Share-based Compensation in Note 9 — Stockholders' Equity.

(2) Includes General and administrative stock-based compensation of $3,034 and $1,445 for the three months and $8,677 and $6,818 for the nine months ended September 30, 2018 and September 30, 2017, respectively. General and administrative expense excluding stock-based compensation as a percentage of total revenues is 13% and 14% for the three months and 14% and 15% for the nine months ended September 30, 2018 and September 30, 2017, respectively.

[3] Includes depreciation and amortization of $1,781 and $1,418 for the three months ended September 30, 2018 and September 30, 2017, respectively, and $5,015 and $4,001 for the nine months ended September 30, 2018 and September 30, 2017, respectively.

Comparison of the Three and Nine Months Ended September 30, 2018 and 2017

Revenue

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2018	2017	% Change	2018	2017	% Change
			(dollars in thousands)			
Revenue:						
Subscription and support	$ 33,919	$ 23,169	46%	$ 94,802	$ 60,711	56 %
Perpetual license	915	856	7%	3,224	3,296	(2)%
Total product revenue	34,834	24,025	45%	98,026	64,007	53 %
Professional services	2,310	2,047	13%	6,679	6,098	10 %
Total revenue	$ 37,144	$ 26,072	42%	$ 104,705	$ 70,105	49 %
Percentage of revenue:						
Subscription and support	91%	89%		91%	87%	
Perpetual license	2%	3%		3%	5%	
Total product revenue	93%	92%		94%	92%	
Professional services	7%	8%		6%	8%	
Total revenue	100%	100%		100%	100%	

For the Three Months Ended September 30, 2018

Total revenue was $37.1 million in the three months ended September 30, 2018, compared to $26.1 million in the three months ended September 30, 2017, an increase of $11.1 million, or 42%. The acquisitions not fully in the comparative period contributed $9.6 million to the increase after the reduction of $1.1 million purchase accounting deferred revenue discount in the three months ended September 30, 2018. Therefore, total revenue for the organic business increased by $1.5 million, or 6%.

Subscription and support revenue was $33.9 million in the three months ended September 30, 2018, compared to $23.2 million in the three months ended September 30, 2017, an increase of $10.8 million, or 46%. The acquisitions not fully in the comparative period contributed $9.1 million to the increase in subscription and support revenue after the reduction of $1.1 million purchase accounting deferred revenue discount in the three months ended September 30, 2018. Therefore, subscription and support revenue for the organic business increased by $1.7 million, or 7%.

Perpetual license revenue was $0.9 million in the three months ended September 30, 2018 and in the three months ended September 30, 2017. The acquisitions not fully in the comparative period contributed no perpetual license revenue in the three months ended September 30, 2018. Therefore, perpetual license revenue for the organic business increased by $0.1 million, or 7%.

Professional services revenue was $2.3 million in the three months ended September 30, 2018, compared to $2.0 million in the three months ended September 30, 2017, an increase of $0.3 million, or 13%. The acquisitions not fully in the comparative period contributed $0.6 million to the increase in professional services revenue in the three months ended September 30, 2018. Therefore, professional services revenue for the organic business decreased by $0.3 million, or 13%.

For the Nine Months Ended September 30, 2018

Total revenue was $104.7 million in the nine months ended September 30, 2018, compared to $70.1 million in the nine months ended September 30, 2017, an increase of $34.6 million, or 49%. The acquisitions not fully in the comparative period contributed $34.4 million to the increase after the reduction of $3.5 million purchase accounting deferred revenue discount in the nine months ended September 30, 2018. Therefore, total revenue for the organic business increased by $0.2 million, or 1%.

Table of Contents

Subscription and support revenue was $94.8 million in the nine months ended September 30, 2018, compared to $60.7 million in the nine months ended September 30, 2017, an increase of $34.1 million, or 56%. The acquisitions not fully in the comparative period contributed $32.2 million to the increase in subscription and support revenue after the reduction of $3.5 million purchase accounting deferred revenue discount in the nine months ended September 30, 2018. Therefore, subscription and support revenue for the organic business increased by $1.9 million, or 3%.

Perpetual license revenue was $3.2 million in the nine months ended September 30, 2018, as compared to $3.3 million in the nine months ended September 30, 2017, a decrease of $0.1 million, or 2%. The acquisitions not fully in the comparative period contributed $0.4 million of perpetual license revenue in the nine months ended September 30, 2018. Therefore, perpetual license revenue for the organic business decreased by $0.5 million, or 13%.

Professional services revenue was $6.7 million in the nine months ended September 30, 2018, compared to $6.1 million in the nine months ended September 30, 2017, an increase of $0.6 million, or 10%. The acquisitions not fully in the comparative period contributed $1.9 million to the increase in professional services revenue in the nine months ended September 30, 2018. Therefore, professional services revenue for the organic business decreased by $1.3 million, or 23%.

Cost of Revenue and Gross Profit Percentage

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2018	2017	% Change	2018	2017	% Change
			(dollars in thousands)			
Cost of revenue:						
Subscription and support [1]	$ 10,566	$ 7,737	37%	$ 29,395	$ 20,306	45%
Professional services	1,517	1,376	10%	4,182	3,838	9%
Total cost of revenue	12,083	9,113	33%	33,577	24,144	39%
Gross profit	$ 25,061	$ 16,959	48%	$ 71,128	$ 45,961	55%
Percentage of total revenue:						
Subscription and support [1]	28%	30%		28%	29%	
Professional services	5%	5%		4%	5%	
Total cost of revenue	33%	35%		32%	34%	
Gross profit	67%	65%		68%	66%	
[1] Includes depreciation, amortization and stock compensation expense as follows:						
Depreciation	$ 406	$ 443		$ 1,269	$ 1,461	
Amortization	$ 1,375	$ 975		$ 3,746	$ 2,540	
Stock Compensation	$ 195	$ 147		$ 464	$ 277	

For the Three Months Ended September 30, 2018

Cost of subscription and support revenue was $10.6 million in the three months ended September 30, 2018, compared to $7.7 million in the three months ended September 30, 2017, an increase of $2.8 million, or 37%. The acquisitions not fully in the comparative period contributed $2.2 million to the increase to cost of subscription and support revenue, primarily related to variable phone charges associated with the Interfax product line that did not exist in the three months ended September 30, 2017, and increased amortization of acquired intangible assets in the three months ended September 30, 2018 related to the acquisitions not fully in the comparative period. Therefore, cost of subscription and support revenue for the organic portion of our business increased by $0.6 million, primarily related to an increase of mobile messaging costs.

Cost of professional services revenue was $1.5 million in the three months ended September 30, 2018, compared to $1.4 million in the three months ended September 30, 2017, an increase of $0.1 million, or 10%. The acquisitions not fully in the comparative period contributed $0.5 million to the increase to cost of professional services revenue, primarily related to an increase in personnel and related costs in the three months ended September 30, 2018. Therefore, cost of professional services revenue for the organic portion of our business decreased by $0.4 million, primarily related to personnel and related expenses, most of which were the result of our planned operating efficiencies.

For the Nine Months Ended September 30, 2018

Cost of subscription and support revenue was $29.4 million in the nine months ended September 30, 2018, compared to $20.3 million in the nine months ended September 30, 2017, an increase of $9.1 million, or 45%. The acquisitions not fully in the comparative period contributed $10.5 million to the increase to cost of subscription and support revenue, primarily related to mobile messaging costs accompanied by increased revenue associated with the Waterfall product line, variable phone charges associated with the Interfax product line that did not exist in nine months ended September 30, 2017, and increased amortization of acquired intangible assets in the nine months ended September 30, 2018 related the acquisitions not fully in the comparative period. Therefore, cost of subscription and support revenue for the organic portion of our business decreased by $1.4 million, primarily related to efficiencies in cloud hosting and infrastructure.

Cost of professional services revenue was $4.2 million in the nine months ended September 30, 2018, compared to $3.8 million in the nine months ended September 30, 2017, an increase of $0.4 million, or 9%. The acquisitions not fully in the comparative period contributed $1.2 million to the increase to cost of professional services revenue, primarily related to an increase in personnel and related costs in the nine months ended September 30, 2018. Therefore, cost of subscription and support revenue for the organic portion of our business decreased by $0.8 million, primarily related to personnel and related costs, most of which were the result of our planned operating efficiencies.

Operating Expenses

Sales and Marketing Expense

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2018	2017	% Change	2018	2017	% Change
			(dollars in thousands)			
Sales and marketing [1]	$ 5,299	$ 4,258	24%	$ 14,955	$ 11,516	30%
Percentage of total revenue	14%	16%		14%	16%	
[1] Includes stock compensation expense as follows:						
Stock Compensation	$ 169	$ 73		$ 368	$ 149	

For the Three Months Ended September 30, 2018

Sales and marketing expense was $5.3 million in the three months ended September 30, 2018, compared to $4.3 million in the three months ended September 30, 2017, an increase of $1.0 million, or 24%. The acquisitions not fully in the comparative period contributed $1.4 million to the increase in sales and marketing expense, primarily consisting of personnel and related costs in the three months ended September 30, 2018. Therefore, sales and marketing expense for the organic portion of our business decreased by $0.4 million, primarily related to the deferral of sales commissions expense as a result of adopting ASC 606.

For the Nine Months Ended September 30, 2018

Sales and marketing expense was $15.0 million in the nine months ended September 30, 2018, compared to $11.5 million in the nine months ended September 30, 2017, an increase of $3.5 million, or 30%. The acquisitions not fully in the comparative period contributed $4.3 million to the increase in sales and marketing expense, primarily consisting of personnel and related costs in the nine months ended September 30, 2018. Therefore, sales and marketing expense for the organic portion of our business decreased by $0.8 million, primarily related to the deferral of sales commissions expense as a result of adopting ASC 606 and a decrease in personnel and related expenses, most of which were the result of our planned operating efficiencies.

Research and Development Expense

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2018	2017	% Change	2018	2017	% Change
	(dollars in thousands)					
Research and development [1]	$ 5,400	$ 4,092	32 %	$ 15,577	$ 11,572	35 %
Refundable Canadian tax credits	(99)	(195)	(49)%	(404)	(424)	(5)%
Total research and development	$ 5,301	$ 3,897	36 %	$ 15,173	$ 11,148	36 %
Percentage of total revenue:						
Research and development	15%	16 %		15%	17 %	
Refundable Canadian tax credits	—%	(1)%		—%	(1)%	
Total research and development	15%	15 %		15%	16 %	
[1] Includes stock compensation expense as follows:						
Stock Compensation	$ 383	$ 219		$ 871	$ 560	

For the Three Months Ended September 30, 2018

Research and development expense was $5.4 million in the three months ended September 30, 2018, compared to $4.1 million in the three months ended September 30, 2017, an increase of $1.3 million, or 32%. The acquisitions not fully in the comparative period contributed $1.1 million to the increase in research and development expense primarily consisting of personnel and related costs in the three months ended September 30, 2018. Therefore, research and development costs for the organic portion of our business increased by $0.2 million primarily related to an increase in non-cash stock compensation expense.

Refundable Canadian tax credits were $0.1 million in the three months ended September 30, 2018, compared to $0.2 million in the three months ended September 30, 2017.

For the Nine Months Ended September 30, 2018

Research and development expense was $15.6 million in the nine months ended September 30, 2018, compared to $11.6 million in the nine months ended September 30, 2017, an increase of $4.0 million, or 35%. The acquisitions not fully in the comparative period contributed $3.8 million to the increase in research and development costs primarily consisting of personnel and related costs in the nine months ended September 30, 2018. Therefore, research and development costs for the organic portion of our business increased by $0.2 million due to an increase in non-cash stock compensation expense.

Refundable Canadian tax credits were $0.4 million in the nine months ended September 30, 2018, compared to $0.4 million in the nine months ended September 30, 2017.

General and Administrative Expense

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2018	2017	% Change	2018	2017	% Change
	(dollars in thousands)					
General and administrative [(1)]	$ 8,011	$ 5,084	58%	$ 23,475	$ 17,564	34%
Percentage of total revenue	22%	19%		22%	25%	
[(1)] Includes stock compensation expense as follows:						
Stock Compensation	$ 3,034	$ 1,445		$ 8,677	$ 6,818	

For the Three Months Ended September 30, 2018

General and administrative expense was $8.0 million in the three months ended September 30, 2018, compared to $5.1 million in the three months ended September 30, 2017, an increase of $2.9 million, or 58%. An increase in general administrative expense of $0.4 million was due to the acquisitions not fully in the comparative period, which consisted primarily of personnel and related costs in the three months ended September 30, 2018. Therefore, general and administrative expense for the organic portion of our business increased by $2.5 million, which was driven primarily by non-cash stock compensation expense and personnel related expenses.

For the Nine Months Ended September 30, 2018

General and administrative expense was $23.5 million in the nine months ended September 30, 2018, compared to $17.6 million in the nine months ended September 30, 2017, an increase of $5.9 million, or 34%. An increase in general administrative expense of $1.1 million was due to the acquisitions not fully in the comparative period, which consisted primarily of personnel and related expenses in the nine months ended September 30, 2018. Therefore, general and administrative expense for the organic portion of our business increased by $4.8 million, which was driven primarily by non-cash stock compensation and personnel related expenses.

Depreciation and Amortization Expense

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2018	2017	% Change	2018	2017	% Change
	(dollars in thousands)					
Depreciation and amortization:						
Depreciation	$ 137	$ 130	5%	$ 390	$ 366	7%
Amortization	3,469	1,518	129%	9,199	3,745	146%
Total depreciation and amortization	$ 3,606	$ 1,648	119%	$ 9,589	$ 4,111	133%
Percentage of total revenue:						
Depreciation	1%	—%		—%	1%	
Amortization	9%	6%		9%	5%	
Total depreciation and amortization	10%	6%		9%	6%	

For the Three Months Ended September 30, 2018

Depreciation and amortization expense was $3.6 million in the three months ended September 30, 2018, compared to $1.6 million in the three months ended September 30, 2017, an increase of $2.0 million, or 119% . The acquisitions not fully in the comparative period increased depreciation and amortization expense by $2.0 million in the three months ended September 30, 2018, representing all of the increase over prior year.

For the Nine Months Ended September 30, 2018

Depreciation and amortization expense was $9.6 million in the nine months ended September 30, 2018, compared to $4.1 million in the nine months ended September 30, 2017, an increase of $5.5 million, or 133% . The acquisitions not fully in the comparative period increased depreciation and amortization expense by $5.8 million in the nine months ended September

30, 2018, while the depreciation and amortization expense for the organic portion of our business decreased by $0.3 million as a result of assets acquired in earlier years becoming fully amortized or depreciated.

Acquisition-related Expenses

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2018	**2017**	**% Change**	**2018**	**2017**	**% Change**
			(dollars in thousands)			
Acquisition-related expenses	$ 2,497	$ 4,399	(43)%	$ 8,739	$ 10,368	(16)%
Percentage of total revenue	6%	18%		9%	15%	

For the Three Months Ended September 30, 2018

Acquisition related expense was $2.5 million in the three months ended September 30, 2018, compared to $4.4 million in the three months ended September 30, 2017, a decrease of $1.9 million, or 43%. These one-time acquisition related expenses vary by acquisition and are expensed as incurred. The level of acquisition activity varies from period to period and, as a result, year-over-year comparison of these expenses are not necessarily meaningful due to the one-time nature of these expenses.

For the Nine Months Ended September 30, 2018

Acquisition related expense was $8.7 million in the nine months ended September 30, 2018, compared to $10.4 million in the nine months ended September 30, 2017, a decrease of $1.7 million, or 16%. These one-time acquisition related expenses vary by acquisition and are expensed as incurred. The level of acquisition activity varies from period to period and, as a result, year-over-year comparison of these expenses are not necessarily meaningful due to the one-time nature of these expenses.

Other Income (Expense)

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2018	2017	% Change	2018	2017	% Change
	(dollars in thousands)					
Other expense:						
Interest expense, net	$ (3,118)	$ (2,277)	37 %	$ (8,755)	$ (4,372)	100%
Loss on debt extinguishment	—	1,634	(100)%	—	—	NA
Other income (expense), net	(744)	(130)	472 %	(965)	(260)	271%
Total other expense	$ (3,862)	$ (773)	400 %	$ (9,720)	$ (4,632)	110%
Percentage of total revenue:						
Interest expense, net	(8)%	(9)%		(8)%	(6)%	
Loss on debt extinguishment	— %	6 %		— %	— %	
Other income (expense), net	(2)%	— %		(1)%	(1)%	
Total other expense	(10)%	(3)%		(9)%	(7)%	

For the Three Months Ended September 30, 2018

Interest expense was $3.1 million in the three months ended September 30, 2018, compared to $2.3 million in the three months ended September 30, 2017, an increase in interest expense of $0.8 million, or 37%. The increase was due to an increase in borrowing on our debt facility for the RightAnswers, Waterfall, Qvidian, Interfax, and RO Innovation acquisitions in April 2017, July 2017, November 2017, March 2018, and June 2018, respectively.

There was no loss on debt extinguishment in the three months ended September 30, 2018, compared to $1.6 million in the three months ended September 30, 2017, a decrease of $1.6 million, as a result of a reversal of the immaterial non-cash charge taken during the three months ended June 30, 2017.

Other expense was $0.7 million in the three months ended September 30, 2018, compared to other expense of $0.1 million in the three months ended September 30, 2017. Other expense was recognized in the three months ended September 30, 2018 due primarily to an adjustment to the Waterfall earnout and a foreign exchange loss related to our Canadian entities.

For the Nine Months Ended September 30, 2018

Interest expense was $8.8 million in the nine months ended September 30, 2018, compared to $4.4 million in the nine months ended September 30, 2017, an increase in interest expense of $4.4 million, or 100%. The increase was due to an increase in borrowing on our debt facility for the RightAnswers, Waterfall, Qvidian, InterFAX, and RO Innovation acquisitions in April 2017, July 2017, November 2017, March 2018, and June 2018, respectively.

Other expense was $1.0 million in the nine months ended September 30, 2018, compared to other expense of $0.3 million in the nine months ended September 30, 2017. Other expense was recognized in the nine months ended September 30, 2018 due to a claim on the seller indemnity cash holdback related to the acquisition of RightAnswers and an increase to the Waterfall earnout estimate.

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Provision for Income Taxes

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2018	2017	% Change	2018	2017	% Change
	(dollars in thousands)					
Provision for income taxes	$ (735)	$ (406)	81%	$ (2,118)	$ (1,553)	36%
Percentage of total revenue	(1)%	(1)%		(2)%	(2)%	

For the Three Months Ended September 30, 2018

Provision for income taxes was $0.7 million in the three months ended September 30, 2018, compared to the provision for income taxes of $0.4 million in the three months ended September 30, 2017, an increase of $0.3 million. The change in provision was due primarily to increases related to the addition of profitable operations in Ireland and Israel, less decreases related to the reduction in the US federal tax rate per the Tax Act as applied to tax deductible goodwill.

For the Nine Months Ended September 30, 2018

Provision for income taxes was $2.1 million in the nine months ended September 30, 2018, compared to the provision for income taxes of $1.6 million in the nine months ended September 30, 2017, an increase of $0.5 million. The change in provision was due primarily to increases related to the addition of profitable operations in Ireland and Israel and recognition of additional prior year tax accrual under ASC 740-10, less decreases related to the reduction in the US federal tax rate per the Tax Act as applied to tax deductible goodwill.

Liquidity and Capital Resources

To date, we have financed our operations primarily through capital raising including sales of our common stock, cash from operating activities, borrowing under our credit facility, and the issuance of notes to sellers in some of our acquisitions.

On June 6, 2017, the Company closed an underwritten public offering of its common stock resulting in the sale and issuance of 2,139,534 common shares at an offering price to the public of $21.50 per share. The net proceeds of the registered public offering were approximately $42.6 million, net of issuance costs.

As of September 30, 2018, the Company may issue up to approximately $29.0 million of securities under the remaining capacity of its currently effective S-3 shelf registration.

As of September 30, 2018, we had cash and cash equivalents of $16.1 million, $40.0 million of available borrowings under our loan and security agreements (excluding the $55.0 million uncommitted Accordion in our Credit Agreement), and $160.9 million of borrowings outstanding under our loan and security agreements. As of December 31, 2017, we had cash and cash equivalents of $22.3 million, $30.0 million of available borrowings under our loan and security agreements (excluding the $55.0 million uncommitted Accordion in our Credit Agreement), and $113.8 million of borrowings outstanding under our loan and security agreements.

Eighth Amendment to Credit Facility

See Note 13. Subsequent Events in Notes to Unaudited Condensed Consolidated Financial Statements for more information regarding amendments to this facility.

Seventh Amendment to Credit Facility

On July 31, 2018, the Company entered into a seventh amendment to the Credit Facility, with a Consent and Seventh Amendment to Credit Agreement (the "Seventh Amendment"). The purpose of the Seventh Amendment was (i) to obtain the consent of the Required Lenders (as such term is defined in the Credit Facility) for the waiver of the requirement that Interfax Communications

Limited, Data Guard Limited and Return Fax 2000 Limited become Canadian Guarantors and join the Canadian Guarantee and Security Agreement as Grantors and (ii) to clarify certain definitions included in the Credit Facility.

Sixth Amendment to Credit Facility

On March 21, 2018, the Company entered into a sixth amendment to its Credit Agreement dated May 14, 2015, as amended, among, inter alia, the Company, certain of its subsidiaries, and each of the lenders named in the Credit Agreement (the “Credit Facility”) with Wells Fargo Capital Finance and CIT Bank, N.A. as joint lead arrangers, and including Goldman

Sachs Bank USA, Regions Bank, and Citizens Bank, N.A. (collectively, the "Lenders"), with a Consent and Sixth Amendment to Credit Agreement (the “Sixth Amendment”).

The Sixth Amendment to the Credit Facility provides for a $258.7 million credit facility, including (i) a fully drawn $160.9 million term loan, (ii) a fully available $30.0 million delayed draw term loan commitment (the "DDTL"), (iii) a fully available $10.0 million revolving loan commitment, and (iv) a $55.0 million uncommitted accordion.

Specifically, the Credit Facility provided for $163.7 million of term debt comprised of (i) a fully drawn U.S. term loan facility in an aggregate principal amount of $158.4 million (the “U.S. Term Loan”), and (ii) a fully drawn Canadian term loan facility in an aggregate principal amount of $5.3 million (the “Canadian Term Loan” together with the U.S. and Canadian Term Loans, the “Term Loans”). The Credit Facility provides that any principal repayments under the Term Loans shall reduce the amount available under the term loan facilities.

In addition, the Credit Facility also provides for revolvers of $10.0 million, comprised of (i) a U.S. revolving credit facility in an aggregate principal amount of up to $9.0 million (the “U.S. Revolver”), and (ii) a Canadian revolving credit facility in an aggregate principal amount of up to $1.0 million (the “Canadian Revolver” and, together with the U.S. Revolver, the “Revolver”).

As of September 30, 2018 and December 31, 2017, we had a working capital deficit of $27.1 million and $23.5 million, respectively, which included $43.6 million and $43.8 million of deferred revenue recorded as a current liability as of September 30, 2018 and December 31, 2017, respectively. This deferred revenue will be recognized as revenue in accordance with our revenue recognition policy.

The following table summarizes our cash flows for the periods indicated:

	Nine Months Ended September 30,	
	2018	**2017**
	(dollars in thousands)	
Consolidated Statements of Cash Flow Data:		
Net cash provided by operating activities	$ 4,797	$ 5,808
Net cash used in investing activities	(48,493)	(61,606)
Net cash provided by financing activities	37,497	79,534
Effect of exchange rate fluctuations on cash	(38)	482
Change in cash and cash equivalents	(6,237)	24,218
Cash and cash equivalents, beginning of period	22,326	28,758
Cash and cash equivalents, end of period	$ 16,089	$ 52,976

Cash Flows from Operating Activities

Cash used in operating activities is significantly influenced by the amount of cash we invest in personnel and infrastructure to support the anticipated growth of our business. Our operating assets and liabilities consist primarily of cash, receivables from customers, prepaid assets, unbilled professional services, accounts payable, accrued compensation and other accrued expenses, and deferred revenues. The volume of professional services rendered and the related timing of collections on those bookings, as well as payments of our accounts payable, accrued payroll and related benefits, affect these account balances.

Our cash provided by operating activities for the nine months ended September 30, 2018 primarily reflects our net loss of $12.6 million plus non-cash expenses that included $14.6 million of depreciation and amortization, $10.4 million of non-cash stock compensation expense, $1.7 million of amortization of commissions deferred under ASC 606, $0.6 million of non-cash interest, $0.4 million of deferred income taxes, and $0.1 million of foreign currency re-measurement losses. Working capital sources of cash included a $3.2 million decrease in accounts receivable. Working capital uses of cash included a $3.1 million increase in prepaids and other, a $0.7 million decrease in accounts payable, and a $7.1 million decrease in accrued expenses and a $2.7 million decrease in deferred revenue.

A substantial source of cash is invoicing for subscriptions and support fees in advance, which is recorded as deferred revenue, and is included on our consolidated balance sheet as a liability. Deferred revenue consists of the unearned portion of booked fees for our software subscriptions and support, which is amortized into revenue in accordance with our revenue recognition policy. We assess our liquidity, in part, through an analysis of new subscriptions invoiced, expected cash receipts on new and existing subscriptions, and our ongoing operating expense requirements.

Cash Flows from Investing Activities

Our primary investing activities have consisted of acquisitions of complementary technologies, products and businesses. As our business grows, we expect our primary investing activities to continue to further expand our family of software applications and infrastructure and support additional personnel.

For the nine months ended September 30, 2018, cash used in investing activities for business combinations, consisted of (i) purchases of businesses of $47.9 million, and (ii) purchases of property and equipment of $0.6 million.

