

# QUALITY SYSTEMS, INC

## FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 10/26/17

Address	18111 VON KARMAN AVENUE SUITE 700 IRVINE, CA, 92612
Telephone	949-255-2600
CIK	0000708818
Symbol	QSII
SIC Code	7373 - Services-Computer Integrated Systems Design
Industry	IT Services & Consulting
Sector	Technology
Fiscal Year	03/31

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**QUALITY SYSTEMS, INC.**

( Exact name of registrant as specified in its charter )

**CALIFORNIA**

(State or other jurisdiction of  
incorporation)

18111 Von Karman Avenue, Suite 800  
Irvine, California  
(Address of Principal Executive Offices)

**95-2888568**  
(IRS Employer  
Identification Number)

92612  
(Zip Code)

**Amended 2015 Equity Incentive Plan  
(Full title of the plan)**

**Jocelyn A. Leavitt  
Executive Vice President, General Counsel & Secretary  
Quality Systems, Inc.  
18111 Von Karman, Suite 800  
Irvine, California 92612  
(949) 255-2600**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

**Copies to:**

**Thomas Welk, Esq.  
Cooley LLP  
4401 Eastgate Mall  
San Diego, California 92121  
Tel: (858) 550-6000**

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. (Check one):

- |                         |   |                           |                          |
|-------------------------|---|---------------------------|--------------------------|
| Large accelerated filer | <input checked="" type="checkbox"/>           | Accelerated filer         | <input type="checkbox"/> |
| Non-accelerated filer   | <input type="checkbox"/>                      | Smaller reporting company | <input type="checkbox"/> |
|                         | (Do not check if a smaller reporting company) | Emerging growth company   | <input type="checkbox"/> |

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 7(a)(2)(B) of the Securities Act.

**CALCULATION OF REGISTRATION FEE**

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<b>Title of securities to be registered</b>	<b>Amount to be registered (1)</b>	<b>Proposed maximum offering price per share (2)</b>	<b>Proposed maximum aggregate offering price (2)</b>	<b>Amount of registration fee</b>
<b>Amended 2015 Equity Incentive Plan</b> Common Stock, \$0.01 par value per share	6,000,000 shares (3)	\$15.43	\$92,580,000	\$11,527

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- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of the Registrant's Common Stock, \$0.01 par value per share (the "Common Stock"), that become issuable under the Quality Systems, Inc. Amended 2015 Equity Incentive Plan (the "2015 Plan") by reason of any stock dividend, stock split, recapitalization or other similar transaction.
- (2) This estimate is made pursuant to Rule 457(c) and Rule 457(h) of the Securities Act solely for purposes of calculating the registration fee. The price per share and aggregate offering price are based upon the average of the high and low sales prices of the Registrant's Common Stock on October 19, 2017, as reported on the Nasdaq Global Select Market.
- (3) Represents 6,000,000 shares of the Registrant's Common Stock that were added to the 2015 Plan pursuant to a share reserve increase approved by the Registrant's shareholders on August 22, 2017.

### **EXPLANATORY NOTE**

This Registration Statement is being filed for the purpose of registering additional securities of the same class as other securities for which a Registration Statement of the Registrant on Form S-8 relating to the 2015 Plan is effective.

### **INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION STATEMENT**

The Registrant previously registered shares of its Common Stock for issuance under the 2015 Plan under a Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the "Commission") on August 17, 2015 (File No. 333-206419). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statement referenced above.