Our future capital requirements will depend on many factors, including our growth rate, the timing and extent of spending to support research and development efforts, the expansion of sales and marketing activities, the introduction of new and enhanced applications and professional service offerings, and acquisitions of complementary technologies, products and businesses.

Cash Flows from Financing Activities

Our primary financing activities have consisted of capital raised to fund our operations, proceeds from debt obligations incurred to finance our operations, repayments of our debt obligations and share based payment activity.

During the nine months ended September 30, 2018, we paid $0.9 million, of issuance costs, related to the issuance of our common stock, borrowed $49.4 million, net of issuance costs, in term loans, repaid $2.9 million of term loans payable, paid $4.3 million in additional consideration to sellers of acquired businesses, paid $4.6 million in taxes related to net share settlements of restricted stock vesting events, and made principal payments of $0.9 million on capital leases.

Loan and Security Agreements

See Note 6 - Debt for more information regarding our Loan and Security Agreements and outstanding debt as of September 30, 2018.

Off-Balance Sheet Arrangements

During the nine months ended September 30, 2018 and September 30, 2017, respectively, we did not have any relationships with unconsolidated organizations or financial partnerships, such as structured finance or special-purpose entities, that would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes.

Critical Accounting Policies and the Use of Estimates

We prepare our consolidated financial statements in accordance with generally accepted accounting principles in the United States. The preparation of consolidated financial statements also requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, costs and expenses and related disclosures. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. Actual results could differ significantly from the estimates made by our management. To the extent that there are differences between our estimates and actual results, our future financial statement presentation, financial condition, results of operations and cash flows will be affected. We believe that the accounting policies discussed below are critical to understanding our historical and future performance, as these policies relate to the more significant areas involving management’s judgments and estimates.

The following critical accounting policies reflect significant judgments and estimates used in the preparation of our consolidated financial statements:

- revenue recognition and deferred revenue;
- stock-based compensation;
- deferred sales commissions and sales commission expense;
- income taxes; and
- business combinations and the recoverability of goodwill and long-lived assets.

Other Key Accounting Policies

Our unaudited interim financial statements and other financial information for the three and nine months ended September 30, 2018, as presented herein and in Item 1 to this Quarterly Report on Form 10-Q, reflects no material changes in our critical accounting policies and estimates as set forth in our Annual report on Form 10-K for the year ended December 31, 2017 filed with the SEC on March 9, 2018. Please refer to this Annual Report for a detailed description of our critical accounting policies that involve significant management judgment.

We evaluate our estimates, judgments and assumptions on an ongoing basis, and while we believe that our estimates, judgments and assumptions are reasonable, they are based upon information available at the time. Actual results may differ significantly from these estimates under different assumptions, judgments or conditions.

Under Section 107(b) of the JOBS Act, emerging growth companies can delay adopting new or revised accounting standards until such time as those standards apply to private companies. We are choosing to opt out of such extended transition period, however, and we will comply with new or revised accounting standards on the relevant dates on which adoption of such standards is required for non-emerging growth companies. Section 107 of the JOBS Act provides that our decision to opt out of the extended transition period for complying with new or revised accounting standards is irrevocable.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We have operations both within the United States and internationally, and we are exposed to market risks in the ordinary course of our business. These risks primarily include interest rate, foreign exchange and inflation risks, as well as risks relating to changes in the general economic conditions in the countries where we conduct business. The statement of operations impact is mitigated by having an offsetting liability in deferred revenue to partially or
completely offset against the outstanding receivable if an account should become uncollectible. Our cash balances are kept in customary operating accounts, a portion of which are insured by the Federal Deposit Insurance Corporation, and uninsured money market accounts. The majority of our cash balances in money market accounts are with Comerica Bank, our former lender under our loan and security agreements. To date, we have not used derivative instruments to mitigate the impact of our market risk exposures. We also have not used, nor do we intend to use, derivatives for trading or speculative purposes.

Interest Rate Risk

Our exposure to market risk for changes in interest rates primarily relates to our cash equivalents and any variable rate indebtedness. The primary objective of our investment activities is to preserve principal while maximizing yields without significantly increasing risk. This objective is accomplished currently by making diversified investments, consisting only of money market mutual funds and certificates of deposit. Any draws under our loan and security agreements bear interest at a variable rate tied to the prime rate. As of September 30, 2018, we had a principal balance of $155.7 million under our U.S. Term Loan, none under our U.S. Revolver, $5.2 million under our Canadian Term Loan and none under our Canadian Revolver.

As of December 31, 2017, we had a principal balance of $108.5 million under our U.S. Loan Agreement and $5.3 million under our Canadian Loan Agreement.

Foreign Currency Exchange Risk

Our results of operations and cash flows are subject to fluctuations due to changes in foreign currency exchange rates, which expose us to foreign exchange rate risk. In addition, we incur a portion of our operating expenses in foreign currencies, including Canadian dollars, British pounds and Euros, and in the future as we expand into other foreign countries, we expect to incur operating expenses in other foreign currencies. In addition, our customers are generally invoiced in the currency of the country in which they are located. We are exposed to foreign exchange rate fluctuations as the financial results of our international operations are translated from the local functional currency into U.S. dollars upon consolidation. A decline in the U.S. dollar relative to foreign functional currencies would increase our non-U.S. revenue and improve our operating results. Conversely, if the U.S. dollar strengthens relative to foreign functional currencies, our revenue and operating results would be adversely affected. The effect of a hypothetical 10% change in foreign currency exchange rates applicable to our business would have resulted in a change in revenue of $2.0 million for the nine months ended September 30, 2018. To date, we have not engaged in any hedging strategies. As our international operations grow, we will continue to reassess our approach to manage our risk relating to fluctuations in foreign currency exchange rates.

Inflation

We do not believe that inflation had a material effect on our business, financial condition or results of operations in the last three fiscal years. If our costs were to become subject to significant inflationary pressures, we may not be able to fully offset such higher costs through price increases. Our inability or failure to do so could harm our business, financial condition and results of operations.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

The term “disclosure controls and procedures,” as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act refers to controls and procedures that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that such information is accumulated and communicated to a company’s management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure.

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures as of September 30, 2018, the end of the period covered by this Quarterly Report on Form 10-Q. Based upon such evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were effective as of such date.

PART II – OTHER INFORMATION

Item 1A. Risk Factors

The risk factor set forth below replaces the risk factor in our Annual Report on Form 10-K for the year ended December 31, 2017, entitled "Our loan facility contains operating and financial covenants that may restrict our business and financing activities." Other than the risk factor set forth below, there have been no material changes from the risk factors disclosed in our Annual Report on Form 10-K for the year ended December 31, 2017.

Our Credit Facility contains operating and financial covenants that may restrict our business and financing activities.

On May 14, 2015, we entered into a credit agreement with Wells Fargo Capital Finance and other lenders named in the credit agreement, which has been amended though a series of redeterminations and expanded to include a syndicate of banks (as amended, the "Credit Facility").

See Note 13. Subsequent Events in Notes to Unaudited Condensed Consolidated Financial Statements for more information regarding amendments to this facility.

On March 21, 2018, the Credit Facility was amended with the Consent and Sixth Amendment to Credit Agreement (the "Sixth Amendment").

On July 31, 2018, the Company entered into a seventh amendment to the Credit Facility, with a Consent and Seventh Amendment to Credit Agreement (the “Seventh Amendment”). The purpose of the Seventh Amendment was (i) to obtain the consent of the Required Lenders (as such term is defined in the Credit Facility) for the waiver of the requirement that Interfax Communications Limited, Data Guard Limited and Return Fax 2000 Limited become Canadian Guarantors and join the Canadian Guarantee and Security Agreement as Grantors and (ii) to clarify certain definitions included in the Credit Facility.

Our obligations and the obligations of the co-borrowers and any guarantors under the Credit Facility are secured by a security interest in substantially all of our assets and assets of the co-borrowers’ and of any guarantors, including intellectual property. The terms of the Credit Facility limits, among other things, our ability to

- sell, lease, license or otherwise dispose of assets;
- undergo a change in control;
- consolidate or merge with or into other entities;
- make or own loans, investments and acquisitions;
- create, incur or assume guarantees in respect of obligations of other persons;
- create, incur or assume liens and other encumbrances; or
- pay dividends or make distributions on, or purchase or redeem, our capital stock.

Furthermore, the Credit Facility requires us and our subsidiaries to comply with certain financial covenants. The operating and other restrictions and covenants in the Credit Facility, and in any future financing arrangements that we may enter into, may restrict our ability to finance our operations, engage in certain business activities, or expand or fully pursue our business strategies, or otherwise limit our discretion to manage our business. Our ability to comply with these restrictions and covenants may be affected by events beyond our control, and we may not be able to meet those restrictions and covenants. A breach of any of the restrictions and covenants could result in a default under the Credit Facility or any future financing arrangements, which could cause any outstanding indebtedness under the credit facility or under any future financing arrangements to become immediately due and payable, and result in the termination of commitments to extend further credit.

As of September 30, 2018, there was $160.9 million outstanding under the Credit Facility, $160.9 million of which was outstanding under the term loan portion, none outstanding under the $30.0 million delayed draw term loan, none outstanding under the $10.0 million revolving portion of the Credit Facility, and none outstanding under the $55.0 million uncommitted loan feature.

Item 6. Exhibits

See the Exhibit Index immediately following this page, which is incorporated herein by reference.

EXHIBIT INDEX

Exhibit Number	Exhibit Description
10.1*	Eighth Amendment to Credit Agreement dated October 2, 2018, among, inter alia, the Company and certain of its domestic and Canadian subsidiaries, as borrowers, and each of the lenders party thereto.
31.1*	Certification of Chief Executive Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2*	Certification of Chief Financial Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1**	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2**	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS***	XBRL Instance Document
101.SCH***	XBRL Taxonomy Extension Schema Document
101.CAL***	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF***	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB***	XBRL Taxonomy Extension Label Linkbase Document
101.PRE***	XBRL Taxonomy Extension Presentation Linkbase Document

* Filed herewith.

** Furnished herewith.

*** The financial information contained in these XBRL documents is unaudited and these are not the official publicly filed financial statements of Upland Software, Inc. Investors should continue to rely on the official filed version of the furnished documents and not rely on this information in making investment decisions. In accordance with Rule 402 of Regulation S-T, the information in these exhibits shall not be deemed to be "filed" for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

	UPLAND SOFTWARE, INC.
Dated: November 9, 2018	/s/ Michael D. Hill
	Michael D. Hill
	Chief Financial Officer

CONSENT AND EIGHTH AMENDMENT TO CREDIT AGREEMENT

This CONSENT AND EIGHTH AMENDMENT TO CREDIT AGREEMENT (this "Amendment") is entered into as of October 2, 2018, by and among **WELLS FARGO BANK, NATIONAL ASSOCIATION**, a national banking association, as administrative agent and collateral agent for each member of the Lender Group and the Bank Product Providers (in such capacities, together with its successors and assigns in such capacities, "Agent") and as United States administrative agent for each member of the Lender Group and the Bank Product Providers (in such capacity, together with its successors and assigns in such capacity, "US Agent"), **WELLS FARGO CAPITAL FINANCE CORPORATION CANADA**, an Ontario corporation, as Canadian administrative agent for each member of the Lender Group and the Bank Product Providers (in such capacity, together with its successors and assigns in such capacity, "Canadian Agent"), the Lenders (as defined in the Credit Agreement as defined below) party hereto (including, as of the Eighth Amendment Closing Date, HSBC BANK USA, NATIONAL ASSOCIATION (the "New Lender")), **UPLAND SOFTWARE, INC.**, a Delaware corporation ("Parent"), each subsidiary of Parent identified on the signature pages hereof as a "US Borrower" (collectively, the "US Borrowers") and **UPLAND SOFTWARE INC. / LOGICIELS UPLAND INC.**, a Canadian federal corporation ("Upland CAD"; collectively with Parent and US Borrowers each, a "Borrower" and collectively, the "Borrowers").

WHEREAS, the Borrowers, Agent, US Agent, Canadian Agent and the Lenders are parties to that certain Credit Agreement dated as of May 14, 2015 (as amended, restated, modified or supplemented from time to time, the "Credit Agreement");

WHEREAS, the New Lender has agreed to join the Credit Agreement as a Lender;

WHEREAS, the Borrowers have advised Agent that PowerSteering Software Limited, a limited company organized and existing under the laws of England and Wales and a wholly-owned subsidiary of Parent ("PowerSteering UK"), desires to enter into that certain Share Purchase Agreement dated on or about the date hereof, a copy of which is attached hereto as Exhibit A (the "Rapide Purchase Agreement"), by and among PowerSteering UK, Nigel Shanahan, Erica Shanahan, and the other persons whose names and addresses are set out in Parts 1 and 2 of Schedule 1 thereto, pursuant to which PowerSteering UK will purchase the shares comprising the entire issued share capital of Rapide Communication LTD, a private company limited by shares organized and existing under the laws of England and Wales (the "Company") (such share purchase, the "Rapide Share Purchase"); and

WHEREAS, (a) Borrowers have informed Agent and Lenders that, other than solely with respect to clauses (i) and (k) of the definition of "Permitted Acquisition" set forth on Schedule 1.1 to the Credit Agreement, the Rapide Share Purchase would constitute a Permitted Acquisition under the Credit Agreement and (b) the Lenders have agreed to amend the Credit Agreement in certain respects as set forth herein, in each case, on the terms and subject to the conditions set forth herein.

NOW THEREFORE, in consideration of the premises and mutual agreements herein contained, the parties hereto agree as follows:

1. Defined Terms. Unless otherwise defined herein, capitalized terms used herein and not otherwise defined shall have the meanings ascribed to such terms in the Credit Agreement.

2. Joinder of New Lender; Reallocation.

(a) The New Lender (i) hereby joins the Credit Agreement as a Lender and shall have the rights and obligations of a Lender under the Loan Documents; (ii) represents and warrants that it is legally authorized to enter into this Amendment and the Credit Agreement; (iii) confirms that it has received copies of the Credit Agreement and the other Loan Documents, together with copies of the financial statements referred to therein and such other documents and information as it has deemed appropriate to make its own credit analysis and decision to enter into this Amendment; (iv) agrees that it will, independently and without reliance upon Agent or any other Lender, based upon such documents and information as it shall deem appropriate at the time, continue to make its own credit decisions in taking or not taking any action under the Loan Documents; (v) appoints and authorizes the Agent to take such action as agent on its behalf and to exercise such powers under the Loan Documents as are delegated to Agent by the terms thereof, together with such powers as are reasonably incidental thereto; (vi) agrees that it will perform in accordance with their terms all of the obligations which by the terms of the Loan Documents are required to be performed by it as a Lender; and (vii) confirms that prior to the date hereof, it has delivered to the Agent and the Administrative Borrower the forms prescribed by the Internal Revenue Service of the United States certifying the New Lender's status for purposes of determining exemption from United States withholding taxes with respect to all payments to be made to the New Lender under the Credit Agreement.

(b) In connection herewith, (i) the US Revolver Commitments will be allocated to Wells Fargo Bank, National Association, as a Lender, CIT Bank, N.A., as a Lender, Goldman Sachs Bank USA, as a Lender, Regions Bank, as a Lender, Citizens Bank, N.A., as a Lender, and the New Lender in the amounts set forth on the attached Exhibit B and (ii) the outstanding principal balance of the US Term Loans made under the Credit Agreement (such outstanding balance as of immediately prior to the effectiveness of the Eighth Amendment as of the Eighth Amendment Closing Date), will be assigned and allocated to Wells Fargo Bank, National Association, as a Lender, CIT Bank, N.A., as a Lender, Strategic Credit Partners II, LLC, as a Lender, Goldman Sachs Bank USA, as a Lender, Regions Bank, as a Lender, Citizens Bank, N.A., as a Lender, AC Loan Sourcing Ltd, as a Lender, and the New Lender. The New Lender agrees to make settlement payments to Agent as provided in the Credit Agreement, such that after giving effect to the making of such settlement payments, each Lender's share of the outstanding US Revolver Usage shall equal such Lender's Pro Rata Share and each Lender's share of the US Term Loan shall equal the applicable amount set forth on the attached Exhibit B. Nothing contained herein shall constitute a novation of any Obligation.

(c) Regions Bank is hereby appointed as a Joint Lead Arranger.

3. Consent. In reliance upon the representations and warranties of each Borrower set forth in Section 8 below and subject to the satisfaction of the conditions to effectiveness set forth in Section 7 below, the Lenders hereby consent to:

(a) the acquisition of the Equity Interests of the Company and its Subsidiaries, which is incorporated under the laws of England and Wales, and which is a jurisdiction other than the United States or Canada as set forth in clause (i) of the definition of "Permitted Acquisition" set forth in Schedule 1.1 to the Credit Agreement; and

(b) the aggregate purchase consideration (including deferred payment obligations) payable in connection with the Rapide Share Purchase in a maximum amount not to exceed £50,000,000, which amount exceeds the maximum purchase consideration payable in respect of any single Acquisition as set forth in clause (k) of the definition of "Permitted Acquisition" set forth in Schedule 1.1 to the Credit Agreement,

in each case, so long as (i) the Rapide Share Purchase is consummated in accordance with all of the terms and conditions of the Rapide Purchase Agreement and (ii) the Rapide Share Purchase satisfies all of the applicable requirements of a Permitted Acquisition contained in the definition of "Permitted Acquisition" set forth on Schedule 1.1 to the Credit Agreement (other than clause (i) of such definition solely as a result of the Company and its Subsidiaries being incorporated under the laws of a jurisdiction other than the United States or Canada and clause (k) of such definition solely as a result of the purchase consideration for the Rapide Share Purchase exceeding the amount permitted under such clause). For the avoidance of doubt, (i) on the basis of the foregoing, the Rapide Share Purchase shall constitute a Permitted Acquisition for all purposes of the Loan Documents and (ii) the purchase consideration payable in respect of the Rapide Share Purchase shall count against the $175,000,000 limit on the aggregate purchase consideration payable in respect of all Permitted Acquisitions under the Credit Agreement set forth in clause (k) of the definition of "Permitted Acquisition" set forth on Schedule 1.1 of the Credit Agreement. Except as expressly set forth herein, the foregoing consent is a limited consent and shall not constitute (i) a modification or alteration of the terms, conditions or covenants of the Credit Agreement or any other Loan Document or (ii) a waiver, release or limitation upon the exercise by Agent and/or Lenders of any of their respective rights, legal or equitable thereunder.

4. Amendments to Credit Agreement. In reliance upon the representations and warranties of each Borrower set forth in Section 8 below and subject to the satisfaction of the conditions to effectiveness set forth in Section 7 below, the Credit Agreement is hereby amended as follows:

(a) Section 2.2(a) of the Credit Agreement is hereby amended and restated in its entirety as follows:

> (a) Subject to the terms and conditions of this Agreement, (i) on the Closing Date, the Lenders with a US Term Loan Commitment (as of the Closing Date) made a term loan to the US Borrowers in the original principal amount of $19,000,000, (ii) on April 25, 2016, the Lenders with a Delayed Draw Term Loan Commitment (as of April 25, 2016) made a Delayed Draw Term Loan to the US

Borrowers in the original principal amount of $10,000,000, (iii) on the Third Amendment Closing Date, the Lenders made additional term loans to the US Borrowers (according to the amounts set forth in footnote 1 on Schedule C-1 (as in effect on the Third Amendment Closing Date) in the original principal amount of $16,687,500, (iv) on January 10, 2017, the Lenders with a Delayed Draw Term Loan Commitment (as of January 10, 2017) made a Delayed Draw Term Loan to the US Borrowers in the original principal amount of $10,000,000, (v) on April 21, 2017, the Lenders made additional term loans to the US Borrowers (according to the amounts set forth in footnote 1 on Schedule C-1 (as in effect on the Fourth Amendment Closing Date) in the original principal amount of $15,000,000, (vi) on the Fifth Amendment Closing Date, the Lenders made additional term loans to the US Borrowers (according to the amounts set forth in footnote 1 on Schedule C-1 (as in effect on the Fifth Amendment Closing Date) in the original principal amount of $22,326,562.50, (vii) on November 16, 2017, the Lenders with a Delayed Draw Term Loan Commitment (as of November 16, 2017) made a Delayed Draw Term Loan to the US Borrowers in the original principal amount of $20,000,000 and (viii) on the Sixth Amendment Closing Date, the Lenders made additional term loans to the US Borrowers (according to the amounts set forth in footnote 1 on Schedule C-1 (as in effect on the Sixth Amendment Closing Date) in the original principal amount of $50,000,000. Immediately prior to the effectiveness of the Eighth Amendment as of the Eighth Amendment Closing Date, the outstanding principal balance of the US Term Loan made under and as defined in this Agreement was $161,937,500 (the "Original US Term Loan"). Subject to the terms and conditions of this Agreement and the Eighth Amendment, the Lenders agree (severally, not jointly or jointly and severally) to make additional term loans in Dollars to the US Borrowers on the Eighth Amendment Closing Date in an aggregate original principal amount of $63,000,000 (together with the Original US Term Loan, the "US Term Loan"). Each Lender's obligation to fund the portion of the US Term Loan to be funded on the Eighth Amendment Closing Date shall be limited to the amount set forth in footnote 1 on Schedule C-1 as the amount funded by it on the Eighth Amendment Closing Date.

(b) The table set forth in Section 2.2(b) of the Credit Agreement is hereby amended and restated in its entirety as follows:

Date	Installment Amount
December 31, 2018	$1,366,718.75
March 31, 2019	$1,366,718.75
June 30, 2019	$1,366,718.75
September 30, 2019	$1,366,718.75
December 31, 2019	$1,366,718.75
March 31, 2020	$1,366,718.75
June 30, 2020	$1,366,718.75
September 30, 2020	$1,366,718.75
December 31, 2020	$2,733,437.50
March 31, 2021	$2,733,437.50
June 30, 2021	$2,733,437.50
September 30, 2021	$2,733,437.50
December 31, 2021	$2,733,437.50
March 31, 2022	$2,733,437.50
June 30, 2022	$2,733,437.50

(c) The table set forth in Section 2.2(d) of the Credit Agreement is hereby amended and restated in its entirety as follows:

Date	Installment Amount
December 31, 2018	$32,695.31
March 31, 2019	$32,695.31
June 30, 2019	$32,695.31
September 30, 2019	$32,695.31
December 31, 2019	$32,695.31
March 31, 2020	$32,695.31
June 30, 2020	$32,695.31
September 30, 2020	$32,695.31
December 31, 2020	$65,390.63
March 31, 2021	$65,390.63
June 30, 2021	$65,390.63
September 30, 2021	$65,390.63
December 31, 2021	$65,390.63

March 31, 2022	$65,390.63
June 30, 2022	$65,390.63

(d) Section 2.4(e)(i) of the Credit Agreement is hereby amended and restated in its entirety as follows:

(i) **Overadvances**. If, at any time, (A) the US Revolver Usage on such date exceeds the US Maximum Revolver Amount, or (B) the Canadian Revolver Usage on such date exceeds the Canadian Maximum Revolver Amount, then Applicable Borrowers shall promptly, but in any event, within 1 Business Day of Administrative Borrower's receipt of notice of such Overadvance from Agent, prepay the US Obligations and/or the Canadian Obligations, as applicable, in accordance with Section 2.4(f)(i) in an amount equal to the amount of such excess.

(e) Section 2.11(f) of the Credit Agreement is hereby amended by (1) deleting the word "or" at the end of clause (ix) thereof, (2) deleting the ";" at the end of clause (x) and inserting "; or" in lieu thereof and adding a new clause (xi) immediately following clause (x) as follows:

(xi) any prohibition on payment or delay in payment of any amount payable by Issuing Bank to a beneficiary or transferee beneficiary of a Letter of Credit arising out of Anti-Corruption Laws, Anti-Money Laundering Laws, or Sanctions;

(f) The last sentence of Section 2.15(a) of the Credit Agreement is hereby amended by deleting the reference therein to "$55,000,000" and inserting "$75,000,000" in lieu thereof.

(g) Clause (iii) of Section 2.15(b) of the Credit Agreement is hereby amended and restated in its entirety as follows:

(iii) (A) Borrowers have delivered to Agent updated pro forma Projections (after giving effect to the applicable Increase) for Parent and its Subsidiaries evidencing compliance on a pro forma basis with Section 7 for the 4 fiscal quarters (on a quarter-by-quarter basis) immediately following the proposed date of the applicable Increase, (B) Borrowers have delivered to Agent an updated pro forma certified calculation of the Leverage Ratio (after giving effect to the applicable Increase) for the most recently ended fiscal quarter for which financial statements have been received pursuant to Section 5.1, and such Leverage Ratio is not greater than the required Leverage Ratio for the applicable period set forth Section 7(b) less 0.25, and (C) Borrowers have delivered to Agent an updated pro forma certified calculation of the Recurring Revenue Ratio (after giving effect to the applicable Increase) for the most recently ended fiscal quarter for which financial statements have been received pursuant to Section 5.1, and such Recurring Revenue Ratio is not greater than 1.50:1.0, and

(h) Section 4.18 of the Credit Agreement is hereby amended and restated in its entirety as follows:

4.18 **OFAC; Sanctions; Anti-Corruption Laws; Anti-Money Laundering Laws**. No Loan Party or any of its Subsidiaries is in violation of any Sanctions. No Loan Party nor any of its Subsidiaries nor, to the knowledge of such Loan Party, any director, officer, employee, agent or Affiliate of such Loan Party or such Subsidiary (a) is a Sanctioned Person or a Sanctioned Entity or (b)(i) has any assets located in Sanctioned Entities or (ii) derives revenues from investments in, or transactions with Sanctioned Persons or Sanctioned Entities in violation of any applicable Sanctions. Each of the Loan Parties and its Subsidiaries has implemented and maintains in effect reasonable policies and procedures designed to ensure compliance with all Sanctions, Anti-Corruption Laws and Anti-Money Laundering Laws. Each of the Loan Parties and its Subsidiaries, and to the knowledge of each such Loan Party, each director, officer, employee, agent and Affiliate of each such Loan Party and each such Subsidiary, is in compliance with all Sanctions, Anti-Corruption Laws and Anti-Money Laundering Laws. No proceeds of any Loan made or Letter of Credit issued hereunder will be used to fund any operations in, finance any investments or activities in, or make any payments to, a Sanctioned Person or a Sanctioned Entity, or otherwise used in any manner that would result in a violation of any Sanction, Anti-Corruption Law or Anti-Money Laundering Law by any Person (including any Lender, Bank Product Provider, or other individual or entity participating in any transaction) party to any Loan Document or Bank Product Agreement.

(i) Section 5.11 of the Credit Agreement is hereby amended by inserting "(including by virtue of any statutory division of Parent or any Subsidiary or Parent)" immediately following the reference therein to "acquires any direct or indirect Subsidiary after the Closing Date".

(j) Section 5.12 of the Credit Agreement is hereby amended by inserting "(including by virtue of any statutory division of Parent or any Subsidiary of Parent)" immediately following the reference therein to "whether now owned or hereafter arising or acquired".

(k) Section 5.16 of the Credit Agreement is hereby amended and restated in its entirety as follows:

5.16 **<u>Intercompany License Agreements</u>**. To the extent that any Loan Party uses or intends to use any Intellectual Property (as defined in the US Guaranty and Security Agreement) of Interfax (or any other Subsidiary of Parent that is not a Loan Party), each Borrower hereby covenants and agrees to deliver to Agent an executed license agreement between such Loan Party, as licensee, and Interfax or such Subsidiary (as applicable), as licensor, in form and substance reasonably satisfactory to the Agent and the Lenders promptly, and in any event within sixty (60) days after, such Loan Party commences using such Intellectual Property (or such later date as may be determined by Agent in its sole discretion).

(l) A new Section 5.17 is here by added to the Credit Agreement immediately following Section 5.16 as follows:

5.17 **<u>OFAC; Sanctions; Anti-Corruption Laws; Anti-Money Laundering Laws</u>**. Each Loan Party will, and will cause each of its Subsidiaries to comply with all applicable Sanctions and, in all material respects, with Anti-Corruption Laws and Anti-Money Laundering Laws. Each of the Loan Parties and its Subsidiaries shall implement and maintain in effect reasonable policies and procedures designed to ensure compliance by the Loan Parties and their Subsidiaries and their respective directors, officers, employees, agents and Affiliates with all Sanctions, Anti-Corruption Laws and Anti-Money Laundering Laws.

(m) Clause (a) of Section 6.3 of the Credit Agreement is hereby amended by deleting the reference therein to "Other than in order to consummate a Permitted Acquisition, enter into any merger, consolidation, reorganization, or recapitalization, or reclassify its Equity Interests, except for" and inserting a reference to "Other than in order to consummate a Permitted Acquisition, enter into any merger, consolidation, reorganization, or recapitalization, or reclassify its Equity Interests, or be a party to any statutory division, except for".

(n) Section 6.4 of the Credit Agreement is hereby amended by deleting the reference therein to "each Borrower will not, and will not permit any of its Subsidiaries to convey, sell, lease, license, assign, transfer, or otherwise dispose of" and inserting a reference to "each Borrower will not, and will not permit any of its Subsidiaries to convey, sell, lease, license, assign, transfer, or otherwise dispose of (including, in each case, in the case of any limited liability company, pursuant to a statutory division)".

(o) Section 6.11 of the Credit Agreement is hereby amended and restated in its entirety as follows:

6.11 **Use of Proceeds**. Each Borrower will not, and will not permit any of its Subsidiaries to use the proceeds of (a) any Delayed Draw Term Loan or Additional Portion of the US Term Loan made hereunder for any purpose other than the payment of all or a portion of the purchase price payable in connection with a Permitted Acquisition consummated substantially concurrently with the Borrowing of such Delayed Draw Term Loan or Additional Portion of the US Term Loan, (b) any loan made hereunder for any purpose other than (i) on the Closing Date, (x) to repay, in full, the outstanding principal, accrued interest, and accrued fees and expenses owing under or in connection with the Existing Credit Facility, and (y) to pay the fees, costs, and expenses incurred in connection with this Agreement, the other Loan Documents, and the transactions contemplated hereby and thereby, in each case, as set forth in the Funds Flow Agreement, and (ii) on the Closing Date and thereafter, consistent with the terms and conditions hereof, for their lawful and permitted purposes, including without limitation for Borrowers' working capital, capital expenditures and general corporate needs (including that (A) no part of the proceeds of the loans made to Borrowers will be used to purchase or carry any such Margin Stock or to extend credit to others for the purpose of purchasing or carrying any such Margin Stock or for any purpose that violates the provisions of Regulation T, U or X of the Board of Governors, (B) no part of the proceeds of any Loan or Letter of Credit will be used, directly or indirectly, to make any payments to a Sanctioned Entity or a Sanctioned Person, to fund any investments, loans or contributions in, or otherwise make such proceeds available to, a Sanctioned Entity or a Sanctioned Person, to fund any operations, activities or business of a Sanctioned Entity or a Sanctioned Person, or in any other manner that would result in a violation of Sanctions by any Person, and (C) no part of the proceeds of any Loan or Letter of Credit will be used, directly or indirectly, in furtherance of an offer, payment, promise to pay, or authorization of the payment or giving of money, or anything else of value, to any Person in violation of any Sanctions, Anti-Corruption Laws or Anti-Money Laundering Laws).

(p) Section 7(b) of the Credit Agreement is hereby amended and restated in its entirety as follows:

(b) **Leverage Ratio**. Have a Leverage Ratio, measured on a quarter-end basis, of not greater than the applicable ratio set forth in the following table for the applicable date set forth opposite thereto:

Applicable Date	Applicable Ratio
September 30, 2018	4.25 to 1.00
December 31, 2018	4.75 to 1.00
March 31, 2019	4.75 to 1.00
June 30, 2019	4.75 to 1.00
September 30, 2019	4.75 to 1.00
December 31, 2019	4.50 to 1.00
March 31, 2020	4.50 to 1.00
June 30, 2020	4.50 to 1.00
September 30, 2020	4.25 to 1.00
December 31, 2020	4.25 to 1.00
March 31, 2021	4.25 to 1.00
June 30, 2021	4.00 to 1.00
September 30, 2021	4.00 to 1.00
December 31, 2021	4.00 to 1.00

March 31, 2022 and each June 30, September 30, December 31, and March 31 thereafter	3.75 to 1.00

(q) The last paragraph of the definition of "EBITDA" set forth on Schedule 1.1 to the Credit Agreement is hereby amended and restated in its entirety as follows:

For the purposes of calculating EBITDA for any period of 4 consecutive fiscal quarters (each, a "Reference Period"), (a) the amount of positive EBITDA of

Subsidiaries of Parent that are not Loan Parties shall be excluded from EBITDA to the extent the aggregate amount of positive EBITDA, for the applicable period for which EBITDA is being calculated, of such Subsidiaries of Parent that are not Loan Parties exceeds 20% of the amount of EBITDA, for such period, of Parent and its Subsidiaries taken as a whole and (b) if at any time during such Reference Period (and after the Closing Date), Parent or any of its Subsidiaries shall have made a Permitted Acquisition, EBITDA for such Reference Period shall be calculated after giving pro forma effect thereto (including pro forma adjustments arising out of events which are directly attributable to such Permitted Acquisition, are factually supportable, and are expected to have a continuing impact, in each case to be mutually and reasonably agreed upon by Parent and Agent) or in such other manner acceptable to Agent as if any such Permitted Acquisition or adjustment occurred on the first day of such Reference Period.

(r) The last sentence of the definition of "Fixed Charges" set forth on Schedule 1.1 to the Credit Agreement is hereby amended and restated in its entirety as follows:

For purposes of calculating the Fixed Charge Coverage Ratio, for the periods of measurement ending on the last day of the Fiscal Quarters ending on September 30, 2018, December 31, 2018, March 31, 2019, and June 30, 2019 (x) the components of Fixed Charges set forth in clauses (a) and (b) above (other than scheduled payments of principal on the Term Loan) shall be Annualized, and (y) scheduled payments of principal on the Term Loan shall be deemed to be the product of (i) the applicable amount for each such period of measurement as set forth in Sections 2.2(b) and 2.2(d), as may be increased from time to time in accordance with the terms thereof, and (ii) 4.

(s) Clause (e) of the definition of "Permitted Acquisition" set forth on Schedule 1.1 to the Credit Agreement is hereby amended and restated in its entirety as follows:

(e) Borrowers shall have Availability plus Qualified Cash in an amount equal to or greater than $10,000,000 immediately after giving effect to the consummation of the proposed Acquisition,

(t) Clause (k) of the definition of "Permitted Acquisition" set forth on Schedule 1.1 to the Credit Agreement is hereby amended and restated in its entirety as follows:

(k) the purchase consideration payable in respect of all Permitted Acquisitions occurring after the Eighth Amendment Closing Date (including the proposed Acquisition and deferred payment obligations) shall not exceed $175,000,000 in the aggregate; provided, that the purchase consideration payable in respect of any single Acquisition or series of related Acquisitions shall not exceed $25,000,000 in the aggregate.

(u) The definitions of "Annualized", "Applicable Margin", "Available Increase Amount", "Investment", "Leverage Ratio", "Permitted Intercompany Advances", "Restricted

Payment", "Sanctioned Entity", "Sanctioned Person", and "US Maximum Revolver Amount' set forth on Schedule 1.1 to the Credit Agreement are hereby amended and restated in their entirety as follows:

"Annualized" means, with respect to the determination of the components of clauses (a) and (b) of the definition of Fixed Charges (other than scheduled payments of principal on the Term Loan), for the periods of measurement ending on the last day of (i) the Fiscal Quarter ending on September 30, 2018, the amount determined by multiplying the actual amount of such items from the Sixth Amendment Closing Date through the date of such calculation by 365 and dividing by the number of days from the Sixth Amendment Closing Date through the date of such calculation, and (ii) the Fiscal Quarters ending on December 31, 2018, March 31, 2019, and June 30, 2019, the amount determined by multiplying the actual amount of such items from the Eighth Amendment Closing Date through the date of such calculation by 365 and dividing by the number of days from the Eighth Amendment Closing Date through the date of such calculation.

"Applicable Margin" means, as of any date of determination and with respect to Base Rate Loans or Non-Base Rate Loans, as applicable, the applicable margin set forth in the following table that corresponds to the most recent Leverage Ratio calculation delivered to Agent pursuant to Section 5.1 of the Agreement (the "Leverage Ratio Calculation"); provided, that for the period from the Eighth Amendment Closing Date through the date Agent receives the Leverage Ratio Calculation in respect of the testing period ending September 30, 2018, the Applicable Margin shall be set at the margin in the row styled "Level II"; provided, further, that at any time an Event of Default has occurred and is continuing, the Applicable Margin shall be set at the margin in the row styled "Level II":

Level	Leverage Ratio Calculation	Applicable Margin Relative to Base Rate Loans (the "Base Rate Margin")	Applicable Margin Relative to Non-Base Rate Loans (the "Non-Base Rate Margin")
I	If the Leverage Ratio is less than 3.50:1.0	2.75 percentage points	3.75 percentage points
II	If the Leverage Ratio is greater than or equal to 3.50:1.00	3.00 percentage points	4.00 percentage points

Except as set forth in the foregoing proviso, the Applicable Margin shall be based upon the most recent Leverage Ratio Calculation, which will be calculated as of the end of each fiscal quarter. Except as set forth in the foregoing proviso, the

Applicable Margin shall be re-determined quarterly on the first day of the month following the date of delivery to Agent of the certified calculation of the Leverage Ratio pursuant to Section 5.1 of the Agreement; provided, that if Borrowers fail to provide such certification when such certification is due, the Applicable Margin shall be set at the margin in the row styled "Level II" as of the first day of the month following the date on which the certification was required to be delivered until the date on which such certification is delivered, on which date (but not retroactively), without constituting a waiver of any Default or Event of Default occasioned by the failure to timely deliver such certification, the Applicable Margin shall be set at the margin based upon the calculations disclosed by such certification. In the event that the information regarding the Leverage Ratio contained in any certificate delivered pursuant to Section 5.1 of the Agreement is shown to be inaccurate, and such inaccuracy, if corrected, would have led to the application of a higher Applicable Margin for any period (an "Applicable Period") than the Applicable Margin actually applied for such Applicable Period, then (i) Borrowers shall promptly deliver to Agent a correct certificate for such Applicable Period, (ii) the Applicable Margin shall be determined as if the correct Applicable Margin (as set forth in the table above) were applicable for such Applicable Period, and (iii) Borrowers shall promptly deliver to Agent full payment in respect of the accrued additional interest as a result of such increased Applicable Margin for such Applicable Period, which payment shall be promptly applied by Agent to the affected Obligations.

"Available Increase Amount" means, as of any date of determination, an amount equal to the result of (a) $75,000,000 minus (b) the Dollar Equivalent of the aggregate principal amount of Increases to the US Term Loan Amount and the Canadian Term Loan Amount previously made pursuant to Section 2.15 of the Agreement.

"Investment" means, with respect to any Person, any investment by such Person in any other Person (including Affiliates) in the form of loans, guarantees, advances, capital contributions (excluding (a) commission, travel, and similar advances to officers and employees of such Person made in the ordinary course of business, and (b) bona fide accounts receivable arising in the ordinary course of business), or acquisitions of Indebtedness, Equity Interests, or all or substantially all of the assets of such other Person (or of any division or business line of such other Person), or the transfer of assets by such Person pursuant to any statutory division of such Person or to any other Person pursuant to a plan of division, and any other items that are or would be classified as investments on a balance sheet prepared in accordance with GAAP. The amount of any Investment shall be the original cost of such Investment plus the cost of all additions thereto, without any adjustment for increases or decreases in value, or write-ups, write-downs, or write-offs with respect to such Investment.

"Leverage Ratio" means, as of any date of determination the ratio of (a) Funded Indebtedness as of such date, *less* Qualified Cash in amount in excess of

$2,500,000, but not to exceed $27,500,000, to (b) EBITDA for the 12 month period ended as of such date.

"Permitted Intercompany Advances" means (x) loans made by (a) a Loan Party to another Loan Party (other than loans by a US Loan Party to a Canadian Loan Party that is not organized in the United States), (b) a Subsidiary of Parent that is not a Loan Party to another Subsidiary of Parent that is not a Loan Party, (c) a Subsidiary of Parent that is not a Loan Party to a Loan Party, so long as the parties thereto are party to the Intercompany Subordination Agreement, (d) a Loan Party to a Subsidiary of Parent that is not a Loan Party or a US Loan Party to a Canadian Loan Party that is not organized in the United States so long as (i) the aggregate amount of all such loans (by type, not by the borrower) does not exceed $250,000 outstanding at any one time and (ii) at the time of the making of such loan, no Event of Default has occurred and is continuing or would result therefrom, (y) in connection with the Purchase Price paid by PowerSteering UK (as defined in the Sixth Amendment) with respect to the Interfax Share Purchase (as defined in the Sixth Amendment), the capital contribution by Parent to PowerSteering UK (as defined in the Sixth Amendment) on the Sixth Amendment Closing Date in an aggregate amount not to exceed $40,000,000 and (z) in connection with the Purchase Price paid by PowerSteering UK (as defined in the Eighth Amendment) with respect to the Rapide Share Purchase (as defined in the Eighth Amendment), the capital contribution and/or intercompany loan by Parent to PowerSteering UK (as defined in the Eighth Amendment) on the Eighth Amendment Closing Date in an aggregate amount not to exceed the US dollar equivalent, calculated on the date closing of the Rapide Share Purchase (as defined in the Eighth Amendment) of £50,000,000.

"Restricted Payment" means to (a) declare or pay any dividend or make any other payment or distribution (including pursuant to a plan of statutory division), directly or indirectly, on account of Equity Interests issued by Parent (including any payment in connection with any merger or consolidation involving Parent) or to the direct or indirect holders of Equity Interests issued by Parent in its capacity as such (other than dividends or distributions payable in Qualified Equity Interests issued by Parent), or (b) purchase, redeem, make any sinking fund or similar payment, or otherwise acquire or retire for value (including in connection with any merger or consolidation involving Parent) any Equity Interests issued by Parent, and (c) make any payment to retire, or to obtain the surrender of, any outstanding warrants, options, or other rights to acquire Equity Interests of Parent now or hereafter outstanding.

"Sanctioned Entity" means (a) a country or territory or a government of a country or territory, (b) an agency of the government of a country or territory, (c) an organization directly or indirectly controlled by a country or territory or its government, (d) a Person resident in or determined to be resident in a country or territory, in each case, of clauses (a) through (d) that is a target of Sanctions.

"Sanctioned Person" means, at any time (a) any Person named on the list of Specially Designated Nationals maintained by OFAC or as identified by the federal government of Canada or under the Canadian Anti-Money Laundering & Anti-Terrorism Legislation, OFAC's consolidated Non-SDN list or any other list maintained by any Governmental Authority administering Sanctions (as identified in the definition thereof), (b) a Person or legal entity that is a target of Sanctions, (c) any Person operating, organized or resident in a Sanctioned Entity, or (d) any Person directly or indirectly owned or controlled (individually or in the aggregate) by or acting on behalf of any such Person or Persons described in clauses (a) through (c) above.

"US Maximum Revolver Amount" means $29,000,000 decreased by the amount of reductions in the US Revolver Commitments made in accordance with Section 2.4(c) of the Agreement.

(v) Schedule 1.1 to the Credit Agreement is hereby amended by adding the following defined terms in alphabetical order:

"Anti-Corruption Laws" means the FCPA, the U.K. Bribery Act of 2010, as amended, and all other applicable laws and regulations or ordinances concerning or relating to bribery, money laundering or corruption in any jurisdiction in which any Loan Party or any of its Subsidiaries or Affiliates is located or is doing business.

"Anti-Money Laundering Laws" means the applicable laws or regulations in any jurisdiction in which any Loan Party or any of its Subsidiaries or Affiliates is located or is doing business that relates to money laundering, any predicate crime to money laundering, or any financial record keeping and reporting requirements related thereto.

"FCPA" means the Foreign Corrupt Practices Act of 1977, as amended, and the rules and regulations thereunder.

"Eighth Amendment" means that certain Consent and Eighth Amendment to Credit Agreement, dated as of the Eighth Amendment Closing Date, by and among the Borrowers, Agent and the Lenders party thereto.

"Eighth Amendment Closing Date" means October 2, 2018.

"Sanctions" means individually and collectively, respectively, any and all economic sanctions, trade sanctions, financial sanctions, sectoral sanctions, secondary sanctions, trade embargoes anti-terrorism laws and other sanctions laws, regulations or embargoes imposed, administered or enforced from time to time by: (a) the United States of America, including those administered by OFAC, the U.S. Department of State, the U.S. Department of Commerce, or through any existing or future executive order, (b) the United Nations Security Council, (c) the European Union or any European Union member state, (d) the United Kingdom, (e) the federal government of Canada or (f) any other Governmental Authority with jurisdiction over any member of Lender Group or any Loan Party or any of their respective Subsidiaries or Affiliates.

(w) Schedule 1.1 to the Credit Agreement is hereby amended by deleting the term "Maximum Facility Amount" in its entirety.

(x) Schedule C-1 to the Credit Agreement is hereby amended and restated in its entirety as set forth on Exhibit B attached hereto.

5. Continuing Effect. Except as expressly set forth in Section 3 and 4 of this Amendment, nothing in this Amendment shall constitute a waiver or other modification of any other terms or provisions of the Credit Agreement or any other Loan Document, and the Credit Agreement and the other Loan Documents shall remain unchanged and shall continue in full force and effect, in each case as amended hereby. This Amendment is a Loan Document.

6. Reaffirmation and Confirmation. Each Borrower hereby ratifies, affirms, acknowledges and agrees that the Credit Agreement and the other Loan Documents to which it is a party represent the valid, enforceable and collectible obligations of such Borrower, and further acknowledges that there are no existing claims, defenses, personal or otherwise, or rights of setoff whatsoever with respect to the Credit Agreement or any other Loan Document as of the date hereof. Each Borrower hereby agrees that this Amendment in no way acts as a release or relinquishment of the Liens and rights securing payments of the Obligations. The Liens and rights securing payment of the Obligations are hereby ratified and confirmed by each Borrower in all respects.

7. Conditions to Effectiveness. This Amendment shall become effective upon the satisfaction of each of the following conditions precedent, in each case satisfactory to Agent in all respects:

(a) Agent shall have received a copy of (i) this Amendment, executed and delivered by each Lender, and each Borrower, (ii) Amendment No. 2 to the Second Amended and Restated Fee Letter, executed and delivered by each Borrower, and (iii) each other document, instrument and agreement listed on the closing checklist attached hereto as Exhibit C;

(b) no Default or Event of Default shall have occurred and be continuing on the date hereof or as of the date of the effectiveness of this Amendment; and

(c) Agent shall have received a fully executed copy of the Rapide Purchase Agreement, together with all attachments thereto.

8. Representations and Warranties. In order to induce Agent and each Lender to enter into this Amendment, each Borrower hereby represents and warrants to Agent and Lenders that:

(a) after giving effect to this Amendment, all representations and warranties contained in the Loan Documents to which such Borrower is a party are true and correct in all material respects (except that such materiality qualifier shall not be applicable to any representations and warranties that already are qualified or modified by materiality in the text thereof) on and as of the date of this Amendment, as though made on and as of such date (except to the extent that such representations and warranties relate solely to an earlier date, in which case such representations and warranties shall be true and correct in all material respects (except that such materiality qualifier shall not be applicable to any representations and warranties that already are qualified or modified by materiality in the text thereof) on and as of such earlier date);

(b) no Default or Event of Default has occurred and is continuing; and

(c) this Amendment and the Loan Documents, as modified hereby, constitute legal, valid and binding obligations of such Borrower and are enforceable against such Borrower in accordance with their respective terms, except as enforcement may be limited by equitable principles or by bankruptcy, insolvency, reorganization, moratorium or similar laws relating to or limiting creditors' rights generally.

9. Post-Closing Covenants.

(a) In the event that the Rapide Share Purchase is not consummated within three (3) days of the date hereof, (a) Borrowers shall cause to be promptly delivered to Agent, the proceeds of the funds deposited with Pillsbury Winthrop Shaw Pittman LLP, pursuant to a Solicitor's Undertaking delivered by Pillsbury Winthrop Shaw Pittman LLP in favor of Wells Fargo Bank, National Association, dated as of the date hereof, in connection with the Rapide Share Purchase to be applied against the remaining installments of principal of the Term Loan on a pro rata basis (for the avoidance of doubt, any amount that is due and payable on the Maturity Date shall constitute an installment), and (b) the amendments contained in Sections 4(b) (after giving effect to any application of funds pursuant to the foregoing clause (a)), 4(c) (after giving effect to any application of funds pursuant to the foregoing clause (a)), 4(k), 4(p), 4(r), 4(t) and 4(u) (solely with respect to the definition of "Annualized" and "Permitted Intercompany Advances") of this Amendment shall be ineffective.

(b) Within ninety (90) days of the date hereof (or such later date as Agent may agree in writing), Borrowers shall deliver, or cause to be delivered, to Agent, a duly executed pledge agreement governed by the law of England and Wales pledging 65% of the voting Equity Interests and 100% of the non-voting Equity Interests of PowerSteering UK, along with other customary deliverables and opinions related thereto, in each case, in form and substance satisfactory to Agent.

(c) Failure to comply with any of the provisions of this Section 9 shall result in an automatic Event of Default under the Credit Agreement.

10. Miscellaneous.

(a) Choice of Law and Venue; Jury Trial Waiver; Reference Provision. Without limiting the applicability of any other provision of the Credit Agreement or any other Loan Document, the terms and provisions set forth in Section 12 of the Credit Agreement are expressly incorporated herein by reference.

(b) Counterparts. This Amendment may be executed in any number of counterparts, and by the parties hereto on the same or separate counterparts, and each such counterpart, when executed and delivered, shall be deemed to be an original, but all such counterparts shall together constitute but one and the same Amendment.

11. Release.

(a) In consideration of the agreements of Agent and Lenders contained herein and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, each Borrower, on behalf of itself and its successors, assigns, and other legal representatives (each Borrower and all such other Persons being hereinafter referred to collectively as the "Releasors" and individually as a "Releasor"), hereby absolutely, unconditionally and irrevocably releases, remises and forever discharges Agent and Lenders, and their successors and assigns, and their present and former shareholders, affiliates, subsidiaries, divisions, predecessors, directors, officers, attorneys, employees, agents and other representatives (Agent, each Lender and all such other Persons being hereinafter referred to collectively as the "Releasees" and individually as a "Releasee"), of and from all demands, actions, causes of action, suits, covenants, contracts, controversies, agreements, promises, sums of money, accounts, bills, reckonings, damages and any and all other claims, counterclaims, defenses, rights of set-off, demands and liabilities whatsoever (individually, a "Claim" and collectively, "Claims") of every name and nature, known or unknown, suspected or unsuspected, both at law and in equity, which any Releasor may now own, hold, have or claim to have against the Releasees or any of them for, upon, or by reason of any circumstance, action, cause or thing whatsoever which arises at any time on or prior to the day and date of this Amendment, in any way related to or in connection with the Credit Agreement, or any of the other Loan Documents or transactions thereunder or related thereto.

(b) Each Borrower understands, acknowledges and agrees that the release set forth above may be pleaded as a full and complete defense and may be used as a basis for an injunction against any action, suit or other proceeding which may be instituted, prosecuted or attempted in breach of the provisions of such release.

(c) Each Borrower agrees that no fact, event, circumstance, evidence or transaction which could now be asserted or which may hereafter be discovered shall affect in any manner the final, absolute and unconditional nature of the release set forth above.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed by their respective officers thereunto duly authorized and delivered as of the date first above written.

PARENT AND A US BORROWER: **UPLAND SOFTWARE, INC.**, a Delaware corporation

By: /s/ Michael D. Hill
Name: Michael D. Hill
Title: Chief Financial Officer

US BORROWERS: **UPLAND SOFTWARE I, INC.**, a Delaware corporation

By: /s/ Michael D. Hill
Name: Michael D. Hill
Title: Secretary

UPLAND SOFTWARE II, LLC, a Delaware limited liability company

By: /s/ Michael D. Hill
Name: Michael D. Hill
Title: Secretary

UPLAND SOFTWARE IV, LLC, a Nebraska limited liability company

By: /s/ Michael D. Hill
Name: Michael D. Hill
Title: Secretary

UPLAND SOFTWARE V, INC., a Delaware corporation

By: /s/ Michael D. Hill
Name: Michael D. Hill
Title: Secretary

UPLAND SOFTWARE VI, LLC,
a New Jersey limited liability company

By: /s/ Michael D. Hill
Name: Michael D. Hill
Title: Secretary

UPLAND SOFTWARE VII, LLC,
a Delaware limited liability company

By: /s/ Michael D. Hill
Name: Michael D. Hill
Title: Secretary

UPLAND IX, LLC,
a Delaware limited liability company

By: /s/ Michael D. Hill
Name: Michael D. Hill
Title: Secretary

ULTRIVA, LLC,
a California limited liability company

By: /s/ Michael D. Hill
Name: Michael D. Hill
Title: Secretary

ADVANCED PROCESSING & IMAGING, INC.,
a Florida corporation

By: /s/ Michael D. Hill
Name: Michael D. Hill
Title: Secretary

OMTOOL, LTD.,
a Delaware corporation

By: /s/ Michael D. Hill
Name: Michael D. Hill
Title: Secretary

RIGHTANSWERS, INC.,
a Delaware corporation

By: /s/ Michael D. Hill
Name: Michael D. Hill
Title: Secretary

WATERFALL INTERNATIONAL INC.,
a Delaware corporation

By: /s/ Michael D. Hill
Name: Michael D. Hill
Title: Secretary

QVIDIAN CORPORATION,
a Delaware corporation

By: /s/ Michael D. Hill
Name: Michael D. Hill
Title: Secretary

INTERFAX US INC.,
a Delaware corporation

By: /s/ Michael D. Hill
Name: Michael D. Hill
Title: Secretary

REFERENCES-ONLINE, INC.,
a Colorado corporation

By: /s/ Michael D. Hill
Name: Michael D. Hill

Title: Secretary

Signature Page to Consent and Eighth Amendment to Credit Agreement

BOULDER LOGIC, LLC,
a Colorado limited liability company

By: /s/ Michael D. Hill
Name: Michael D. Hill
Title: Secretary

CANADIAN BORROWER:	**UPLAND SOFTWARE INC. / LOGICIELS UPLAND INC.,** a Canadian federal corporation
	By: /s/ Michael D. Hill Name: Michael D. Hill Title: Secretary

WELLS FARGO BANK, NATIONAL ASSOCIATION, a national banking association, as Agent, US Agent and as a Lender

By: /s/ Tiffany Ormon
Name: Tiffany Ormon
Title: Managing Director

WELLS FARGO CAPITAL FINANCE CORPORATION CANADA, an Ontario corporation, as Canadian Agent and as a Lender

By: /s/ David G. Phillips
Name: David G. Phillips
Title: Senior Vice President, Credit Officer Canada, Wells Fargo Capital Finance Corporation Canada

CIT BANK, N.A., a national banking association, as a Lender

By: /s/ Sherryn Reckin
Name: Sherryn Reckin
Title: Director

Signature Page to Consent and Eighth Amendment to Credit Agreement

STRATEGIC CREDIT PARTNERS II, LLC, as a Lender

By: /s/ Craig Transue
Name: Craig Transue
Title: Authorized Signatory

GOLDMAN SACHS BANK USA, as a Lender

By: /s/ Justin Betzen
Name: Justin Betzen
Title: Authorized Signatory

REGIONS BANK, as a Lender

By: /s/ H. Glenn Little
Name: H. Gelnn Little
Title: MD

CITIZENS BANK, N.A., as a Lender

By: /s/ Jason Crowley
Name: Jason Crowley
Title: Vice President

AC LOAN SOURCING LTD,
By: Allianz Global Investors U.S. LLC, as Manager

By: /s/ Thomas E. Bancroft
Name: Thomas E. Bancroft
Title: Portfolio Manager

HSBC BANK USA, NATIONAL ASSOCIATION, as a Lender

By: /s/ Andrew Laughlin
Name: Andrew Laughlin
Title: Senior Corporate Banking Manager

Exhibit 31.1

CERTIFICATION PURSUANT TO RULES 13A-14(A) AND 15D-14(A) OF THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, John T. McDonald, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Upland Software, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c. Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d. Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):

    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: November 9, 2018

/s/ John T. McDonald

John T. McDonald
Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION PURSUANT TO RULES 13A-14(A) AND 15D-14(A) OF THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Michael D. Hill, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Upland Software, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 9, 2018

/s/ Michael D. Hill

Michael D. Hill
Chief Financial Officer
(Principal Financial Officer)

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Upland Software, Inc. (the “Company”) on Form 10-Q for the period ended September 30, 2018 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, John T. McDonald, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 9, 2018

/s/ John T. McDonald
John T. McDonald
Chief Executive Officer

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Upland Software, Inc. (the “Company”) on Form 10-Q for the period ended September 30, 2018 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Michael D. Hill, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 9, 2018

/s/ Michael D. Hill
Michael D. Hill
Chief Financial Officer

Document and Entity Information - shares	9 Months Ended Sep. 30, 2018	Nov. 01, 2018
Document and Entity Information [Abstract]		
Entity Registrant Name	Upland Software, Inc.	
Entity Central Index Key	0001505155	
Current Fiscal Year End Date	--12-31	
Entity Filer Category	Accelerated Filer	
Document Type	10-Q	
Document Period End Date	Sep. 30, 2018	
Document Fiscal Year Focus	2018	
Document Fiscal Period Focus	Q3	
Amendment Flag	false	
Entity Common Stock, Shares Outstanding		21,589,400

Condensed Consolidated Balance Sheets - USD ($) $ in Thousands	Sep. 30, 2018	Dec. 31, 2017
Current assets:		
Cash and cash equivalents	$ 16,089	$ 22,326
Accounts receivable (net of allowance of $1,269 and $1,069 at September 30, 2018 and December 31, 2017, respectively)	26,440	26,504
Deferred commissions, current	2,374	0
Prepaid and other	3,890	2,856
Total current assets	48,793	51,686
Canadian tax credits receivable	1,637	1,196
Property and equipment, net	2,206	2,927
Intangible assets, net	112,156	70,043
Goodwill	157,078	154,607
Deferred commissions, noncurrent	5,470	0
Other assets	153	800
Total assets	327,493	281,259
Current liabilities:		
Accounts payable	4,139	3,887
Accrued compensation	3,048	5,157
Accrued expenses and other	10,168	12,148
Deferred revenue	43,575	43,807
Due to sellers	10,655	7,839
Current maturities of notes payable (includes unamortized discount of $826 and $699 at September 30, 2018 and December 31, 2017, respectively)	4,330	2,301
Total current liabilities	75,915	75,139
Notes payable, less current maturities (includes unamortized discount of $1,852 and $1,969 at September 30, 2018 and December 31, 2017, respectively)	153,898	108,843
Deferred revenue, noncurrent	901	1,570
Noncurrent deferred tax liability, net	6,808	3,262
Other long-term liabilities	736	1,030
Total liabilities	238,258	189,844
Stockholders’ equity:		
Common stock, $0.0001 par value; 50,000,000 shares authorized: 21,589,400 and 20,768,401 shares issued and outstanding as of September 30, 2018 and December 31, 2017, respectively)	2	2
Additional paid-in capital	181,540	174,944
Accumulated other comprehensive loss	(4,830)	(2,403)
Accumulated deficit	(87,477)	(81,128)
Total stockholders’ equity	89,235	91,415
Total liabilities and stockholders’ equity	$ 327,493	$ 281,259

Condensed Consolidated Balance Sheets (Parenthetical) - USD ($) $ in Thousands	Sep. 30, 2018	Dec. 31, 2017
Statement of Financial Position [Abstract]		
Allowance for doubtful accounts	$ 1,269	$ 1,069
Unamortized discount, current	826	699
Unamortized discount, noncurrent	$ 1,852	$ 1,969
Common stock, par value (in dollars per share)	$ 0.0001	$ 0.0001
Common stock, shares authorized (in shares)	50,000,000	50,000,000
Common stock, shares issued (in shares)	21,589,400	20,768,401
Common stock, shares outstanding (in shares)	21,589,400	20,768,401

Condensed Consolidated Statements of Operations - USD ($) $ in Thousands	3 Months Ended		9 Months Ended	
	Sep. 30, 2018	Sep. 30, 2017	Sep. 30, 2018	Sep. 30, 2017
Revenue:				
Total revenue	$ 37,144	$ 26,072	$ 104,705	$ 70,105
Cost of revenue:				
Total cost of revenue	12,083	9,113	33,577	24,144
Gross profit	25,061	16,959	71,128	45,961
Operating expenses:				
Sales and marketing	5,299	4,258	14,955	11,516
Research and development	5,400	4,092	15,577	11,572
Refundable Canadian tax credits	(99)	(195)	(404)	(424)
General and administrative	8,011	5,084	23,475	17,564
Depreciation and amortization	3,606	1,648	9,589	4,111
Acquisition-related expenses	2,497	4,399	8,739	10,368
Total operating expenses	24,714	19,286	71,931	54,707
Gain (loss) from operations	347	(2,327)	(803)	(8,746)
Other expense:				
Interest expense, net	(3,118)	(2,277)	(8,755)	(4,372)
Loss on debt extinguishment	0	1,634	0	0
Other income (expense), net	(744)	(130)	(965)	(260)
Total other expense	(3,862)	(773)	(9,720)	(4,632)
Loss before provision for income taxes	(3,515)	(3,100)	(10,523)	(13,378)
Provision for income taxes	(735)	(406)	(2,118)	(1,553)
Net loss	$ (4,250)	$ (3,506)	$ (12,641)	$ (14,931)
Net loss per common share:				
Net loss per common share, basic and diluted (in dollars per share)	$ (0.21)	$ (0.18)	$ (0.63)	$ (0.83)
Weighted-average common shares outstanding, basic and diluted (in shares)	20,089,919	19,380,519	19,916,907	18,043,365
Product [Member]				
Revenue:				
Total revenue	$ 34,834	$ 24,025	$ 98,026	$ 64,007
Subscription And Support [Member]				
Revenue:				
Total revenue	33,919	23,169	94,802	60,711
Cost of revenue:				
Total cost of revenue	10,566	7,737	29,395	20,306
Perpetual License [Member]				
Revenue:				
Total revenue	915	856	3,224	3,296
Professional Services [Member]				
Revenue:				

Total revenue	2,310	2,047	6,679	6,098
Cost of revenue:				
Total cost of revenue	$ 1,517	$ 1,376	$ 4,182	$ 3,838

Condensed Consolidated Statements of Comprehensive Loss - USD ($) $ in Thousands	3 Months Ended		9 Months Ended	
	Sep. 30, 2018	Sep. 30, 2017	Sep. 30, 2018	Sep. 30, 2017
Statement of Comprehensive Income [Abstract]				
Net loss	$ (4,250)	$ (3,506)	$ (12,641)	$ (14,931)
Foreign currency translation adjustment	253	508	(2,427)	841
Comprehensive loss	$ (3,997)	$ (2,998)	$ (15,068)	$ (14,090)

Condensed Consolidated Statements of Cash Flows - USD ($) $ in Thousands	9 Months Ended	
	Sep. 30, 2018	Sep. 30, 2017
Operating activities		
Net loss	$ (12,641)	$ (14,931)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	14,604	8,112
Deferred income taxes	421	698
Amortization of deferred commissions	1,709	0
Foreign currency re-measurement (gain) loss	105	(422)
Non-cash interest and other expense	616	416
Non-cash stock compensation expense	10,380	7,804
Non-cash loss on retirement of fixed assets	0	(18)
Changes in operating assets and liabilities, net of purchase business combinations:		
Accounts receivable	3,173	753
Prepaids and other	(3,115)	1,664
Accounts payable	(679)	1,736
Accrued expenses and other liabilities	(7,097)	789
Deferred revenue	(2,679)	(793)
Net cash provided by operating activities	4,797	5,808
Investing activities		
Purchase of property and equipment	(643)	(443)
Purchase business combinations, net of cash acquired	(47,850)	(61,163)
Net cash used in investing activities	(48,493)	(61,606)
Financing activities		
Payments on capital leases	(893)	(1,098)
Proceeds from notes payable, net of issuance costs	49,375	54,683
Payments on notes payable	(2,907)	(11,319)
Taxes paid related to net share settlement of equity awards	(4,642)	(628)
Issuance of common stock, net of issuance costs	858	43,257
Additional consideration paid to sellers of businesses	(4,294)	(5,361)
Net cash provided by financing activities	37,497	79,534
Effect of exchange rate fluctuations on cash	(38)	482
Change in cash and cash equivalents	(6,237)	24,218
Cash and cash equivalents, beginning of period	22,326	28,758
Cash and cash equivalents, end of period	16,089	52,976
Supplemental disclosures of cash flow information:		
Cash paid for interest	8,170	3,966
Cash paid for taxes	2,480	1,463
Noncash investing and financing activities:		
Equipment acquired pursuant to capital lease obligations	$ 0	$ 121

Summary of Significant Accounting Policies	9 Months Ended Sep. 30, 2018
Accounting Policies [Abstract]	
Summary of Significant Accounting Policies	**1. Summary of Significant Accounting Policies**

Basis of Presentation

These condensed consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States ("GAAP"). The condensed consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation.

The accompanying unaudited interim condensed consolidated financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC") for interim financial reporting. In the opinion of management of the Company, the unaudited interim condensed consolidated financial statements have been prepared on the same basis as the audited consolidated financial statements and include all adjustments of a normal recurring nature necessary for a fair presentation. The results of operations for the three months ended September 30, 2018 are not necessarily indicative of the results to be expected for the year ending December 31, 2018 or for any other period.

The financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's 2017 Annual Report on Form 10-K filed with the SEC on March 9, 2018.

Use of Estimates

The preparation of the accompanying condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenues and expenses. Significant items subject to such estimates include allowance for doubtful accounts, stock-based compensation, contingent consideration, acquired intangible assets, the useful lives of intangible assets and property and equipment, and income taxes. In accordance with GAAP, management bases its estimates on historical experience and on various other assumptions that management believes are reasonable under the circumstances. Management regularly evaluates its estimates and assumptions using historical experience and other factors; however, actual results could differ from those estimates.

Concentrations of Credit Risk and Significant Customers

Financial instruments that potentially subject the Company to credit risk consist of cash and cash equivalents and accounts receivable. The Company's cash and cash equivalents are placed with high-quality financial institutions, which, at times, may exceed federally insured limits. The Company has not experienced any losses in these accounts, and the Company does not believe it is exposed to any significant credit risk related to cash and cash equivalents. The Company provides credit, in the normal course of business, to a number of its customers. The Company performs periodic credit evaluations of its customers and generally does not require collateral. No individual customer represented more than 10% of total revenues in the three months ended

September 30, 2018 or for the year ended December 31, 2017, or more than 10% of accounts receivable as of September 30, 2018 or December 31, 2017.

Fair Value of Financial Instruments

The Company's financial instruments consist principally of cash and cash equivalents, accounts receivable, and accounts payable, and long–term debt. The carrying value of cash and cash equivalents, accounts receivable, and accounts payable approximate fair value, primarily due to short maturities. The carrying values of the Company's debt instruments approximated their fair value based on rates currently available to the Company.

Recent Accounting Pronouncements

Recently issued accounting pronouncements not yet adopted

In August 2018, the FASB issued ASU 2018-15, *Intangibles-Goodwill and Other-Internal-Use Software (ASC 350-40): Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That Is a Service Contract*, which requires hosting arrangements that are service contracts to follow the guidance for internal-use software to determine which implementation costs can be capitalized. ASU 2018-15 is effective either prospectively or retrospectively for fiscal years beginning after December 15, 2019, and interim periods within those fiscal years, with early adoption permitted. The Company is currently evaluating how to apply the new guidance.

In August 2018, the FASB issued ASU 2018-13, *Fair Value Measurement (Topic 820): Disclosure Framework — Changes to the Disclosure Requirements for Fair Value Measurement,* to eliminate, add and modify certain disclosure requirements for fair value measurements. Entities will no longer be required to disclose the amount of and reasons for transfers between Level 1 and Level 2 of the fair value hierarchy, but public companies will be required to disclose the range and weighted average used to develop significant unobservable inputs for Level 3 fair value measurements. The guidance is effective for annual and interim periods beginning after December 15, 2019, but entities are permitted to early adopt either the entire standard or only the provisions that eliminate or modify the requirements. The Company is currently evaluating how to apply the new guidance.

In January 2018, the FASB issued ASU 2018-02 *Income Statement - Reporting Comprehensive Income (ASC 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income (AOCI)*, which gives entities the option to reclassify to retained earnings the tax effects resulting from the Tax Act related to items in Additional Other Comprehensive Income (AOCI) that the FASB refers to as having been "stranded" in AOCI. The guidance is effective for annual and interim periods beginning after December 15, 2018, and is applicable to the Company in fiscal year 2019; however, early adoption is permitted. The Company is currently evaluating the effect that the adoption of ASU 2018-02 will have on its financial statements.

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)*. The new standard supersedes the present U.S. GAAP standard on leases and requires substantially all leases to be reported on the balance sheet as right-of-use assets and lease obligations. ASU 2016-02 is effective for annual reporting periods beginning after December 15, 2018, and interim reporting periods within those annual reporting periods. Early adoption is permitted and in the original guidance the modified retrospective application was required, however, in July 2018 the FASB issued ASU 2018-11 which permits entities with another transition method in which the effective date would be the date of initial application of transition. Under this optional transition method, we would recognize a cumulative-effect adjustment to the opening balance of retained earnings in the period of adoption. We expect to elect the optional transition method. We plan to adopt the new standard on its effective date of January 1, 2019. We anticipate adoption of the standard will not significantly impact results. We are evaluating the election of the practical expedients upon transition that would retain the lease classification and initial direct costs for any leases that exist prior to adoption of the standard. We are in the process of cataloging our existing lease contracts and implementing changes to our systems.

In June 2016, the FASB issued ASU 2016-13, *Financial Instruments - Credit Losses: Measurement of Credit Losses on Financial Instruments*, which changes the impairment model for most financial assets. The new model uses a forward-looking expected loss method, which will generally result in earlier recognition of allowances for losses. ASU 2016-13 is effective for annual and interim periods beginning after December 15, 2019 and early adoption is permitted for annual and interim periods beginning after December 15, 2018. The Company is currently evaluating the effect that the adoption of ASU 2016-13 will have on its financial statements.

Recently adopted accounting pronouncements

In June 2018, the Financial Accounting Standards Board ("FASB") issued Accounting Standard Update ("ASU") 2018-07 *Compensation—Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting* which simplifies the accounting for share-based payments to nonemployees by aligning it with the accounting for share-based payments to employees, with certain exceptions. For public business entities, the guidance is effective for annual periods beginning after December 15, 2018, and interim periods within those annual periods, however, early adoption is permitted. Although nonemployee directors do not satisfy the definition of employee, under FASB guidance, the Company's nonemployee directors acting in their role as members of a board of directors are treated as employees as those directors were elected by the Company's shareholders. Therefore, awards granted to these nonemployee directors for their services as directors already were accounted for as employee awards. We adopted ASU 2018-07 during the second quarter of 2018 with no impact on our financial statements.

In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers*, to replace existing revenue recognition rules with a single comprehensive model to use in accounting for revenue arising from contracts with customers. Under this ASU and the associated subsequent amendments (collectively, "ASC 606"), revenue is recognized when a customer obtains control of promised goods or services for an amount that reflects the consideration the entity expects to receive in exchange for those goods or services. In addition, ASC 606 requires expanded disclosure of the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers.

The Company adopted ASC 606 on January 1, 2018 for all contracts using the modified retrospective method. We recognized the cumulative effect of initially applying the new revenue standard as an adjustment to the opening balance of accumulated deficit. The comparative information has not been restated and continues to be reported under the accounting standards in effect for those periods. We expect the impact of the adoption of the new revenue standard to be immaterial to our net income on an ongoing basis.

A majority of our sales revenue continues to be recognized ratably over the applicable term of the respective subscription or maintenance contracts. For most sales commissions formerly expensed as incurred, other than for perpetual license commissions which will continue to be expensed as incurred, we are now amortizing these costs to the consolidated statements of income over the shorter of 1) the expected life of our customer relationships, which we have determined to be approximately 6 years, or 2) the life of the related technology.

For further discussion about changes to Significant Accounting Policies impacted by the adoption of 2014-09 (Topic 606), see Note 10. Revenue.

The cumulative effect of the changes made to our consolidated January 1, 2018 balance sheet for the adoption of ASC 606 were as follows (in thousands):

Balance Sheet	Balance at December 31, 2017	Adjustments Due to ASC 606	Balance at January 1, 2018
Assets			
Deferred commissions, current	$ —	$ 2,070	$ 2,070
Deferred commissions, noncurrent	—	4,447	4,447
Liabilities			
Deferred revenue (current)	43,807	225	44,032
Equity			
Accumulated deficit	$ (81,128)	$ 6,292	$ (74,836)

In accordance with the new revenue standard requirements, the disclosure of the impact of adoption on our consolidated income statement and balance sheet for the periods ended September 30, 2018 was as follows (in thousands):

	Three Months Ended September 30, 2018			Nine Months Ended September 30, 2018		
Income statement	As Reported	Balances Without Adoption of ASC 606	Effect of Change Higher/ (Lower)	As Reported	Balances Without Adoption of ASC 606	Effect of Change Higher/ (Lower)
Revenues						
Perpetual license	915	971	(56)	3,224	3,015	209
Operating expenses						
Sales & marketing	5,299	5,915	(616)	14,955	16,154	(1,199)

During the three months ended September 30, 2018 and the nine months ended September 30, 2018, the effect on earnings per share of the adoption of ASC 606 was an increase in earnings per share of $0.03 and $0.07, respectively.

	As of September 30, 2018		
Balance Sheet	As Reported	Balances Without Adoption of ASC 606	Effect of Change Higher/ (Lower)
Assets			
Deferred commissions, current	$ 2,374	$ —	$ 2,374
Deferred commissions, noncurrent	5,470	—	5,470

Liabilities			
Deferred revenue (current)	43,575	43,368	(207)
Equity			
Accumulated deficit	$ (87,477)	$ (92,361)	$ (4,884)

In January 2017, the FASB issued ASU 2017-01, *Clarifying the Definition of a Business*, which revises the definition of a business and assists in the evaluation of when a set of transferred assets and activities is a business. ASU 2017-01 is effective for interim and annual reporting periods beginning after December 15, 2017, and should be applied prospectively. Early adoption is permitted under certain circumstances. The Company adopted ASU 2017-01 during the first quarter of 2018. No impact on the financial statements was recorded as a result of the adoption of ASU 2017-01.

In January 2017, the FASB issued ASU 2017-04, *Intangibles - Goodwill and Other: Simplifying the Test for Goodwill Impairment*. ASU 2017-04 eliminates step two of the goodwill impairment test and specifies that goodwill impairment should be measured by comparing the fair value of a reporting unit with its carrying amount. Additionally, the amount of goodwill allocated to each reporting unit with a zero or negative carrying amount of net assets should be disclosed. ASU 2017-04 is effective for annual or interim goodwill impairment tests performed in fiscal years beginning after December 15, 2019; early adoption is permitted. The Company adopted ASU 2017-04 during the first quarter of 2018. No impact on the financial statements was recorded as a result of the adoption of ASU 2017-04.

In August 2016, the FASB issued ASU 2016-15, *Classification of Certain Cash Receipts and Cash Payments*. ASU 2016-15 is intended to add or clarify guidance on the classification of certain cash receipts and payments in the statement of cash flows and to eliminate the diversity in practice related to such classifications. The guidance in ASU 2016-15 is required for annual reporting periods beginning after December 15, 2017, with early adoption permitted. The Company adopted ASU 2016-15 during the first quarter of 2017. No additional disclosure was deemed necessary upon the adoption of ASU 2016-15. No impact on the financial statements was recorded as a result of the adoption of ASU 2016-15.

Acquisitions	9 Months Ended Sep. 30, 2018
Business Combinations [Abstract]	
Acquisitions	

2. Acquisitions

We perform quantitative and qualitative analysis to determine the significance. of each acquisition, to the financial statements the Company. The following acquisitions were deemed to be insignificant, except for Qvidian Corporation, a Delaware corporation (“Qvidian”). Refer to the pro formas disclosed below.

2018 Acquisitions

On March 21, 2018, the Company’s wholly owned subsidiary, PowerSteering Software Limited, a limited liability company organized and existing under the laws of England and Wales (“PowerSteering UK”), completed its purchase of the shares comprising the entire issued share capital of Interfax Communications Limited ("Interfax"), an Irish-based software company providing secured cloud-based messaging solutions, including enterprise cloud fax and secure document distribution. In connection with this acquisition, the Company also acquired certain assets related to Interfax’s business from a United States based reseller of Interfax’s products. The purchase price consideration paid for Interfax was $33.6 million in cash at closing, net of cash acquired of $1.4 million, and a $5.0 million cash holdback payable over 18 months (subject to reduction for indemnification claims). In conjunction with the acquisition of Interfax, certain assets and customer relationships of their U.S. reseller ("Marketech") were purchased for $2.0 million, and excludes any potential earnout payments tied to performance-based goals. Revenues recorded since the acquisition date through September 30, 2018 were approximately $8.1 million.

On June 28, 2018, the Company completed its purchase of RO Innovation, Inc. ("RO Innovation"), a cloud-based customer reference solution for creating, deploying, managing, and measuring customer reference and sales enablement content. The purchase price consideration paid was approximately $12.3 million in cash payable at closing, net of cash acquired of $0.2 million and a $1.8 million cash holdback payable in one year (subject to reduction for indemnification claims) and excludes potential future earn-out payments tied to additional performance-based goals. Revenues recorded since the acquisition date through September 30, 2018 were approximately $1.2 million.

See Note 13. Subsequent Events in Notes to Unaudited Condensed Consolidated Financial Statements for more information regarding an additional acquisition.

2017 Acquisitions

On January 10, 2017, the Company completed its purchase of Omtool, Ltd ("Omtool"), a document capture, fax and workflow solution company. The purchase price consideration paid was approximately $19.3 million in cash payable at closing (net of $3.0 million of cash acquired).

On April 21, 2017, the Company acquired RightAnswers, Inc. ("RightAnswers"), a cloud-based knowledge management system. The purchase price was $17.4 million, in cash at closing (net of $0.1 million cash acquired) and a $2.5 million cash holdback payable in one year (subject to reduction for indemnification claims) and excludes potential future earn-out payments tied to additional performance-based goals.

On July 12, 2017, the Company acquired Waterfall International Inc. (“Waterfall”), a cloud-based mobile messaging platform. The purchase price consideration paid was approximately $24.4 million in cash at closing (net of $0.4 million of cash acquired) and a $1.5 million cash holdback payable in 18 months (subject to reduction for indemnification claims). The foregoing excludes additional potential $3.0 million in earnout payments tied to performance-based conditions.

On November 16, 2017, the Company completed its acquisition of Qvidian, a Massachusetts-based provider of cloud-based RFP and sales-proposal automation software. The purchase price consideration paid by the Company was $50 million in cash.

The pro forma statements of operations data for three and nine months ended September 30, 2018 and September 30, 2017 shown in table below, give effect to the Qvidian acquisition, described above, as if it had occurred at January 1, 2016. These amounts have been calculated after applying our accounting policies and adjusting the results of Qvidian to reflect: the costs of debt financing incurred to acquire Qvidian, the additional intangible amortization and the adjustments to acquired deferred revenue that would have been occurred assuming the fair value adjustments had been applied and incurred since January 1, 2016. This pro forma data is presented for informational purposes only and does not purport to be indicative of our future results of operations.

The table below shows the Pro forma statements of operations data for the three and nine months ended September 30, 2018 and September 30, 2017 (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Revenue	$ 37,144	$ 31,262	$ 104,705	$ 84,524
Loss from continuing operations [(1)]	$ (4,250)	$ (2,412)	$ (12,641)	$ (10,435)

(1) While some recurring adjustments impact the pro forma figures presented, the decrease in pro forma loss from continuing operations compared to our loss from continuing operations presented on the consolidated statements of operations for the three and nine months ended September 30, 2018 and September 30, 2017 includes nonrecurring adjustments removing acquisition costs from 2017 and reflects these costs in the year ended 2016, the year the acquisition was assumed to be completed for pro forma purposes.

The following condensed table presents the preliminary and finalized acquisition-date fair value of the assets acquired and liabilities assumed for the acquisitions in 2017 and through the nine months ended September 30, 2018, as well as assets and liabilities (in thousands):

	Preliminary			Finalized		
	RO Innovation	Interfax	Qvidian	Waterfall	RightAnswers	Omtool
Year Acquired	2018	2018	2017	2017	2017	2017
Cash	$ 197	$ 1,396	$ 468	$ 100	$ 139	$ 2,957
Accounts receivable	1,564	1,706	1,907	1,477	2,164	784
Other current assets	1,299	1,000	334	608	246	464
Property and equipment	15	286	108	23	408	58
Customer relationships	8,596	22,577	30,160	6,400	10,500	4,400
Trade name	65	649	227	110	180	170
Technology	1,636	5,236	5,739	2,800	2,300	3,180
Goodwill	4,535	14,070	21,229	18,575	15,680	14,081
Other assets	—	14	8	—	—	33
Total assets acquired	17,907	46,934	60,180	30,093	31,617	26,127
Accounts payable	(231)	(737)	(388)	(605)	(139)	(219)
Accrued expense and other	(1,921)	(2,832)	(403)	(1,136)	(2,108)	(915)
Deferred tax liabilities	—	(3,365)	—	—	—	—

Deferred revenue	(1,505)	—	(9,389)	(1,220)	(5,479)	(2,779)
Total liabilities assumed	(3,657)	(6,934)	(10,180)	(2,961)	(7,726)	(3,913)
Total consideration	$ 14,250	$ 40,000	$ 50,000	$ 27,132	$ 23,891	$ 22,214

Tangible assets were valued at their respective carrying amounts, which approximates their estimated fair value. The valuation of identifiable intangible assets reflects management's estimates based on, among other factors, use of established valuation methods. Customer relationships were valued using an income approach, which estimates fair value based on the earnings and cash flow capacity of the subject asset. The value of the marketing-related intangibles was determined using a relief-from-royalty method, which estimates fair value based on the value the owner of the asset receives from not having to pay a royalty to use the asset. Developed technology was valued using a cost-to-recreate approach.

The Company recorded the purchase of the acquisitions described above using the acquisition method of accounting and, accordingly, recognized the assets acquired and liabilities assumed at their fair values as of the date of the acquisition. The purchase price allocations for the 2017 acquisitions of Omtool, RightAnswers, and Waterfall are final, and Qvidian, Interfax, and RO Innovation are preliminary as the Company has not obtained and evaluated all of the detailed information necessary to finalize the opening balance sheet amounts in all respects. Management has recorded the purchase price allocations based upon acquired company information that is currently available. Management expects to complete its purchase price allocations for Qvidian in the fourth quarter of 2018 and for Interfax and RO Innovation in the first half of 2019.

There were immaterial changes in the preliminary acquisition-date fair value of assets and liabilities for Qvidian during the three months ended September 30, 2018. The change in the preliminary acquisition-date fair value of assets and liabilities for Interfax during the three months ended September 30, 2018 was $2.3 million increase in intangibles (customer relationships, trade name and technology) due to a change in estimates. The change in the preliminary acquisition-date fair value of assets and liabilities for RO Innovation during the three months ended September 30, 2018 was $1.4 million, including a $0.2 million reduction Accounts receivable and a $1.2 million increase in Other liabilities.

The goodwill of $88.2 million for the above acquisitions is primarily attributable to the synergies expected to arise after the acquisition. Goodwill deductible for tax purposes is $3.7 million for Waterfall, $2.4 million (at the time of the acquisition) for Interfax, and $2.7 million for RO Innovation. There was no Goodwill deductible for tax purposes for our Omtool, RightAnswers, and Qvidian acquisitions. Measurement period expenses recorded to other income (expense), net, related to acquisitions that took place within a prior period for the three months ended September 30, 2018 and the three months ended September 30, 2017 were net expense of $0.6 million and none, respectively, and for the nine months ended September 30, 2018 and the nine months ended September 30, 2017, were net income of $0.8 million and $0.1 million, respectively.

Total one-time transaction costs, excluding one-time restructuring costs, incurred with respect to acquisition activity in the three months ended September 30, 2018 and the three months ended September 30, 2017 were $0.2 million and $1.1 million and for the nine months ended September 30, 2018 and the nine months ended September 30, 2017 were $2.8 million and $4.3 million, respectively.

Fair Value Measurements	9 Months Ended Sep. 30, 2018

Fair Value Disclosures [Abstract]

Fair Value Measurements

3. Fair Value Measurements

Fair value is defined as the exit price, or the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants as of the measurement date. GAAP sets forth a three–tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. The three tiers are Level 1, defined as observable inputs, such as quoted market prices in active markets; Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs in which little or no market data exists, which therefore requires an entity to develop its own assumptions.

Changes to the fair value of earnout liabilities are recorded to other expense, net. Liabilities measured at fair value on a recurring basis are summarized below (in thousands):

	Fair Value Measurements at December 31, 2017			
	Level 1	Level 2	Level 3	Total
Earnout consideration liability	$ —	$ —	$ 3,576	$ 3,576

	Fair Value Measurements at September 30, 2018 (unaudited)			
	Level 1	Level 2	Level 3	Total
Earnout consideration liability	$ —	$ —	$ 2,537	$ 2,537

As of September 30, 2018, the Level 3 earnout consideration liability consists of amounts associated with the acquisitions of Waterfall in July 2017, Marketech in March 2018, and RO Innovation in June 2018. The Level 3 earnout consideration liability associated with RightAnswers of $2.0 million was settled in February 2018. In addition, the increase in cash earnouts from December 31, 2017 to September 30, 2018 is related to current year acquisitions.

The following table presents additional information about liabilities measured at fair value on a recurring basis and for which we have utilized significant unobservable (Level 3) inputs to determine fair value (in thousands):

Ending balance at December 31, 2017	$ 3,576
Additions - cash earnouts	939
Settlements - cash earnouts	(1,978)
Ending balance at September 30, 2018	$ 2,537

The fair value of the cash earnout consideration was determined using the Binary Option model based on the present value of the probability-weighted earnout consideration.

Debt

The Company believes the carrying value of its long-term debt at September 30, 2018 approximates its fair value based on the variable interest rate feature or based upon interest rates currently available to the Company.

The estimated fair value and carrying value of the Company's debt, before debt discount, at September 30, 2018 and December 31, 2017 are $160.9 million and $113.8 million, respectively, based on valuation methodologies using interest rates currently available to the Company, which are Level 2 inputs.

Goodwill and Other Intangible Assets	9 Months Ended Sep. 30, 2018
Goodwill and Intangible Assets Disclosure [Abstract]	
Goodwill and Other Intangible Assets	**4. Goodwill and Other Intangible Assets** Changes in the Company’s goodwill balance for the nine months ended September 30, 2018 are summarized in the table below (in thousands):

Balance at December 31, 2017	$ 154,607
Acquired in business combinations	11,800
Adjustment related to prior year business combinations	(15,022)
Adjustment related to finalization of current year business combinations	6,056
Foreign currency translation adjustment	(363)
Balance at September 30, 2018	$ 157,078

Net intangible assets include the estimated acquisition-date fair values of customer relationships, marketing-related assets, and developed technology that the Company recorded as part of its business acquisitions. The $15.0 million adjustment to Goodwill during the six months ended September 30, 2018 primarily related to changes in the ASC 805 valuation of customer relationships in the prior year business combination of Qvidian.

The following is a summary of the Company’s intangible assets, net (in thousands):

	Estimated Useful Life (Years)	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
September 30, 2018:				
Customer relationships	1-10	$ 116,733	$ 26,784	$ 89,949
Trade name	1.5-7	4,009	3,224	785
Developed technology	4-7	35,923	14,501	21,422
Total intangible assets		$ 156,665	$ 44,509	$ 112,156

	Estimated Useful Life (Years)	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
December 31, 2017:				
Customer relationships	5-10	$ 69,061	$ 18,040	$ 51,021
Trade name	1.5	3,431	2,900	531
Developed technology	4-7	29,308	10,817	18,491
Total intangible assets		$ 101,800	$ 31,757	$ 70,043

The following table summarizes the Company's weighted-average amortization period, in total and by major finite-lived intangible asset class (in years):

	September 30, 2018	December 31, 2017
Customer relationships	9.3	9.0
Trade name	1.7	1.5
Developed technology	6.6	6.4

Total weighted-average amortization period	8.5	8.2

The Company periodically reviews the estimated useful lives of its identifiable intangible assets, taking into consideration any events or circumstances that might result in either a diminished fair value or revised useful life. There have been no indicators of impairment or change in the useful life during the three and nine months ended September 30, 2018 and September 30, 2017, respectively. Total amortization expense during the three months ended September 30, 2018 and September 30, 2017 was $4.8 million and $2.5 million, respectively, and for the nine months ended September 30, 2018 and September 30, 2017 was $12.9 million and $6.3 million, respectively.

Estimated annual amortization expense for the next five years and thereafter is as follows (in thousands):

	Amortization Expense
Year ending December 31:	
Remainder of 2018	$ 4,766
2019	18,125
2020	16,163
2021	15,462
2022	13,325
2023 and thereafter	44,315
Total	$ 112,156

Income Taxes	9 Months Ended Sep. 30, 2018
Income Tax Disclosure [Abstract]	
Income Taxes	**5. Income Taxes** The Company's income tax provision for the three and nine months ended September 30, 2018 and September 30, 2017 reflects its estimate of the effective tax rates expected to be applicable for the full years, adjusted for any discrete events that are recorded in the period in which they occur. The estimates are re-evaluated each quarter based on the estimated tax expense for the full year. The tax provision for the three and nine months ended September 30, 2018 and September 30, 2017 is primarily related to foreign income taxes associated with our Canadian, Irish, and Israeli operations, changes in deferred tax liabilities associated with amortization of United States tax deductible goodwill and state taxes in certain states in which the Company does not file on a consolidated basis or have net operating loss carryforwards. The Company has historically incurred operating losses in the United States and, given its cumulative losses and limited history of profits, has recorded a valuation allowance against its United States net deferred tax assets, exclusive of tax deductible goodwill, at September 30, 2018 and September 30, 2017, respectively. The Company has reflected any uncertain tax positions primarily within its long-term taxes payable and a portion within deferred taxes. Federal, state, and foreign income tax returns have been filed in jurisdictions with varying statutes of limitations. Varying among the separate companies, tax years 1998 through 2017 remain subject to examination by federal and most state tax authorities due to our net operating loss carryforwards. In foreign jurisdictions, tax years 2008 through 2017 remain subject to examination. The Tax Act enacted in December 2017 introduced significant changes to U.S. income tax law. Effective 2018, the Tax Act reduced the U.S. statutory tax rate from 35% to 21% and created new taxes on certain foreign-sourced earnings and certain intercompany payments. The Company is applying the guidance in SEC Staff Accounting Bulletin No. 118 when accounting for the enactment-date effects of the Tax Act. Due to the timing of the enactment and the complexity involved in applying the provisions of the Tax Act, we made reasonable estimates of the effects and recorded provisional amounts in our financial statements as of December 31, 2017. As we collect and prepare necessary data, and interpret the Tax Act and any additional guidance issued by the U.S. Treasury Department, the Internal Revenue Service (IRS), and other standard-setting bodies, we may make adjustments to the provisional amounts. Those adjustments may materially affect our provision for income taxes and effective tax rate in the period in which the adjustments are made. During the nine months ended September 30, 2018, the Company did not recognize any adjustments to the provisional amounts recorded at December 31, 2017. The accounting for the tax effects of the Tax Act will be completed later in 2018. Under a provision commonly known as global intangible low taxes income ("GILTI"), the Tax Act subjects a U.S. shareholder to current tax on certain earnings of foreign subsidiaries. Under US GAAP, an accounting policy election can be made to either recognize deferred taxes for temporary basis differences expected to reverse as GILTI in future years, or to provide for the tax expense related to GILTI in the year the tax is incurred as a period expense only. Given the complexity of the GILTI provisions, the Company is still evaluating the effects of the GILTI provisions and has not yet made an accounting policy election. At September 30, 2018, because the Company is still evaluating the GILTI provisions, it has included GILTI related to current-year operations only in our estimated annual effective tax rate and has not provided additional GILTI on deferred items.

Debt	9 Months Ended Sep. 30, 2018

Debt Disclosure [Abstract]

Debt

6. Debt

Long-term debt consisted of the following at September 30, 2018 and December 31, 2017 (in thousands):

	September 30, 2018	December 31, 2017
Senior secured loans (includes unamortized discount of $2,678 and $2,668 based on an imputed interest rate of 7.1% and 7.7%, at September 30, 2018 and December 31, 2017, respectively)	$ 158,228	$ 111,144
Less current maturities	(4,330)	(2,301)
Total long-term debt	$ 153,898	$ 108,843

Loan and Security Agreements

Eighth Amendment to Credit Facility

See Note 13. Subsequent Events in Notes to Unaudited Condensed Consolidated Financial Statements for more information regarding amendments to this facility.

Seventh Amendment to Credit Facility

On July 31, 2018, the Company entered into a seventh amendment to the Credit Facility, with a Consent and Seventh Amendment to Credit Agreement (the “Seventh Amendment”). The purpose of the Seventh Amendment was (i) to obtain the consent of the Required Lenders (as such term is defined in the Credit Facility) for the waiver of the requirement that Interfax Communications Limited, Data Guard Limited and Return Fax 2000 Limited become Canadian Guarantors and join the Canadian Guarantee and Security Agreement as Grantors and (ii) to clarify certain definitions included in the Credit Facility.

Sixth Amendment to Credit Facility

On March 21, 2018, the Company entered into a sixth amendment to its Credit Agreement dated May 14, 2015, as amended, among, *inter alia*, the Company, certain of its subsidiaries, and each of the lenders named in the Credit Agreement (the “Credit Facility”) with Wells Fargo Capital Finance and CIT Bank, N.A. as joint lead arrangers, and including Goldman Sachs Bank USA, Regions Bank, and Citizens Bank, N.A. (collectively, the "Lenders"), with a Consent and Sixth Amendment to Credit Agreement (the “Sixth Amendment”).

Loans

The Sixth Amendment to the Credit Facility provided for a $258.7 million credit facility, including (i) a $163.7 million term loan facility, (ii) a $30.0 million delayed draw term loan commitment (the "DDTL"), (iii) a $10.0 million revolving loan commitment, and (iv) a $55.0 million uncommitted accordion.

Specifically, the Credit Facility provided for $163.7 million of term debt comprised of (i) a fully drawn U.S. term loan facility in an aggregate principal amount of $158.4 million (the “U.S. Term Loan”), and (ii) a fully drawn Canadian term loan facility in an aggregate principal amount of

$5.3 million (the "Canadian Term Loan" together with the U.S. and Canadian Term Loans, the "Term Loans"). The Credit Facility provides that any principal repayments under the Term Loans shall reduce the amount available under the term loan facilities.

In addition, the Credit Facility also provides for revolvers of $10.0 million, comprised of (i) a U.S. revolving credit facility in an aggregate principal amount of up to $9.0 million (the "U.S. Revolver"), and (ii) a Canadian revolving credit facility in an aggregate principal amount of up to $1.0 million (the "Canadian Revolver" and, together with the U.S. Revolver, the "Revolver").

As of September 30, 2018, there were no amounts drawn on the Revolver, and there was $160.9 million outstanding on the Term Loans comprised of (i) $155.7 million in the U.S. Term Loans outstanding under the Credit Facility; and (ii) $5.2 million in the Canadian Term Loans outstanding under the Credit Facility.

Terms of Term Loans

Under the terms of the Sixth Amendment, the Term Loans are repayable, on a quarterly basis by an amount equal to 2.5% per annum on or before June 30, 2019, after which the remaining balance is payable on a straight-line basis by an amount equal to 5.0% per annum thereafter until the facility's maturity date of August 2, 2022.

The Sixth Amendment also provides for other improvements including, among other things, (i) a favorable adjustment to decrease the overall applicable interest rate for accounts outstanding under the Credit Agreement by 50 to 150 basis points resulting in an effective interest rate at the time of the Sixth Amendment of approximately 6.15% down from the previous effective interest rate of approximately 7.1%; (ii) a favorable adjustment to the leverage ratio to increase the amount of funded indebtedness to EBITDA (as defined in the Amendment) to 4.25 to 1.00 as of March 31, 2018, along with additional leverage ratio improvements throughout the remainder of the loan term; and (iii) a favorable increase to the recurring revenue ratio future draw condition to the delayed draw term loan facility from 1.25:1.0 to 1.50:1.0.

Also, the maximum amount of purchase consideration payable in respect of an individual permitted acquisition is $25.0 million and in respect of all permitted acquisitions is $175.0 million. In addition, the amount of permitted indebtedness to sellers of businesses increased is $20.0 million.

Terms of Delay Draw Term Loan

Pursuant to the terms of the Credit Facility, the undrawn $30.0 million DDTL is to be used to finance acquisitions. The DDTL, if all or a portion is drawn, is repayable, on a quarterly basis, by an amount equal to 2.5% per annum on or before June 30, 2019, after which the remaining balance is payable on a straight-line basis by an amount equal to 5.0% per annum thereafter until the facility's maturity date of August 2, 2022.

Terms of Revolver

Loans under the Revolver are available up to the lesser of (i) $10.0 million (the "Maximum Revolver Amount") or (ii) the maximum facility amount of $203.7 million less the sum of any amount of Revolver usage plus the outstanding balance of the Term Loans and other uses of the capacity made under the Credit Facility (such amount, the "Credit Amount"). The Revolver provides a subfacility whereby the Company may request letters of credit (the "Letters of Credit") in an aggregate amount not to exceed, at any one time outstanding, $0.5 million and $0.25 million, from the U.S and Canadian facilities, respectively. The aggregate amount of outstanding Letters of Credit is reserved against the credit availability under the Maximum Revolver Amount and the Credit Amount.

Loans under the Revolver may be borrowed, repaid and reborrowed until August 2, 2022 (the "Maturity Date"), at which time all amounts borrowed under the Credit Facility must be repaid.

Other Terms of Credit Facility

At the option of the Company, U.S. loans accrue interest at a per annum rate based on (i) the U.S. base rate plus a margin ranging from 3.00% to 4.00% depending on the leverage ratio or (ii) the U.S. LIBOR rate determined in accordance with the Credit Facility (based on 1, 2, 3 or 6-month interest periods) plus a margin ranging from 4.00% to 5.00% depending on the leverage ratio. The U.S. base rate is a rate equal to the highest of (i) the federal funds rate plus a margin equal to 0.5%, (ii) the U.S. LIBOR rate for a 1-month interest period plus 1.0%, or (iii) Wells Fargo Capital Finance's prime rate.

At the option of the Company, the Canadian loans accrue interest at a per annum rate based on (i) the Canadian prime rate or the U.S. base rate plus a margin ranging from 3.00% to 4.00% depending on the leverage ratio or (ii) the U.S. LIBOR rate determined in accordance with the Credit Facility (based on 1, 2, 3 or 6-month interest periods) (or the Canadian Bankers' Acceptance ("Canadian BA") rate determined in accordance with the Credit Facility for obligations in Canadian dollars) plus a margin ranging from 4.00% to 5.00% depending on the leverage ratio.

Accrued interest on the loans will be paid monthly, or, with respect to loans that are accruing interest based on the U.S. LIBOR rate or Canadian BA rate, at the end of the applicable U.S. LIBOR or Canadian BA interest rate period.

Lenders are entitled to a premium (the "Prepayment Premium") in the event of certain prepayments as follows: (i) from August 2, 2017 to August 1, 2018, 2.0% times the sum of (a) the Maximum Revolver Amount plus (b) the outstanding principal amount of the Term Loans and DDTL on the date immediately prior to the date of the prepayment (such sum, the "Prepayment Amount") and (ii) from August 2, 2018 to August 1, 2019, 1.0% times the Prepayment Amount. The Company may also be subject to prepayment fees in the case of commitment reductions of the Revolver and also may be obligated to prepay loans upon the occurrence of certain events.

The Company is also obligated to pay other customary servicing fees, letter of credit fees and unused credit facility fees.

The Credit Facility contains customary affirmative and negative covenants. The negative covenants limit the ability of the Company and its subsidiaries to, among other things (in each case subject to customary exceptions for a credit facility of this size and type):

- Incur additional indebtedness or guarantee indebtedness of others;
- Create liens on their assets;
- Make investments, including certain acquisitions;
- Enter into mergers or consolidations;
- Dispose of assets;
- Pay dividends and make other distributions on the Company's capital stock, and redeem and repurchase the Company's capital stock;
- Enter into transactions with affiliates; and
- Prepay indebtedness or make changes to certain agreements.

There are certain financial covenants that will become more restrictive starting March 31, 2019. If an event of default occurs, at the election of the Lenders, a default interest rate shall apply on all obligations during an event of default, at a rate per annum equal to 2.00% above the applicable interest rate.

The Credit Facility permits the Company to buyback up to $10.0 million of its capital stock, subject to restrictions including a minimum liquidity requirement of $25.0 million before and after any such buyback.

Interest Rate and Debt Discount

Cash interest costs averaged 6.7% and 6.3% under the Credit Facility for the nine months ended September 30, 2018 and for the year ended December 31, 2017, respectively. In addition, the Company has $2.7 million and $2.7 million of unamortized debt discount associated with the

Credit Facility as of September 30, 2018 and December 31, 2017, respectively. These debt discount costs will be amortized to non-cash interest expense over the term of the Credit Facility.

Debt Maturities

Under the terms of the Sixth Amendment, future debt maturities of long-term debt (excluding financing costs) at September 30, 2018 are as follows (in thousands):

Remaining 2018	$	1,031
2019		6,188
2020		8,250
2021		8,250
2022		137,187
Thereafter		—
Total debt maturities		160,906
Less current maturities		(4,330)
Less unamortized debt discount		(2,678)
Notes Payable, less current maturities and unamortized debt discount	$	153,898

Net Loss Per Share	9 Months Ended Sep. 30, 2018
Earnings Per Share [Abstract]	
Net Loss Per Share	**7. Net Loss Per Share**

The following table sets forth the computations of loss per share (in thousands, except share and per share amounts):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Numerator:				
Net Loss	$ (4,250)	$ (3,506)	$ (12,641)	$ (14,931)
Denominator:				
Weighted–average common shares outstanding, basic and diluted	20,089,919	19,380,519	19,916,907	18,043,365
Net loss per common share, basic and diluted	$ (0.21)	$ (0.18)	$ (0.63)	$ (0.83)

Due to the net losses for the three and nine months ended September 30, 2018 and September 30, 2017, respectively, basic and diluted loss per share were the same, as the effect of all potentially dilutive securities would have been anti–dilutive. The following table sets forth the anti–dilutive common share equivalents as of September 30, 2018 and September 30, 2017:

	September 30,	
	2018	2017
Stock options	410,506	692,097
Restricted stock	1,473,898	1,274,088
Total anti–dilutive common share equivalents	1,884,404	1,966,185

Commitments and Contingencies	9 Months Ended Sep. 30, 2018
Commitments and Contingencies Disclosure [Abstract]	
Commitments and Contingencies	**8. Commitments and Contingencies** **Purchase Commitments** The Company purchased software development services pursuant to a technology services agreement with DevFactory FZ-LLC for the three months ended September 30, 2018 and September 30, 2017 totaling $0.8 million and $0.6 million, respectively, and for the nine months ended September 30, 2018 and September 30, 2017, totaling $2.4 million and $1.6 million, respectively. The remaining purchase obligation after September 30, 2018 through December 31, 2018 is $0.8 million. See Note 12 — Related Party Transactions for more information regarding our purchase commitment to this related party. **Litigation** In the normal course of business, the Company may become involved in various lawsuits and legal proceedings. At this time, the Company is not involved in any current or pending legal proceedings, and does not anticipate any legal proceedings, that may have a material adverse affect on the consolidated financial position or results of operations of the Company.

Stockholders' Equity	9 Months Ended Sep. 30, 2018

Equity [Abstract]

Stockholders' Equity

9. Stockholders' Equity

On May 12, 2017, the Company filed a registration statement on Form S-3 (File No. 333-217977) (the "S-3"), to register Upland securities in an aggregate amount of up to $75.0 million for offerings from time to time. The S-3 was amended on May 22, 2017 and declared effective on May 26, 2017. On June 6, 2017, the Company completed a registered underwritten public offering pursuant to the S-3. The net proceeds of the offering were approximately $42.7 million, net of issuance costs, in exchange for 2,139,534 shares of common stock.

Restricted Stock Awards

Restricted share activity during the nine months ended September 30, 2018 was as follows:

	Number of Restricted Shares Outstanding	Weighted-Average Grant Date Fair Value
Unvested balances at December 31, 2017	1,047,480	$ 13.35
Awards granted	825,741	28.97
Awards vested	(398,323)	16.63
Awards forfeited	(1,000)	23.60
Unvested balances at September 30, 2018	1,473,898	$ 21.21

Stock Option Activity

Stock option activity during the nine months ended September 30, 2018 was as follows:

	Number of Options Outstanding	Weighted–Average Exercise Price
Outstanding at December 31, 2017	549,907	$ 7.36
Options granted	4,378	33.39
Options exercised	(143,706)	6.12
Options expired	(73)	1.79
Outstanding at September 30, 2018	410,506	$ 8.08

Share-based Compensation

The Company recognized share-based compensation expense from all awards in the following expense categories (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Cost of revenue	$ 195	$ 147	$ 464	$ 277

Research and development	383	219	871	560
Sales and marketing	169	73	368	149
General and administrative	3,034	1,445	8,677	6,818
Total	$ 3,781	$ 1,884	$ 10,380	$ 7,804

Revenue	9 Months Ended Sep. 30, 2018
Revenue from Contract with Customer [Abstract]	
Revenue	

10. Revenue

Revenues are recognized when control of the promised goods or services is transferred to the Company's customers, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods or services over the term of the agreement, generally when made available to the customers. We enter into contracts that can include various combinations of products and services, which are generally capable of being distinct and accounted for as separate performance obligations. Revenues are recognized net of sales credits and allowances. Revenue is recognized net of any taxes collected from customers, which are subsequently remitted to governmental authorities.

Revenue-generating activities consist of subscription and support, perpetual licenses, and professional services revenues within a single operating segment.

Subscription and Support Revenues

The Company's software solutions are available for use as hosted application arrangements under subscription fee agreements without licensing perpetual rights to the software. Subscription fees from these applications are recognized over time on a ratable basis over the customer agreement term beginning on the date the Company's solution is made available to the customer. Our subscription contracts are generally one to three years in length. Amounts that have been invoiced are recorded in accounts receivable and deferred revenues or revenues, depending on whether the revenue recognition criteria have been met. Additional fees for monthly usage above the levels included in the standard subscription fee are recognized as revenue at the end of each month and is invoiced concurrently.

Perpetual License Revenues

The Company also records revenue from the sales of proprietary software products under perpetual licenses. Revenue from distinct on-premises licenses is recognized upfront at the point in time when the software is made available to the customer. The Company’s products do not require significant customization.

Professional Services Revenue

Professional services provided with subscription and support licenses and perpetual licenses consist of implementation fees, data extraction, configuration, and training. The Company’s implementation and configuration services do not involve significant customization of the software and are not considered essential to the functionality. Revenues from professional services are recognized over time as such services are performed.

Significant Judgments

Performance Obligations and Standalone Selling Price

A performance obligation is a promise in a contract to transfer a distinct good or service to the customer and is the unit of accounting. Determining whether products and services are considered distinct performance obligations that should be accounted for separately versus together may require significant judgment. The Company has contracts with customers that often include multiple performance obligations, usually including perpetual licenses, multiple subscriptions and professional services. For these contracts, the Company accounts for individual performance obligations separately if they are distinct by allocating the contract's total transaction price to each performance obligation in an amount based on the relative standalone selling price, or SSP, of each distinct good or service in the contract.

Judgment is required to determine the SSP for each distinct performance obligation. A residual approach would only be applied when a particular performance obligation has highly variable and uncertain SSP and such is bundled with other performance obligations that have observable SSP. A contract's transaction price is allocated to each distinct performance obligation and recognized as revenue when, or as, the performance obligation is satisfied. We determine the SSP based on our overall pricing objectives, taking into consideration market conditions and other factors, including the value of our contracts, historical standalone sales, customer demographics, geographic locations, and the number and types of users within our contracts.

Other Considerations

The Company evaluates whether it is the principal (i.e., report revenues on a gross basis) or agent (i.e., report revenues on a net basis) for vendor reseller agreements. Generally, the Company reports revenues from these types of contracts on a gross basis, meaning the amounts billed to customers are recorded as revenues, and expenses incurred are recorded as cost of revenues. Where the Company is the principal, it first obtains control of the inputs to the specific good or service and directs their use to create the combined output. The Company's control is evidenced by its involvement in the integration of the good or service on its platform before it is transferred to its customers, and is further supported by the Company being primarily responsible to its customers and having a level of discretion in establishing pricing. Revenues provided from agreements in which the Company is an agent are immaterial.

Payment terms and conditions vary by contract type, although terms generally include a requirement of payment within 30 to 60 days. In instances where the timing of revenue recognition differs from the timing of invoicing, we have determined our contracts generally do not include a significant financing component. The primary purpose of our invoicing terms is to provide customers with simplified and predictable ways of purchasing our products and services, not to receive financing from our customers or to provide customers with financing. Example includes invoicing at the beginning of a subscription term with revenue recognized ratably over the contract period.

Unearned revenue is mainly unearned revenue related to subscription services. During the nine months ended September 30, 2018, we recognized $53.7 million of subscription services revenue that was included in the unearned revenue balances at the beginning of the period. Professional services revenue recognized in the same period from unearned revenue balances at the beginning of the period was not material.

Remaining Performance Obligations

As of September 30, 2018, approximately $94 million of revenue is expected to be recognized from remaining performance obligations for subscription contracts. We expect to recognize revenue on approximately 76% of these remaining performance obligations over the next 15 months, with the balance recognized thereafter. Revenue from remaining performance obligations for professional services contracts as of September 30, 2018 was not material.

Deferred Commissions

The Company capitalizes sales commissions related to its customer agreements. The Company capitalizes commissions and bonuses for those involved in the sale, as these are incremental to the sale. The Company begins amortizing deferred solution and other costs for a particular customer agreement once the revenue recognition criteria are met and amortizes those deferred costs over the expected life of the customer relationships, which has been determined to be approximately 6 years. The portion of capitalized costs expected to be amortized during the succeeding twelve-month period is recorded in current assets as deferred commissions, current, and the remainder is recorded in long-term assets as deferred commissions, net of current portion. Amortization expense is included in sales and marketing expenses in the accompanying condensed consolidated statements of operations.

Domestic and Foreign Operations	9 Months Ended Sep. 30, 2018
Segment Reporting [Abstract]	
Domestic and Foreign Operations	**11. Domestic and Foreign Operations** Revenue by geography is based on the ship-to address of the customer, which is intended to approximate where the customer's users are located. The ship-to country is generally the same as the billing country. The Company has operations in the U.S., Canada and Europe. Information about these operations is presented below (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Revenues:				
U.S.	$ 30,681	$ 21,468	$ 83,640	$ 57,093
Canada	1,525	1,186	4,781	3,265
Other International	4,938	3,418	16,284	9,747
Total Revenues	$ 37,144	$ 26,072	$ 104,705	$ 70,105

Related Party Transactions	9 Months Ended Sep. 30, 2018
Related Party Transactions [Abstract]	
Related Party Transactions	**12. Related Party Transactions** We are a party to two agreements with companies controlled by a non-management investor in the Company: • On March 28, 2017, the Company entered into an amendment to the Amended and Restated Technology Services Agreement with DevFactory FZ LLC ("DevFactory") to extend the initial term end date from December 31, 2017 to December 31, 2021. Additionally, the Company amended the option for either party to renew annually for one additional year. The effective date of the amendment is January 1, 2017. DevFactory is an affiliate of ESW Capital LLC, which holds more than 5% of the Company's capital stock. The Company has an outstanding purchase commitment in 2018 for software development services pursuant to this agreement in the amount of $3.2 million. For years after 2018, the purchase commitment amount for software development services will be equal to the prior year purchase commitment increased (decreased) by the percentage change in total revenue for the prior year as compared to the preceding year. For example, if 2018 total revenues increase by 10% as compared to 2017 total revenues, then the 2019 purchase commitment will increase by approximately $0.4 million from the 2018 purchase commitment amount to approximately $3.6 million. The Company purchased software development services pursuant to this agreement with DevFactory during the three months ended September 30, 2018 and September 30, 2017 totaling $0.8 million and $0.6 million, respectively, and during the nine months ended September 30, 2018 and September 30, 2017, in the amount of $2.4 million and $1.6 million, respectively. • The Company purchased services from Crossover, Inc. ("Crossover"), a company controlled by ESW Capital, LLC (a non-management investor) during the three months ended September 30, 2018 and September 30, 2017 of approximately $0.8 million and $0.7 million, respectively, and during nine months ended September 30, 2018 and September 30, 2017 approximately $2.4 million and $2.2 million, respectively. Crossover provides a proprietary technology system to help the Company identify, screen, select, assign, and connect with necessary resources from time to time to perform technology software development and other services throughout the Company, and track productivity of such resources. While there are no purchase commitments with Crossover, the Company continues to use its services in 2018. The Company has an arrangement with a former subsidiary, Visionael Corporation ("Visionael"), to provide management, human resource, payroll and administrative services. John T. McDonald, the Company's Chief Executive Officer and Chairman of the Board, beneficially holds an approximate 26.18% interest in Visionael. The Company received fees from this arrangement during the three months ended September 30, 2018 and September 30, 2017 totaling $15,000 and $90,000, respectively and during the nine months ended September 30, 2018 and September 30, 2017 totaling $45,000 and $270,000, respectively.

Subsequent Events	9 Months Ended Sep. 30, 2018
Subsequent Events [Abstract]	
Subsequent Events	**13. Subsequent Events** On October 3, 2018, the Company's wholly owned subsidiary, PowerSteering UK, completed its purchase of the shares comprising the entire issued share capital of Rapide Communication LTD, a private company limited by shares organized and existing under the laws of England and Wales doing business as Rant & Rave ("Rant & Rave"), a leading provider of cloud-based customer engagement solutions. The purchase price paid for Rant & Rave was $58.5 million in cash at closing, net of cash acquired, and a $6.5 million cash holdback payable in 12 months (subject to indemnification claims). The required disclosures have not been provided as the Company is currently in the process of completing the accounting for this transaction due to the timing of the acquisition. The Company expects to complete the preliminary allocation of the purchase consideration to the assets acquired and liabilities assumed and the pro forma impact of this acquisition by the end of its fourth quarter of fiscal 2018. In connection with the acquisition of Rant & Rave, Upland amended and expanded its credit facility from $258.7 million to $358.9 million. Specifically, $63.0 million of new term debt was drawn, taking Upland's gross debt outstanding from $160.9 million to $223.9 million with debt, net of cash on hand, now at approximately $209 million at a new lower maximum interest rate of LIBOR + 400 basis points (currently at approximately 6.3%). Further details regarding the transaction can be obtained in the Form 8-K filed on October 3, 2018.

Summary of Significant Accounting Policies (Policies)	9 Months Ended Sep. 30, 2018
Accounting Policies [Abstract]	
Basis of Presentation	**Basis of Presentation** These condensed consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States ("GAAP"). The condensed consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation. The accompanying unaudited interim condensed consolidated financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC") for interim financial reporting. In the opinion of management of the Company, the unaudited interim condensed consolidated financial statements have been prepared on the same basis as the audited consolidated financial statements and include all adjustments of a normal recurring nature necessary for a fair presentation. The results of operations for the three months ended September 30, 2018 are not necessarily indicative of the results to be expected for the year ending December 31, 2018 or for any other period. The financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's 2017 Annual Report on Form 10-K filed with the SEC on March 9, 2018.
Use of Estimates	**Use of Estimates** The preparation of the accompanying condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenues and expenses. Significant items subject to such estimates include allowance for doubtful accounts, stock-based compensation, contingent consideration, acquired intangible assets, the useful lives of intangible assets and property and equipment, and income taxes. In accordance with GAAP, management bases its estimates on historical experience and on various other assumptions that management believes are reasonable under the circumstances. Management regularly evaluates its estimates and assumptions using historical experience and other factors; however, actual results could differ from those estimates.
Concentrations of Credit Risk and Significant Customers	**Concentrations of Credit Risk and Significant Customers** Financial instruments that potentially subject the Company to credit risk consist of cash and cash equivalents and accounts receivable. The Company's cash and cash equivalents are placed with high-quality financial institutions, which, at times, may exceed federally insured limits. The Company has not experienced any losses in these accounts, and the Company does not believe it is exposed to any significant credit risk related to cash and cash equivalents. The Company provides credit, in the normal course of business, to a number of its customers. The Company performs periodic credit evaluations of its customers and generally does not require collateral.
Fair Value of Financial Instruments	**Fair Value of Financial Instruments**

The Company's financial instruments consist principally of cash and cash equivalents, accounts receivable, and accounts payable, and long–term debt. The carrying value of cash and cash equivalents, accounts receivable, and accounts payable approximate fair value, primarily due to short maturities. The carrying values of the Company's debt instruments approximated their fair value based on rates currently available to the Company.

Recent Accounting Pronouncements

Recent Accounting Pronouncements

Recently issued accounting pronouncements not yet adopted

In August 2018, the FASB issued ASU 2018-15, *Intangibles-Goodwill and Other-Internal-Use Software (ASC 350-40): Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That Is a Service Contract*, which requires hosting arrangements that are service contracts to follow the guidance for internal-use software to determine which implementation costs can be capitalized. ASU 2018-15 is effective either prospectively or retrospectively for fiscal years beginning after December 15, 2019, and interim periods within those fiscal years, with early adoption permitted. The Company is currently evaluating how to apply the new guidance.

In August 2018, the FASB issued ASU 2018-13, *Fair Value Measurement (Topic 820): Disclosure Framework — Changes to the Disclosure Requirements for Fair Value Measurement,* to eliminate, add and modify certain disclosure requirements for fair value measurements. Entities will no longer be required to disclose the amount of and reasons for transfers between Level 1 and Level 2 of the fair value hierarchy, but public companies will be required to disclose the range and weighted average used to develop significant unobservable inputs for Level 3 fair value measurements. The guidance is effective for annual and interim periods beginning after December 15, 2019, but entities are permitted to early adopt either the entire standard or only the provisions that eliminate or modify the requirements. The Company is currently evaluating how to apply the new guidance.

In January 2018, the FASB issued ASU 2018-02 *Income Statement - Reporting Comprehensive Income (ASC 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income (AOCI)*, which gives entities the option to reclassify to retained earnings the tax effects resulting from the Tax Act related to items in Additional Other Comprehensive Income (AOCI) that the FASB refers to as having been "stranded" in AOCI. The guidance is effective for annual and interim periods beginning after December 15, 2018, and is applicable to the Company in fiscal year 2019; however, early adoption is permitted. The Company is currently evaluating the effect that the adoption of ASU 2018-02 will have on its financial statements.

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)*. The new standard supersedes the present U.S. GAAP standard on leases and requires substantially all leases to be reported on the balance sheet as right-of-use assets and lease obligations. ASU 2016-02 is effective for annual reporting periods beginning after December 15, 2018, and interim reporting periods within those annual reporting periods. Early adoption is permitted and in the original guidance the modified retrospective application was required, however, in July 2018 the FASB issued ASU 2018-11 which permits entities with another transition method in which the effective date would be the date of initial application of transition. Under this optional transition method, we would recognize a cumulative-effect adjustment to the opening balance of retained earnings in the period of adoption. We expect to elect the optional transition method. We plan to adopt the new standard on its effective date of January 1, 2019. We anticipate adoption of the standard will not significantly impact results. We are evaluating the election of the practical expedients upon transition that would retain the lease classification and initial direct costs for any leases that exist prior to adoption of the standard. We are in the process of cataloging our existing lease contracts and implementing changes to our systems.

In June 2016, the FASB issued ASU 2016-13, *Financial Instruments - Credit Losses: Measurement of Credit Losses on Financial Instruments*, which changes the impairment model for most financial assets. The new model uses a forward-looking expected loss method, which will generally result in earlier recognition of allowances for losses. ASU 2016-13 is effective for annual and interim periods beginning after December 15, 2019 and early adoption is permitted for annual and interim periods beginning after December 15, 2018. The Company is currently evaluating the effect that the adoption of ASU 2016-13 will have on its financial statements.

Recently adopted accounting pronouncements

In June 2018, the Financial Accounting Standards Board ("FASB") issued Accounting Standard Update ("ASU") 2018-07 *Compensation—Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting* which simplifies the accounting for share-based payments to nonemployees by aligning it with the accounting for share-based payments to employees, with certain exceptions. For public business entities, the guidance is effective for annual periods beginning after December 15, 2018, and interim periods within those annual periods, however, early adoption is permitted. Although nonemployee directors do not satisfy the definition of employee, under FASB guidance, the Company's nonemployee directors acting in their role as members of a board of directors are treated as employees as those directors were elected by the Company's shareholders. Therefore, awards granted to these nonemployee directors for their services as directors already were accounted for as employee awards. We adopted ASU 2018-07 during the second quarter of 2018 with no impact on our financial statements.

In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers*, to replace existing revenue recognition rules with a single comprehensive model to use in accounting for revenue arising from contracts with customers. Under this ASU and the associated subsequent amendments (collectively, "ASC 606"), revenue is recognized when a customer obtains control of promised goods or services for an amount that reflects the consideration the entity expects to receive in exchange for those goods or services. In addition, ASC 606 requires expanded disclosure of the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers.

The Company adopted ASC 606 on January 1, 2018 for all contracts using the modified retrospective method. We recognized the cumulative effect of initially applying the new revenue standard as an adjustment to the opening balance of accumulated deficit. The comparative information has not been restated and continues to be reported under the accounting standards in effect for those periods. We expect the impact of the adoption of the new revenue standard to be immaterial to our net income on an ongoing basis.

A majority of our sales revenue continues to be recognized ratably over the applicable term of the respective subscription or maintenance contracts. For most sales commissions formerly expensed as incurred, other than for perpetual license commissions which will continue to be expensed as incurred, we are now amortizing these costs to the consolidated statements of income over the shorter of 1) the expected life of our customer relationships, which we have determined to be approximately 6 years, or 2) the life of the related technology.

For further discussion about changes to Significant Accounting Policies impacted by the adoption of 2014-09 (Topic 606), see Note 10. Revenue.

The cumulative effect of the changes made to our consolidated January 1, 2018 balance sheet for the adoption of ASC 606 were as follows (in thousands):

Balance Sheet	Balance at December 31, 2017	Adjustments Due to ASC 606	Balance at January 1, 2018
Assets			
Deferred commissions, current	$ —	$ 2,070	$ 2,070
Deferred commissions, noncurrent	—	4,447	4,447
Liabilities			
Deferred revenue (current)	43,807	225	44,032
Equity			
Accumulated deficit	$ (81,128)	$ 6,292	$ (74,836)

In accordance with the new revenue standard requirements, the disclosure of the impact of adoption on our consolidated income statement and balance sheet for the periods ended September 30, 2018 was as follows (in thousands):

	Three Months Ended September 30, 2018			Nine Months Ended September 30, 2018		
Income statement	As Reported	Balances Without Adoption of ASC 606	Effect of Change Higher/ (Lower)	As Reported	Balances Without Adoption of ASC 606	Effect of Change Higher/ (Lower)
Revenues						
Perpetual license	915	971	(56)	3,224	3,015	209
Operating expenses						
Sales & marketing	5,299	5,915	(616)	14,955	16,154	(1,199)

During the three months ended September 30, 2018 and the nine months ended September 30, 2018, the effect on earnings per share of the adoption of ASC 606 was an increase in earnings per share of $0.03 and $0.07, respectively.

	As of September 30, 2018		
Balance Sheet	As Reported	Balances Without Adoption of ASC 606	Effect of Change Higher/ (Lower)
Assets			
Deferred commissions, current	$ 2,374	$ —	$ 2,374
Deferred commissions, noncurrent	5,470	—	5,470
Liabilities			
Deferred revenue (current)	43,575	43,368	(207)

Equity			
Accumulated deficit	$ (87,477)	$ (92,361)	$ (4,884)

In January 2017, the FASB issued ASU 2017-01, *Clarifying the Definition of a Business*, which revises the definition of a business and assists in the evaluation of when a set of transferred assets and activities is a business. ASU 2017-01 is effective for interim and annual reporting periods beginning after December 15, 2017, and should be applied prospectively. Early adoption is permitted under certain circumstances. The Company adopted ASU 2017-01 during the first quarter of 2018. No impact on the financial statements was recorded as a result of the adoption of ASU 2017-01.

In January 2017, the FASB issued ASU 2017-04, *Intangibles - Goodwill and Other: Simplifying the Test for Goodwill Impairment*. ASU 2017-04 eliminates step two of the goodwill impairment test and specifies that goodwill impairment should be measured by comparing the fair value of a reporting unit with its carrying amount. Additionally, the amount of goodwill allocated to each reporting unit with a zero or negative carrying amount of net assets should be disclosed. ASU 2017-04 is effective for annual or interim goodwill impairment tests performed in fiscal years beginning after December 15, 2019; early adoption is permitted. The Company adopted ASU 2017-04 during the first quarter of 2018. No impact on the financial statements was recorded as a result of the adoption of ASU 2017-04.

In August 2016, the FASB issued ASU 2016-15, *Classification of Certain Cash Receipts and Cash Payments*. ASU 2016-15 is intended to add or clarify guidance on the classification of certain cash receipts and payments in the statement of cash flows and to eliminate the diversity in practice related to such classifications. The guidance in ASU 2016-15 is required for annual reporting periods beginning after December 15, 2017, with early adoption permitted. The Company adopted ASU 2016-15 during the first quarter of 2017. No additional disclosure was deemed necessary upon the adoption of ASU 2016-15. No impact on the financial statements was recorded as a result of the adoption of ASU 2016-15.

Revenue Recognition

Deferred Commissions

The Company capitalizes sales commissions related to its customer agreements. The Company capitalizes commissions and bonuses for those involved in the sale, as these are incremental to the sale. The Company begins amortizing deferred solution and other costs for a particular customer agreement once the revenue recognition criteria are met and amortizes those deferred costs over the expected life of the customer relationships, which has been determined to be approximately 6 years. The portion of capitalized costs expected to be amortized during the succeeding twelve-month period is recorded in current assets as deferred commissions, current, and the remainder is recorded in long-term assets as deferred commissions, net of current portion. Amortization expense is included in sales and marketing expenses in the accompanying condensed consolidated statements of operations.

Revenues are recognized when control of the promised goods or services is transferred to the Company's customers, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods or services over the term of the agreement, generally when made available to the customers. We enter into contracts that can include various combinations of products and services, which are generally capable of being distinct and accounted for as separate performance obligations. Revenues are recognized net of sales credits and allowances. Revenue is recognized net of any taxes collected from customers, which are subsequently remitted to governmental authorities.

Revenue-generating activities consist of subscription and support, perpetual licenses, and professional services revenues within a single operating segment.

Subscription and Support Revenues

The Company's software solutions are available for use as hosted application arrangements under subscription fee agreements without licensing perpetual rights to the software. Subscription fees from these applications are recognized over time on a ratable basis over the customer agreement term beginning on the date the Company's solution is made available to the customer. Our subscription contracts are generally one to three years in length. Amounts that have been invoiced are recorded in accounts receivable and deferred revenues or revenues, depending on whether the revenue recognition criteria have been met. Additional fees for monthly usage above the levels included in the standard subscription fee are recognized as revenue at the end of each month and is invoiced concurrently.

Perpetual License Revenues

The Company also records revenue from the sales of proprietary software products under perpetual licenses. Revenue from distinct on-premises licenses is recognized upfront at the point in time when the software is made available to the customer. The Company's products do not require significant customization.

Professional Services Revenue

Professional services provided with subscription and support licenses and perpetual licenses consist of implementation fees, data extraction, configuration, and training. The Company's implementation and configuration services do not involve significant customization of the software and are not considered essential to the functionality. Revenues from professional services are recognized over time as such services are performed.

Significant Judgments

Performance Obligations and Standalone Selling Price

A performance obligation is a promise in a contract to transfer a distinct good or service to the customer and is the unit of accounting. Determining whether products and services are considered distinct performance obligations that should be accounted for separately versus together may require significant judgment. The Company has contracts with customers that often include multiple performance obligations, usually including perpetual licenses, multiple subscriptions and professional services. For these contracts, the Company accounts for individual performance obligations separately if they are distinct by allocating the contract's total transaction price to each performance obligation in an amount based on the relative standalone selling price, or SSP, of each distinct good or service in the contract.

Judgment is required to determine the SSP for each distinct performance obligation. A residual approach would only be applied when a particular performance obligation has highly variable and uncertain SSP and such is bundled with other performance obligations that have observable SSP. A contract's transaction price is allocated to each distinct performance obligation and recognized as revenue when, or as, the performance obligation is satisfied. We determine the SSP based on our overall pricing objectives, taking into consideration market conditions and other factors, including the value of our contracts, historical standalone sales, customer demographics, geographic locations, and the number and types of users within our contracts.

Other Considerations

The Company evaluates whether it is the principal (i.e., report revenues on a gross basis) or agent (i.e., report revenues on a net basis) for vendor reseller agreements. Generally, the Company reports revenues from these types of contracts on a gross basis, meaning the amounts billed to customers are recorded as revenues, and expenses incurred are recorded as cost of revenues. Where the Company is the principal, it first obtains control of the inputs to the specific good or service and directs their use to create the combined output. The Company's control is evidenced by its involvement in the integration of the good or service on its platform before it is transferred to its customers, and is further supported by the Company being primarily responsible to its customers and having a level of discretion in establishing pricing. Revenues provided from agreements in which the Company is an agent are immaterial.

Payment terms and conditions vary by contract type, although terms generally include a requirement of payment within 30 to 60 days. In instances where the timing of revenue recognition differs from the timing of invoicing, we have determined our contracts generally do not include a significant financing component. The primary purpose of our invoicing terms is to provide customers with simplified and predictable ways of purchasing our products and services, not to receive financing from our customers or to provide customers with financing. Example includes invoicing at the beginning of a subscription term with revenue recognized ratably over the contract period.

Summary of Significant Accounting Policies (Tables)	9 Months Ended Sep. 30, 2018
Accounting Policies [Abstract]	
Schedule of New Accounting Pronouncements and Changes in Accounting Principles	The cumulative effect of the changes made to our consolidated January 1, 2018 balance sheet for the adoption of ASC 606 were as follows (in thousands):

Balance Sheet	Balance at December 31, 2017	Adjustments Due to ASC 606	Balance at January 1, 2018
Assets			
Deferred commissions, current	$ —	$ 2,070	$ 2,070
Deferred commissions, noncurrent	—	4,447	4,447
Liabilities			
Deferred revenue (current)	43,807	225	44,032
Equity			
Accumulated deficit	$ (81,128)	$ 6,292	$ (74,836)

In accordance with the new revenue standard requirements, the disclosure of the impact of adoption on our consolidated income statement and balance sheet for the periods ended September 30, 2018 was as follows (in thousands):

	Three Months Ended September 30, 2018			Nine Months Ended September 30, 2018		
Income statement	As Reported	Balances Without Adoption of ASC 606	Effect of Change Higher/ (Lower)	As Reported	Balances Without Adoption of ASC 606	Effect of Change Higher/ (Lower)
Revenues						
Perpetual license	915	971	(56)	3,224	3,015	209
Operating expenses						
Sales & marketing	5,299	5,915	(616)	14,955	16,154	(1,199)

During the three months ended September 30, 2018 and the nine months ended September 30, 2018, the effect on earnings per share of the adoption of ASC 606 was an increase in earnings per share of $0.03 and $0.07, respectively.

	As of September 30, 2018		
Balance Sheet	As Reported	Balances Without Adoption	Effect of Change Higher/ (Lower)

		of ASC 606	
Assets			
Deferred commissions, current	$ 2,374	$ —	$ 2,374
Deferred commissions, noncurrent	5,470	—	5,470
Liabilities			
Deferred revenue (current)	43,575	43,368	(207)
Equity			
Accumulated deficit	$ (87,477)	$ (92,361)	$ (4,884)

Acquisitions (Tables)	9 Months Ended Sep. 30, 2018

Business Combinations [Abstract]

Summary of Pro Forma Statements of Operations

The table below shows the Pro forma statements of operations data for the three and nine months ended September 30, 2018 and September 30, 2017 (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Revenue	$ 37,144	$ 31,262	$ 104,705	$ 84,524
Loss from continuing operations [(1)]	$ (4,250)	$ (2,412)	$ (12,641)	$ (10,435)

(1) While some recurring adjustments impact the pro forma figures presented, the decrease in pro forma loss from continuing operations compared to our loss from continuing operations presented on the consolidated statements of operations for the three and nine months ended September 30, 2018 and September 30, 2017 includes nonrecurring adjustments removing acquisition costs from 2017 and reflects these costs in the year ended 2016, the year the acquisition was assumed to be completed for pro forma purposes.

Schedule of Assets and Liabilities Assumed Through Acquisition

The following condensed table presents the preliminary and finalized acquisition-date fair value of the assets acquired and liabilities assumed for the acquisitions in 2017 and through the nine months ended September 30, 2018, as well as assets and liabilities (in thousands):

	Preliminary			Finalized		
	RO Innovation	Interfax	Qvidian	Waterfall	RightAnswers	Omtool
Year Acquired	2018	2018	2017	2017	2017	2017
Cash	$ 197	$ 1,396	$ 468	$ 100	$ 139	$ 2,957
Accounts receivable	1,564	1,706	1,907	1,477	2,164	784
Other current assets	1,299	1,000	334	608	246	464
Property and equipment	15	286	108	23	408	58
Customer relationships	8,596	22,577	30,160	6,400	10,500	4,400
Trade name	65	649	227	110	180	170
Technology	1,636	5,236	5,739	2,800	2,300	3,180
Goodwill	4,535	14,070	21,229	18,575	15,680	14,081
Other assets	—	14	8	—	—	33
Total assets acquired	17,907	46,934	60,180	30,093	31,617	26,127
Accounts payable	(231)	(737)	(388)	(605)	(139)	(219)
Accrued expense and other	(1,921)	(2,832)	(403)	(1,136)	(2,108)	(915)
Deferred tax liabilities	—	(3,365)	—	—	—	—
Deferred revenue	(1,505)	—	(9,389)	(1,220)	(5,479)	(2,779)
Total liabilities assumed	(3,657)	(6,934)	(10,180)	(2,961)	(7,726)	(3,913)
Total consideration	$ 14,250	$ 40,000	$ 50,000	$ 27,132	$ 23,891	$ 22,214

Fair Value Measurements (Tables)	9 Months Ended Sep. 30, 2018
Fair Value Disclosures [Abstract]	
Schedule of Liabilities Measured at Fair Value on a Recurring Basis	Liabilities measured at fair value on a recurring basis are summarized below (in thousands):

	Fair Value Measurements at December 31, 2017			
	Level 1	Level 2	Level 3	Total
Earnout consideration liability	$ —	$ —	$ 3,576	$ 3,576

	Fair Value Measurements at September 30, 2018 (unaudited)			
	Level 1	Level 2	Level 3	Total
Earnout consideration liability	$ —	$ —	$ 2,537	$ 2,537

Schedule of Liabilities Measured at Fair Value on a Recurring Basis which Unobservable Inputs are Utilized	The following table presents additional information about liabilities measured at fair value on a recurring basis and for which we have utilized significant unobservable (Level 3) inputs to determine fair value (in thousands):

Ending balance at December 31, 2017	$ 3,576
Additions - cash earnouts	939
Settlements - cash earnouts	(1,978)
Ending balance at September 30, 2018	$ 2,537

Goodwill and Other Intangible Assets (Tables)	9 Months Ended Sep. 30, 2018
Goodwill and Intangible Assets Disclosure [Abstract]	
Schedule of goodwill	Changes in the Company's goodwill balance for the nine months ended September 30, 2018 are summarized in the table below (in thousands):

Balance at December 31, 2017	$ 154,607
Acquired in business combinations	11,800
Adjustment related to prior year business combinations	(15,022)
Adjustment related to finalization of current year business combinations	6,056
Foreign currency translation adjustment	(363)
Balance at September 30, 2018	$ 157,078

Summary of intangible assets, net

The following is a summary of the Company's intangible assets, net (in thousands):

	Estimated Useful Life (Years)	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
September 30, 2018:				
Customer relationships	1-10	$ 116,733	$ 26,784	$ 89,949
Trade name	1.5-7	4,009	3,224	785
Developed technology	4-7	35,923	14,501	21,422
Total intangible assets		$ 156,665	$ 44,509	$ 112,156

	Estimated Useful Life (Years)	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
December 31, 2017:				
Customer relationships	5-10	$ 69,061	$ 18,040	$ 51,021
Trade name	1.5	3,431	2,900	531
Developed technology	4-7	29,308	10,817	18,491
Total intangible assets		$ 101,800	$ 31,757	$ 70,043

Schedule of weighted-average amortization period

The following table summarizes the Company's weighted-average amortization period, in total and by major finite-lived intangible asset class (in years):

	September 30, 2018	December 31, 2017
Customer relationships	9.3	9.0
Trade name	1.7	1.5
Developed technology	6.6	6.4
Total weighted-average amortization period	8.5	8.2

Estimated annual amortization expense

Estimated annual amortization expense for the next five years and thereafter is as follows (in thousands):

	Amortization Expense

Year ending December 31:		
Remainder of 2018	$	4,766
2019		18,125
2020		16,163
2021		15,462
2022		13,325
2023 and thereafter		44,315
Total	$	112,156

Debt (Tables)	9 Months Ended Sep. 30, 2018
Debt Disclosure [Abstract]	
Schedule of long-term debt	Long-term debt consisted of the following at September 30, 2018 and December 31, 2017 (in thousands):

	September 30, 2018		December 31, 2017	
Senior secured loans (includes unamortized discount of \$2,678 and \$2,668 based on an imputed interest rate of 7.1% and 7.7%, at September 30, 2018 and December 31, 2017, respectively)	$	158,228	$	111,144
Less current maturities		(4,330)		(2,301)
Total long-term debt	$	153,898	$	108,843

Schedule of future debt maturities of long-term debt (excluding financing costs)	Under the terms of the Sixth Amendment, future debt maturities of long-term debt (excluding financing costs) at September 30, 2018 are as follows (in thousands):

Remaining 2018	$	1,031
2019		6,188
2020		8,250
2021		8,250
2022		137,187
Thereafter		—
Total debt maturities		160,906
Less current maturities		(4,330)
Less unamortized debt discount		(2,678)
Notes Payable, less current maturities and unamortized debt discount	$	153,898

Net Loss Per Share (Tables)	9 Months Ended Sep. 30, 2018
Earnings Per Share [Abstract]	
Computations of loss per share	The following table sets forth the computations of loss per share (in thousands, except share and per share amounts):
Schedule of anti–dilutive common share equivalents	The following table sets forth the anti–dilutive common share equivalents as of September 30, 2018 and September 30, 2017:

The following table sets forth the computations of loss per share (in thousands, except share and per share amounts):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	**2017**	**2018**	**2017**
Numerator:				
Net Loss	$ (4,250)	$ (3,506)	$ (12,641)	$ (14,931)
Denominator:				
Weighted–average common shares outstanding, basic and diluted	20,089,919	19,380,519	19,916,907	18,043,365
Net loss per common share, basic and diluted	$ (0.21)	$ (0.18)	$ (0.63)	$ (0.83)

The following table sets forth the anti–dilutive common share equivalents as of September 30, 2018 and September 30, 2017:

	September 30,	
	2018	**2017**
Stock options	410,506	692,097
Restricted stock	1,473,898	1,274,088
Total anti–dilutive common share equivalents	1,884,404	1,966,185

Stockholders' Equity (Tables)	9 Months Ended Sep. 30, 2018
Equity [Abstract]	
Schedule of restricted stock activity	Restricted share activity during the nine months ended September 30, 2018 was as follows:

	Number of Restricted Shares Outstanding		Weighted-Average Grant Date Fair Value
Unvested balances at December 31, 2017	1,047,480	$	13.35
Awards granted	825,741		28.97
Awards vested	(398,323)		16.63
Awards forfeited	(1,000)		23.60
Unvested balances at September 30, 2018	1,473,898	$	21.21

Schedule of stock option activity	Stock option activity during the nine months ended September 30, 2018 was as follows:

	Number of Options Outstanding		Weighted–Average Exercise Price
Outstanding at December 31, 2017	549,907	$	7.36
Options granted	4,378		33.39
Options exercised	(143,706)		6.12
Options expired	(73)		1.79
Outstanding at September 30, 2018	410,506	$	8.08

Schedule of allocated share-based compensation expense	The Company recognized share-based compensation expense from all awards in the following expense categories (in thousands):

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2018		2017		2018		2017	
Cost of revenue	$	195	$	147	$	464	$	277
Research and development		383		219		871		560
Sales and marketing		169		73		368		149
General and administrative		3,034		1,445		8,677		6,818
Total	$	3,781	$	1,884	$	10,380	$	7,804

Domestic and Foreign Operations (Tables)	9 Months Ended Sep. 30, 2018
Segment Reporting [Abstract]	
Schedule of revenues by geographical area	The Company has operations in the U.S., Canada and Europe. Information about these operations is presented below (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Revenues:				
U.S.	$ 30,681	$ 21,468	$ 83,640	$ 57,093
Canada	1,525	1,186	4,781	3,265
Other International	4,938	3,418	16,284	9,747
Total Revenues	$ 37,144	$ 26,072	$ 104,705	$ 70,105

Summary of Significant Accounting Policies (Schedule of Cumulative Effect of ASU 2014-09 Adoption on Balance Sheet) (Details) - USD ($) $ in Thousands	Sep. 30, 2018	Jan. 01, 2018	Dec. 31, 2017
Assets			
Deferred commissions, current	$ 2,374	$ 2,070	$ 0
Deferred commissions, noncurrent	5,470	4,447	0
Liabilities			
Deferred revenue (current)	43,575	44,032	43,807
Equity			
Accumulated deficit	(87,477)	(74,836)	(81,128)
Calculated under Revenue Guidance in Effect before Topic 606 [Member]			
Assets			
Deferred commissions, current	0		0
Deferred commissions, noncurrent	0		0
Liabilities			
Deferred revenue (current)	43,368		43,807
Equity			
Accumulated deficit	(92,361)		$ (81,128)
Accounting Standards Update 2014-09 [Member] | Difference between Revenue Guidance in Effect before and after Topic 606 [Member]			
Assets			
Deferred commissions, current	2,374	2,070	
Deferred commissions, noncurrent	5,470	4,447	
Liabilities			
Deferred revenue (current)	(207)	225	
Equity			
Accumulated deficit	$ (4,884)	$ 6,292	

Summary of Significant Accounting Policies (Schedule of Effect of New Accounting Pronouncements) (Details) - USD ($) $ in Thousands	3 Months Ended		9 Months Ended			
	Sep. 30, 2018	Sep. 30, 2017	Sep. 30, 2018	Sep. 30, 2017	Jan. 01, 2018	Dec. 31, 2017
Revenue:						
Total revenue	$ 37,144	$ 26,072	$ 104,705	$ 70,105		
Operating expenses:						
Sales and marketing	5,299	4,258	14,955	11,516		
Assets						
Deferred commissions, current	2,374		2,374		$ 2,070	$ 0
Deferred commissions, noncurrent	5,470		5,470		4,447	0
Liabilities						
Deferred revenue (current)	43,575		43,575		44,032	43,807
Equity						
Accumulated deficit	(87,477)		(87,477)		(74,836)	(81,128)
Calculated under Revenue Guidance in Effect before Topic 606 [Member]						
Operating expenses:						
Sales and marketing	5,915		16,154			
Assets						
Deferred commissions, current	0		0			0
Deferred commissions, noncurrent	0		0			0
Liabilities						
Deferred revenue (current)	43,368		43,368			43,807
Equity						
Accumulated deficit	(92,361)		(92,361)			$ (81,128)
Accounting Standards Update 2014-09 [Member] | Difference between Revenue Guidance in Effect before and after Topic 606 [Member]						
Operating expenses:						
Sales and marketing	(616)		(1,199)			
Assets						
Deferred commissions, current	2,374		2,374		2,070	
Deferred commissions, noncurrent	5,470		5,470		4,447	
Liabilities						
Deferred revenue (current)	(207)		(207)		225	
Equity						
Accumulated deficit	(4,884)		(4,884)		$ 6,292	
Perpetual License [Member]						

Revenue:				
Total revenue	915	$ 856	3,224	$ 3,296
Perpetual License [Member] | Calculated under Revenue Guidance in Effect before Topic 606 [Member]				
Revenue:				
Total revenue	971		3,015	
Perpetual License [Member] | Accounting Standards Update 2014-09 [Member] | Difference between Revenue Guidance in Effect before and after Topic 606 [Member]				
Revenue:				
Total revenue	$ (56)		$ 209	

Summary of Significant Accounting Policies (Narrative) (Details) - $ / shares	3 Months Ended		9 Months Ended	
	Sep. 30, 2018	Sep. 30, 2017	Sep. 30, 2018	Sep. 30, 2017
Error Corrections and Prior Period Adjustments Restatement [Line Items]				
Effect of earning per share of adoption of ASC 606 (in dollars per share)	$ (0.21)	$ (0.18)	$ (0.63)	$ (0.83)
Difference between Revenue Guidance in Effect before and after Topic 606 [Member] | Accounting Standards Update 2014-09 [Member]				
Error Corrections and Prior Period Adjustments Restatement [Line Items]				
Effect of earning per share of adoption of ASC 606 (in dollars per share)	$ 0.03		$ 0.07	

Acquisitions (Narrative) (Details) - USD ($)	Jun. 28, 2018	Mar. 21, 2018	Nov. 16, 2017	Jul. 12, 2017	Apr. 21, 2017	Jan. 10, 2017	3 Months Ended Sep. 30, 2018	3 Months Ended Sep. 30, 2018	3 Months Ended Sep. 30, 2017	6 Months Ended Sep. 30, 2018	9 Months Ended Sep. 30, 2018	9 Months Ended Sep. 30, 2017	Dec. 31, 2017
Business Acquisition [Line Items]													
Payments to acquire business, net of cash acquired											$ 47,850,000	$ 61,163,000	
Adjustment to intangibles											(15,000,000)		
Goodwill							$ 157,078,000	$ 157,078,000		$ 157,078,000	157,078,000		$ 154,607,000
Measurement period expenses							600,000		$ 44,160		800,000	100,000	
Transaction costs							2,497,000		4,399,000		8,739,000	10,368,000	
Interfax Communications Limited [Member]													
Business Acquisition [Line Items]													
Cash consideration transferred		$ 33,600,000											
Contingent consideration, fair value		$ 5,000,000											
Cash holdback payable, payment period		18 months											
Recorded revenue										8,100,000			
Cash acquired		$ 1,400,000											
Adjustment to intangibles							2,300,000						
Goodwill		14,070,000											
Goodwill expected to be tax deductible		2,400,000											
RO Innovation, Inc. [Member]													
Business Acquisition [Line Items]													
Cash holdback payable, payment period	1 year												
Recorded revenue								1,200,000					
Payments to acquire business, net of cash acquired	$ 12,300,000												
Cash holdback payable	1,800,000												
Cash acquired	200,000												
Adjustments to consideration							1,400,000						
Adjustments to accounts receivable							(200,000)						
Adjustments to other liabilities							1,200,000						
Goodwill	4,535,000												
Goodwill expected to be tax deductible	$ 2,700,000												
Omtool, Ltd [Member]													
Business Acquisition [Line Items]													
Payments to acquire business, net of cash acquired						$ 19,300,000							
Cash acquired						3,000,000							
Goodwill						$ 14,081,000							
RightAnswers, Inc. [Member]													
Business Acquisition [Line Items]													
Cash holdback payable, payment period					1 year								
Payments to acquire business, net of cash acquired					$ 17,400,000								
Cash holdback payable					2,500,000								
Cash acquired					100,000								
Goodwill					$ 15,680,000								
Waterfall International Inc. [Member]													
Business Acquisition [Line Items]													
Cash holdback payable, payment period				18 months									
Payments to acquire business, net of cash acquired				$ 24,400,000									
Cash holdback payable				1,500,000									

Cash acquired			400,000						
Earnout consideration liability			3,000,000						
Goodwill			18,575,000						
Goodwill expected to be tax deductible			$ 3,700,000						
Qvidian Corporation [Member]									
Business Acquisition [Line Items]									
Payments to acquire business, net of cash acquired		$ 50,000,000							
Goodwill		$ 21,229,000							
LeadLander, HipCricket, Omtool and RightAnswers [Member]									
Business Acquisition [Line Items]									
Goodwill				88,200,000	88,200,000		88,200,000	88,200,000	
Omtool Ltd., RightAnswers Inc., and Qvidian Corporation [Member]									
Business Acquisition [Line Items]									
Goodwill expected to be tax deductible				0	$ 0		$ 0	0	
Series of Business Acquisitions [Member]									
Business Acquisition [Line Items]									
Transaction costs				$ 200,000		$ 1,100,000		$ 2,800,000	$ 4,300,000
Marketech [Member] | Interfax Communications Limited [Member]									
Business Acquisition [Line Items]									
Payments to acquire certain assets and intangible assets	$ 2,000,000								

Acquisitions (Schedule of Pro Forma Statements of Operations) (Details) - Qvidian Corporation [Member] - USD ($) $ in Thousands	3 Months Ended		9 Months Ended	
	Sep. 30, 2018	Sep. 30, 2017	Sep. 30, 2018	Sep. 30, 2017
Business Acquisition, Pro Forma Information, Nonrecurring Adjustment [Line Items]				
Pro forma revenue	$ 37,144	$ 31,262	$ 104,705	$ 84,524
Pro forma loss from continuing operations	$ (4,250)	$ (2,412)	$ (12,641)	$ (10,435)

Acquisitions (Assets Acquired and Liabilities Assumed and Divested) (Details) - USD ($) $ in Thousands	Sep. 30, 2018	Jun. 28, 2018	Mar. 21, 2018	Dec. 31, 2017	Nov. 16, 2017	Jul. 12, 2017	Apr. 21, 2017	Jan. 10, 2017
Assets Acquired								
Goodwill	$ 157,078			$ 154,607				
RO Innovation, Inc. [Member]								
Assets Acquired								
Cash		$ 197						
Accounts receivable		1,564						
Other current assets		1,299						
Property and equipment		15						
Goodwill		4,535						
Other assets		0						
Total assets acquired		17,907						
Liabilities Assumed								
Accounts payable		(231)						
Accrued expense and other		(1,921)						
Deferred tax liabilities		0						
Deferred revenue		(1,505)						
Total liabilities assumed		(3,657)						
Total consideration		14,250						
RO Innovation, Inc. [Member] | Customer Relationships [Member]								
Assets Acquired								
Intangible assets		8,596						
RO Innovation, Inc. [Member] | Trade Name [Member]								
Assets Acquired								
Intangible assets		65						
RO Innovation, Inc. [Member] | Technology [Member]								
Assets Acquired								
Intangible assets		$ 1,636						
Interfax Communications Limited [Member]								
Assets Acquired								
Cash			$ 1,396					
Accounts receivable			1,706					
Other current assets			1,000					
Property and equipment			286					
Goodwill			14,070					
Other assets			14					

Total assets acquired	46,934	
Liabilities Assumed		
Accounts payable	(737)	
Accrued expense and other	(2,832)	
Deferred tax liabilities	(3,365)	
Deferred revenue	0	
Total liabilities assumed	(6,934)	
Total consideration	40,000	
Interfax Communications Limited [Member] | Customer Relationships [Member]		
Assets Acquired		
Intangible assets	22,577	
Interfax Communications Limited [Member] | Trade Name [Member]		
Assets Acquired		
Intangible assets	649	
Interfax Communications Limited [Member] | Technology [Member]		
Assets Acquired		
Intangible assets	$ 5,236	
Qvidian Corporation [Member]		
Assets Acquired		
Cash		$ 468
Accounts receivable		1,907
Other current assets		334
Property and equipment		108
Goodwill		21,229
Other assets		8
Total assets acquired		60,180
Liabilities Assumed		
Accounts payable		(388)
Accrued expense and other		(403)
Deferred tax liabilities		0
Deferred revenue		(9,389)
Total liabilities assumed		(10,180)
Total consideration		50,000
Qvidian Corporation [Member] | Customer Relationships [Member]		
Assets Acquired		
Intangible assets		30,160
Qvidian Corporation [Member] | Trade Name [Member]		
Assets Acquired		
Intangible assets		227

Qvidian Corporation [Member] | Technology [Member]			
Assets Acquired			
Intangible assets	$ 5,739		
Waterfall International Inc. [Member]			
Assets Acquired			
Cash		$ 100	
Accounts receivable		1,477	
Other current assets		608	
Property and equipment		23	
Goodwill		18,575	
Other assets		0	
Total assets acquired		30,093	
Liabilities Assumed			
Accounts payable		(605)	
Accrued expense and other		(1,136)	
Deferred tax liabilities		0	
Deferred revenue		(1,220)	
Total liabilities assumed		(2,961)	
Total consideration		27,132	
Waterfall International Inc. [Member] | Customer Relationships [Member]			
Assets Acquired			
Intangible assets		6,400	
Waterfall International Inc. [Member] | Trade Name [Member]			
Assets Acquired			
Intangible assets		110	
Waterfall International Inc. [Member] | Technology [Member]			
Assets Acquired			
Intangible assets		$ 2,800	
RightAnswers, Inc. [Member]			
Assets Acquired			
Cash			$ 139
Accounts receivable			2,164
Other current assets			246
Property and equipment			408
Goodwill			15,680
Other assets			0
Total assets acquired			31,617
Liabilities Assumed			
Accounts payable			(139)
Accrued expense and other			(2,108)
Deferred tax liabilities			0

Deferred revenue	(5,479)	
Total liabilities assumed	(7,726)	
Total consideration	23,891	
RightAnswers, Inc. [Member] | Customer Relationships [Member]		
Assets Acquired		
Intangible assets	10,500	
RightAnswers, Inc. [Member] | Trade Name [Member]		
Assets Acquired		
Intangible assets	180	
RightAnswers, Inc. [Member] | Technology [Member]		
Assets Acquired		
Intangible assets	$ 2,300	
Omtool, Ltd [Member]		
Assets Acquired		
Cash		$ 2,957
Accounts receivable		784
Other current assets		464
Property and equipment		58
Goodwill		14,081
Other assets		33
Total assets acquired		26,127
Liabilities Assumed		
Accounts payable		(219)
Accrued expense and other		(915)
Deferred tax liabilities		0
Deferred revenue		(2,779)
Total liabilities assumed		(3,913)
Total consideration		22,214
Omtool, Ltd [Member] | Customer Relationships [Member]		
Assets Acquired		
Intangible assets		4,400
Omtool, Ltd [Member] | Trade Name [Member]		
Assets Acquired		
Intangible assets		170
Omtool, Ltd [Member] | Technology [Member]		
Assets Acquired		
Intangible assets		$ 3,180

Fair Value Measurements (Details) - USD ($) $ in Thousands	9 Months Ended Sep. 30, 2018	Dec. 31, 2017
Level 2 [Member]		
Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation, Calculation [Roll Forward]		
Fair value of debt	$ 160,900	$ 113,800
Recurring Measurement Basis [Member]		
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]		
Earnout consideration liability	2,537	3,576
Recurring Measurement Basis [Member] | Level 1 [Member]		
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]		
Earnout consideration liability	0	0
Recurring Measurement Basis [Member] | Level 2 [Member]		
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]		
Earnout consideration liability	0	0
Recurring Measurement Basis [Member] | Level 3 [Member]		
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]		
Earnout consideration liability	2,537	3,576
Recurring Measurement Basis [Member] | Level 3 [Member] | Earnout Consideration [Member]		
Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation, Calculation [Roll Forward]		
Beginning balance	3,576	
Additions - cash earnouts	939	
Settlements - cash earnouts	(1,978)	
Ending balance	$ 2,537	
Recurring Measurement Basis [Member] | RightAnswers, Inc. [Member] | Level 3 [Member]		
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]		
Contingent consideration, fair value		$ 2,000

Goodwill and Other Intangible Assets (Schedule of Goodwill) (Details) $ in Thousands	9 Months Ended Sep. 30, 2018 USD ($)
Goodwill [Roll Forward]	
Beginning balance	$ 154,607
Acquired in business combinations	11,800
Adjustment related to prior year business combinations	(15,022)
Adjustment related to finalization of current year business combinations	6,056
Foreign currency translation adjustment	(363)
Ending balance	$ 157,078

Goodwill and Other Intangible Assets (Narrative) (Details) - USD ($) $ in Millions	3 Months Ended		9 Months Ended	
	Sep. 30, 2018	Sep. 30, 2017	Sep. 30, 2018	Sep. 30, 2017
Goodwill and Intangible Assets Disclosure [Abstract]				
Adjustment related to prior year business combinations			$ (15.0)	
Amortization charge of intangible assets	$ 4.8	$ 2.5	$ 12.9	$ 6.3

Goodwill and Other Intangible Assets (Intangible Assets, Net) (Details) - USD ($) $ in Thousands	9 Months Ended Sep. 30, 2018	12 Months Ended Dec. 31, 2017
Finite-Lived Intangible Assets [Line Items]		
Gross Carrying Amount	$ 156,665	$ 101,800
Accumulated Amortization	44,509	31,757
Net Carrying Amount	112,156	70,043
Customer Relationships [Member]		
Finite-Lived Intangible Assets [Line Items]		
Gross Carrying Amount	116,733	69,061
Accumulated Amortization	26,784	18,040
Net Carrying Amount	$ 89,949	$ 51,021
Customer Relationships [Member] | Minimum [Member]		
Finite-Lived Intangible Assets [Line Items]		
Estimated useful life	1 year	5 years
Customer Relationships [Member] | Maximum [Member]		
Finite-Lived Intangible Assets [Line Items]		
Estimated useful life	10 years	10 years
Trade Name [Member]		
Finite-Lived Intangible Assets [Line Items]		
Estimated useful life		1 year 6 months
Gross Carrying Amount	$ 4,009	$ 3,431
Accumulated Amortization	3,224	2,900
Net Carrying Amount	$ 785	531
Trade Name [Member] | Minimum [Member]		
Finite-Lived Intangible Assets [Line Items]		
Estimated useful life	1 year 6 months	
Trade Name [Member] | Maximum [Member]		
Finite-Lived Intangible Assets [Line Items]		
Estimated useful life	7 years	
Developed Technology [Member]		
Finite-Lived Intangible Assets [Line Items]		
Gross Carrying Amount	$ 35,923	29,308
Accumulated Amortization	14,501	10,817
Net Carrying Amount	$ 21,422	$ 18,491
Developed Technology [Member] | Minimum [Member]		
Finite-Lived Intangible Assets [Line Items]		
Estimated useful life	4 years	4 years
Developed Technology [Member] | Maximum [Member]		
Finite-Lived Intangible Assets [Line Items]		
Estimated useful life	7 years	7 years

Goodwill and Other Intangible Assets (Weighted-Average Amortization Period) (Details)	9 Months Ended Sep. 30, 2018	12 Months Ended Dec. 31, 2017
Acquired Finite-Lived Intangible Assets [Line Items]		
Weighted average amortization period	8 years 6 months	8 years 2 months
Customer Relationships [Member]		
Acquired Finite-Lived Intangible Assets [Line Items]		
Weighted average amortization period	9 years 3 months 18 days	9 years
Trade Name [Member]		
Acquired Finite-Lived Intangible Assets [Line Items]		
Weighted average amortization period	1 year 8 months 12 days	1 year 6 months
Developed Technology [Member]		
Acquired Finite-Lived Intangible Assets [Line Items]		
Weighted average amortization period	6 years 7 months 6 days	6 years 5 months

Goodwill and Other Intangible Assets (Estimated Annual Amortization Expense) (Details) - USD ($) $ in Thousands	Sep. 30, 2018	Dec. 31, 2017
Finite-Lived Intangible Assets, Amortization Expense, Maturity Schedule [Abstract]		
Remainder of 2018	$ 4,766	
2019	18,125	
2020	16,163	
2021	15,462	
2022	13,325	
2023 and thereafter	44,315	
Net Carrying Amount	$ 112,156	$ 70,043

Debt (Long-term Debt) (Details) - USD ($) $ in Thousands	9 Months Ended Sep. 30, 2018	12 Months Ended Dec. 31, 2017
Debt Instrument [Line Items]		
Notes Payable, less current maturities and unamortized debt discount	$ 153,898	
Less current maturities	(4,330)	$ (2,301)
Total long-term debt	153,898	108,843
Unamortized debt discount	2,678	2,700
Senior Secured Notes [Member]		
Debt Instrument [Line Items]		
Notes Payable, less current maturities and unamortized debt discount	158,228	111,144
Unamortized debt discount	$ 2,678	$ 2,668
Implied interest rate	7.10%	7.70%

Debt (Loans) (Details) - USD ($)	Sep. 30, 2018	Mar. 21, 2018
Line of Credit [Member]		
Line of Credit Facility [Line Items]		
Maximum borrowing capacity	$ 203,700,000	
Revolving Credit Facility [Member] | Line of Credit [Member]		
Line of Credit Facility [Line Items]		
Amounts drawn on loans	0	
Credit Facility [Member] | Line of Credit [Member]		
Line of Credit Facility [Line Items]		
Maximum borrowing capacity		$ 258,700,000
Credit Facility [Member] | Medium-term Notes [Member]		
Line of Credit Facility [Line Items]		
Maximum borrowing capacity		163,700,000
Amounts drawn on loans	160,900,000	
Credit Facility [Member] | Medium-term Notes [Member] | Domestic Line of Credit [Member]		
Line of Credit Facility [Line Items]		
Maximum borrowing capacity		158,400,000
Amounts drawn on loans	155,700,000	
Credit Facility [Member] | Medium-term Notes [Member] | Foreign Line of Credit [Member]		
Line of Credit Facility [Line Items]		
Maximum borrowing capacity		5,300,000
Amounts drawn on loans	$ 5,200,000	
Credit Facility [Member] | Delayed Draw Term Loan [Member]		
Line of Credit Facility [Line Items]		
Maximum borrowing capacity		30,000,000
Credit Facility [Member] | Revolving Credit Facility [Member]		
Line of Credit Facility [Line Items]		
Maximum borrowing capacity		10,000,000
Credit Facility [Member] | Revolving Credit Facility [Member] | Domestic Line of Credit [Member]		
Line of Credit Facility [Line Items]		
Maximum borrowing capacity		9,000,000
Credit Facility [Member] | Revolving Credit Facility [Member] | Foreign Line of Credit [Member]		
Line of Credit Facility [Line Items]		
Maximum borrowing capacity		1,000,000
Credit Facility [Member] | Uncommitted Accordion Debt [Member]		
Line of Credit Facility [Line Items]		

Maximum borrowing capacity	$ 55,000,000

Debt (Terms of Term Loans) (Details)	Mar. 31, 2018	Mar. 21, 2018 USD ($)	Mar. 20, 2018
Line of Credit Facility [Line Items]			
Decrease in basis points percentage			0.50%
Basis points, percentage		1.50%	
Credit Facility [Member]			
Line of Credit Facility [Line Items]			
Effective interest rate percentage		7.10%	
Leverage ratio	4.25		
Revenue ratio		1.50	1.25
Line of Credit [Member] | Credit Facility [Member]			
Line of Credit Facility [Line Items]			
Interest rate percentage		2.50%	
Maximum purchase consideration payable		$ 25,000,000.0	
Permitted acquisition		175,000,000.0	
Indebtedness to sellers of businesses		$ 20,000,000	
Medium-term Notes [Member] | Credit Facility [Member]			
Line of Credit Facility [Line Items]			
Effective interest rate percentage		6.15%	
Through Maturity Of August 2, 2022 [Member] | Line of Credit [Member] | Credit Facility [Member]			
Line of Credit Facility [Line Items]			
Interest rate percentage		5.00%	

Debt (Terms of Delay Draw Term Loan) (Details) - Delayed Draw Term Loan [Member] - Credit Facility [Member]	Mar. 21, 2018 USD ($)
Line of Credit Facility [Line Items]	
Delay draw term loan	$ 30,000,000
Interest rate percentage	2.50%
Through Maturity Of August 2, 2022 [Member]	
Line of Credit Facility [Line Items]	
Interest rate percentage	5.00%

Debt (Terms of Revolver) (Details) - USD ($)	Sep. 30, 2018	Mar. 21, 2018
Revolving Credit Facility [Member] | Credit Facility [Member]		
Line of Credit Facility [Line Items]		
Delay draw term loan		$ 10,000,000
Revolving Credit Facility [Member] | Credit Facility [Member] | Domestic Line of Credit [Member]		
Line of Credit Facility [Line Items]		
Delay draw term loan		9,000,000
Revolving Credit Facility [Member] | Credit Facility [Member] | Foreign Line of Credit [Member]		
Line of Credit Facility [Line Items]		
Delay draw term loan		1,000,000
Line of Credit [Member]		
Line of Credit Facility [Line Items]		
Delay draw term loan	$ 203,700,000	
Line of Credit [Member] | Credit Facility [Member]		
Line of Credit Facility [Line Items]		
Delay draw term loan		$ 258,700,000
Letter of Credit [Member] | Credit Facility [Member] | Domestic Line of Credit [Member]		
Line of Credit Facility [Line Items]		
Delay draw term loan	500,000.0	
Letter of Credit [Member] | Credit Facility [Member] | Foreign Line of Credit [Member]		
Line of Credit Facility [Line Items]		
Delay draw term loan	$ 250,000.00	

Debt (Other Terms of Credit Facility) (Details) - USD ($)	Mar. 21, 2018	9 Months Ended Sep. 30, 2018
Line of Credit Facility [Line Items]		
Basis spread on variable rate	1.50%	
Capital stock buyback limit		$ 10,000,000
Line of Credit [Member] | Loan Facility [Member]		
Line of Credit Facility [Line Items]		
Increase in interest rate upon default		2.00%
Covenant, minimum liquidity to buyback stock		$ 25,000,000.0
Line of Credit [Member] | Loan Facility [Member] | From August 1, 2017 to August 1, 2018 [Member]		
Line of Credit Facility [Line Items]		
Prepayment premium, percent		2.00%
Line of Credit [Member] | Loan Facility [Member] | From August 2, 2018 to August 1, 2019 [Member]		
Line of Credit Facility [Line Items]		
Prepayment premium, percent		1.00%
Line of Credit [Member] | U.S. [Member] | Federal Funds Rate [Member]		
Line of Credit Facility [Line Items]		
Variable rate, spread over reference rate		0.50%
Line of Credit [Member] | U.S. [Member] | Prime Rate [Member]		
Line of Credit Facility [Line Items]		
Variable rate, spread over reference rate		1.00%
Line of Credit [Member] | U.S. [Member] | Minimum [Member] | Base Rate [Member]		
Line of Credit Facility [Line Items]		
Basis spread on variable rate		3.00%
Line of Credit [Member] | U.S. [Member] | Minimum [Member] | LIBOR [Member]		
Line of Credit Facility [Line Items]		
Basis spread on variable rate		4.00%
Line of Credit [Member] | U.S. [Member] | Maximum [Member] | Base Rate [Member]		
Line of Credit Facility [Line Items]		
Basis spread on variable rate		4.00%
Line of Credit [Member] | U.S. [Member] | Maximum [Member] | LIBOR [Member]		
Line of Credit Facility [Line Items]		
Basis spread on variable rate		5.00%

Debt (Interest Rate and Debt Discount) (Details) - USD ($) $ in Thousands	9 Months Ended Sep. 30, 2018	12 Months Ended Dec. 31, 2017
Line of Credit Facility [Line Items]		
Unamortized debt discount	$ 2,678	$ 2,700
Credit Facility [Member]		
Line of Credit Facility [Line Items]		
Cash interest costs	6.70%	6.30%

Debt (Future Debt Maturities of Long-term Debt) (Details) - USD ($) $ in Thousands	Sep. 30, 2018	Dec. 31, 2017
Debt Disclosure [Abstract]		
Remaining 2018	$ 1,031	
2019	6,188	
2020	8,250	
2021	8,250	
2022	137,187	
Thereafter	0	
Long-term debt	160,906	
Less current maturities	(4,330)	$ (2,301)
Less unamortized debt discount	(2,678)	$ (2,700)
Notes Payable, less current maturities and unamortized debt discount	$ 153,898	

Net Loss Per Share (Computation of Loss Per Share) (Details) - USD ($) $ / shares in Units, $ in Thousands	3 Months Ended		9 Months Ended	
	Sep. 30, 2018	Sep. 30, 2017	Sep. 30, 2018	Sep. 30, 2017
Numerator:				
Net loss	$ (4,250)	$ (3,506)	$ (12,641)	$ (14,931)
Denominator:				
Weighted-average common shares outstanding, basic and diluted (in shares)	20,089,919	19,380,519	19,916,907	18,043,365
Net loss per common share, basic and diluted (in dollars per share)	$ (0.21)	$ (0.18)	$ (0.63)	$ (0.83)

Net Loss Per Share (Anti–Dilutive Common Share Equivalents) (Details) - shares	9 Months Ended	
	Sep. 30, 2018	Sep. 30, 2017
Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]		
Anti–dilutive common share equivalents (in shares)	1,884,404	1,966,185
Employee Stock Option [Member]		
Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]		
Anti–dilutive common share equivalents (in shares)	410,506	692,097
Restricted Stock [Member]		
Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]		
Anti–dilutive common share equivalents (in shares)	1,473,898	1,274,088

Commitments and Contingencies (Details) - Investor [Member] - USD ($) $ in Millions	3 Months Ended		9 Months Ended	
	Sep. 30, 2018	Sep. 30, 2017	Sep. 30, 2018	Sep. 30, 2017
Long-term Purchase Commitment [Line Items]				
Amount of related party transaction	$ 0.8	$ 0.6	$ 2.4	$ 1.6
Purchase Obligation [Member]				
Long-term Purchase Commitment [Line Items]				
Remaining purchase obligations	$ 0.8		$ 0.8	

Stockholders' Equity (Details) - USD ($)	Jun. 06, 2017	9 Months Ended Sep. 30, 2018	9 Months Ended Sep. 30, 2017	May 12, 2017
Class of Stock [Line Items]				
Net proceeds of public offering	$ 42,700,000	$ 858,000	$ 43,257,000	
Public Offering [Member]				
Class of Stock [Line Items]				
Additional registration of shares of aggregate amount (up to)				$ 75,000,000.0
Shares issued for public offering (in shares)	2,139,534			

Stockholders' Equity (Restricted Stock Activity) (Details) - Restricted Stock [Member]	9 Months Ended Sep. 30, 2018 $ / shares shares
Number of Restricted Shares Outstanding	
Unvested balances at beginning of period (in shares) | shares	1,047,480
Awards granted (in shares) | shares	825,741
Awards vested (in shares) | shares	(398,323)
Awards forfeited (in shares) | shares	(1,000)
Unvested balances at end of period (in shares) | shares	1,473,898
Weighted-Average Grant Date Fair Value	
Weighted-average grant date fair value (in dollars per share) | $ / shares	$ 13.35
Weighted average grant date fair value, awards granted (in dollars per share) | $ / shares	28.97
Weighted average grant date fair value, awards vested (in dollars per share) | $ / shares	16.63
Weighted average grant date fair value, awards forfeited (in dollars per share) | $ / shares	23.60
Weighted-average grant date fair value (in dollars per share) | $ / shares	$ 21.21

Stockholders' Equity (Stock Option Activity) (Details)	9 Months Ended Sep. 30, 2018 $ / shares shares
Number of Options Outstanding	
Options expired (in shares) | shares	(73)
Weighted– Average Exercise Price	
Options expired (in dollars per share) | $ / shares	$ 1.79
Employee Stock Option [Member]	
Number of Options Outstanding	
Outstanding at beginning of period (in shares) | shares	549,907
Options granted (in shares) | shares	4,378
Options exercised (in shares) | shares	(143,706)
Outstanding at end of period (in shares) | shares	410,506
Weighted– Average Exercise Price	
Outstanding at beginning of period (in dollars per share) | $ / shares	$ 7.36
Options granted (in dollars per share) | $ / shares	33.39
Options exercised (in dollars per share) | $ / shares	6.12
Outstanding at end of period (in dollars per share) | $ / shares	$ 8.08

Stockholders' Equity (Shared Based Compensation) (Details) - USD ($) $ in Thousands	3 Months Ended		9 Months Ended	
	Sep. 30, 2018	Sep. 30, 2017	Sep. 30, 2018	Sep. 30, 2017
Share-based Compensation Arrangement by Share-based Payment Award, Compensation Cost [Line Items]				
Share-based compensation expense	$ 3,781	$ 1,884	$ 10,380	$ 7,804
Cost of revenue [Member]				
Share-based Compensation Arrangement by Share-based Payment Award, Compensation Cost [Line Items]				
Share-based compensation expense	195	147	464	277
Research and development [Member]				
Share-based Compensation Arrangement by Share-based Payment Award, Compensation Cost [Line Items]				
Share-based compensation expense	383	219	871	560
Sales and marketing [Member]				
Share-based Compensation Arrangement by Share-based Payment Award, Compensation Cost [Line Items]				
Share-based compensation expense	169	73	368	149
General and administrative [Member]				
Share-based Compensation Arrangement by Share-based Payment Award, Compensation Cost [Line Items]				
Share-based compensation expense	$ 3,034	$ 1,445	$ 8,677	$ 6,818

Revenue (Details) $ in Millions	9 Months Ended Sep. 30, 2018 USD ($)
Revenue from Contract with Customer [Abstract]	
Performance obligation, description of timing	one to three years
Revenue recognized, previously in unearned revenue	$ 53.7

Revenue (Remaining Performance Obligation) (Details) - Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction, Start Date [Axis]: 2018-10-01 $ in Millions	9 Months Ended Sep. 30, 2018 USD ($)
Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction [Line Items]	
Remaining performance obligation, percentage	76.00%
Expected satisfaction period of performance obligations, in months	15 months
Subscription Contracts [Member]	
Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction [Line Items]	
Revenue expected to be recognized from performance obligations	$ 94.0
Professional Service Contracts [Member]	
Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction [Line Items]	
Revenue expected to be recognized from performance obligations	$ 0.0

Domestic and Foreign Operations (Details) - USD ($) $ in Thousands	3 Months Ended		9 Months Ended	
	Sep. 30, 2018	Sep. 30, 2017	Sep. 30, 2018	Sep. 30, 2017
Revenues from External Customers and Long-Lived Assets [Line Items]				
Total Revenues	$ 37,144	$ 26,072	$ 104,705	$ 70,105
U.S. [Member]				
Revenues from External Customers and Long-Lived Assets [Line Items]				
Total Revenues	30,681	21,468	83,640	57,093
Canada [Member]				
Revenues from External Customers and Long-Lived Assets [Line Items]				
Total Revenues	1,525	1,186	4,781	3,265
Other International [Member]				
Revenues from External Customers and Long-Lived Assets [Line Items]				
Total Revenues	$ 4,938	$ 3,418	$ 16,284	$ 9,747

Related Party Transactions (Details) $ in Thousands	Mar. 28, 2017	3 Months Ended Sep. 30, 2018 USD ($)	3 Months Ended Sep. 30, 2017 USD ($)	9 Months Ended Sep. 30, 2018 USD ($) agreement	9 Months Ended Sep. 30, 2017 USD ($)
Related Party Transaction [Line Items]					
Agreements | agreement				2	
Purchase obligation increase in amount, if a 10% increase in revenue				$ 400	
Visionael Corporation [Member] | Chief Executive Officer And Board Of Directors Chairman [Member]					
Related Party Transaction [Line Items]					
Percentage of ownership				26.18%	
Pro Forma [Member]					
Related Party Transaction [Line Items]					
Purchase commitment, amount				$ 3,600	
Investor [Member]					
Related Party Transaction [Line Items]					
Ownership percentage, minimum		5.00%		5.00%	
Amount of related party transaction		$ 800	$ 600	$ 2,400	$ 1,600
Software Development Services [Member] | Investor [Member]					
Related Party Transaction [Line Items]					
Option to renew purchase commitment, term (in years)	1 year				
Purchase obligation outstanding		3,200		3,200	
Services [Member] | Investor [Member]					
Related Party Transaction [Line Items]					
Amount of related party transaction		800	700	2,400	2,200
Management, HR/Payroll and Administrative Services [Member] | Former Subsidiary [Member]					
Related Party Transaction [Line Items]					
Revenue from related party		$ 15	$ 90	$ 45	$ 270

Subsequent Events Narrative (Details) - USD ($) $ in Thousands	Oct. 03, 2018	Mar. 21, 2018	9 Months Ended Sep. 30, 2018	Sep. 30, 2017
Subsequent Event [Line Items]				
Payments to acquire business, net of cash acquired			$ 47,850	$ 61,163
Basis points, percentage		1.50%		
Line of Credit [Member]				
Subsequent Event [Line Items]				
Maximum borrowing capacity			203,700	
Line of Credit [Member] | Credit Facility [Member]				
Subsequent Event [Line Items]				
Maximum borrowing capacity		$ 258,700		
Line of Credit [Member] | Credit Facility [Member] | Subsequent Event [Member]				
Subsequent Event [Line Items]				
Maximum borrowing capacity	$ 358,900			
Medium-term Notes [Member] | Credit Facility [Member]				
Subsequent Event [Line Items]				
Maximum borrowing capacity		$ 163,700		
Amounts drawn on loans			$ 160,900	
Medium-term Notes [Member] | Credit Facility [Member] | Subsequent Event [Member]				
Subsequent Event [Line Items]				
Amounts drawn on loans	223,900			
Long-term line of credit, net of cash on hand	$ 209,000			
Interest rate	6.30%			
Line of Credit [Member] | Medium-term Notes [Member] | Subsequent Event [Member]				
Subsequent Event [Line Items]				
Proceeds from secured debt	$ 63,000			
LIBOR [Member] | Medium-term Notes [Member] | Credit Facility [Member] | Subsequent Event [Member]				
Subsequent Event [Line Items]				
Basis points, percentage	4.00%			
PowerSteering UK [Member] | Rant & Rave [Member] | Subsequent Event [Member]				
Subsequent Event [Line Items]				
Payments to acquire business, net of cash acquired	$ 58,500			
Cash holdback payable	$ 6,500			

Cash holdback payable, payment period	12 months