**ITEM 8. EXHIBITS**

<b>Exhibit Number</b>	<b>Description</b>
4.1	Restated Articles of Incorporation of Quality Systems, Inc. filed with the Secretary of State of California on September 8, 1989, are hereby incorporated by reference to Exhibit 3.1 to the registrant's Registration Statement on Form S-1 (Registration No. 333-00161) filed January 11, 1996.
4.2	Certificate of Amendment to Articles of Incorporation of Quality Systems, Inc. filed with the Secretary of State of California effective March 4, 2005, is hereby incorporated by reference to Exhibit 3.1.1 of the registrant's Annual Report on Form 10-K for the year ended March 31, 2005.
4.3	Certificate of Amendment to Articles of Incorporation of Quality Systems, Inc. filed with the Secretary of State of California effective October 6, 2005, is hereby incorporated by reference to Exhibit 3.01 of the registrant's Current Report on Form 8-K filed October 11, 2005.
4.4	Certificate of Amendment to Articles of Incorporation of Quality Systems, Inc. filed with the Secretary of State of California effective March 3, 2006, is hereby incorporated by reference to Exhibit 3.1 of the registrant's Current Report on Form 8-K filed March 6, 2006.
4.5	Amended and Restated Bylaws of Quality Systems, Inc., effective October 30, 2008, are hereby incorporated by reference to Exhibit 3.1 of the registrant's Current Report on Form 8-K filed October 31, 2008.
4.6	Certificate of Amendment to Articles of Incorporation of Quality Systems, Inc. filed with the Secretary of State of California effective October 6, 2011, is hereby incorporated by reference to Exhibit 3.1 of the registrant's Current Report on Form 8-K filed October 6, 2011.
5.1	Opinion of Counsel.
23.1	Consent of Independent Registered Public Accounting Firm - PricewaterhouseCoopers LLP.
23.2	Consent of Counsel. Reference is made to Exhibit 5.1.
24.1	Power of Attorney. Reference is made to the signature page hereto.
99.1	Quality Systems, Inc. Amended 2015 Equity Incentive Plan, is hereby incorporated by reference to Exhibit 10.1 of the registrant's Current Report on Form 8-K filed August 23, 2017.
99.2	Form of Employee Restricted Stock Award Grant Notice and Restricted Stock Award Agreement for 2015 Equity Incentive Plan, is hereby incorporated by reference to Exhibit 10.2 of the registrant's Current Report on Form 8-K filed August 14, 2015.
99.3	Form of Outside Director Restricted Stock Award Grant Notice and Restricted Stock Award Agreement for 2015 Equity Incentive Plan, is hereby incorporated by reference to Exhibit 10.3 of the registrant's Current Report on Form 8-K filed August 14, 2015.
99.4	Form of Stock Option Grant Notice, Option Agreement and Notice of Exercise for 2015 Equity Incentive Plan, is hereby incorporated by reference to Exhibit 10.4 of the registrant's Current Report on Form 8-K filed August 14, 2015.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Irvine, State of California, on October 26, 2017.

### QUALITY SYSTEMS, INC.

By: /s/ John R. Frantz  
John R. Frantz  
Chief Executive Officer ( *Principal Executive Officer* )

## POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Jocelyn A. Leavitt as his true and lawful attorney-in-fact and agent with the full power of substitution, for him and in his name, place or stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Jeffrey H. Margolis</u> Jeffrey H. Margolis	Chairman of the Board and Director	October 26, 2017
<u>/s/ Craig A. Barbarosh</u> Craig A. Barbarosh	Vice Chairman of the Board and Director	October 26, 2017
<u>/s/ John R. Frantz</u> John R. Frantz	Chief Executive Officer ( <i>Principal Executive Officer</i> ) and Director	October 26, 2017
<u>/s/ James R. Arnold</u> James R. Arnold	Chief Financial Officer ( <i>Principal Financial Officer</i> )	October 26, 2017
<u>/s/ George H. Bristol</u> George H. Bristol	Director	October 26, 2017
<u>/s/ Julie D. Klapstein</u> Julie D. Klapstein	Director	October 26, 2017
<u>/s/ James C. Malone</u> James C. Malone	Director	October 26, 2017
<u>/s/ Morris Panner</u> Morris Panner	Director	October 26, 2017
<u>/s/ Sheldon Razin</u> Sheldon Razin	Chairman Emeritus and Director	October 26, 2017

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Lance E. Rosenzweig

## EXHIBIT INDEX

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October 26, 2017

Quality Systems, Inc.  
18111 Von Karman Avenue  
Suite 800  
Irvine, CA 92612

Ladies and Gentlemen:

You have requested my opinion with respect to certain matters in connection with the filing by Quality Systems, Inc. (the "Company") of a Registration Statement on Form S-8 (the "Registration Statement") with the Securities and Exchange Commission, covering the offering of up to 6,000,000 shares of the Company's Common Stock, \$0.01 par value (the "Shares"), which are issuable pursuant to the Company's Amended 2015 Equity Incentive Plan (the "Plan").

In connection with this opinion, I have examined and relied upon the Registration Statement, the Company's Restated Articles of Incorporation, as amended, the Company's Amended and Restated Bylaws, the Plan and the originals or copies certified to my satisfaction, of such other records, documents, certificates, memoranda and other instruments as in my judgment are necessary or appropriate to enable me to render the opinion expressed below.

On the basis of the foregoing, and in reliance thereon, I am of the opinion that the Shares, when issued and sold in accordance with the Plan and related prospectuses, will be validly issued, fully paid and nonassessable.

I consent to the reference to myself under the caption "Interests of Named Experts and Counsel" in the Registration Statement and to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

**QUALITY SYSTEMS, INC.**

By: /s/ Jocelyn A. Leavitt  
Jocelyn A. Leavitt, Esq.  
Executive Vice President, General Counsel & Secretary

18111 Von Karman Avenue, Suite 800  
Irvine, California 92612

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Quality Systems, Inc. of our report dated May 19, 2017, relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in Quality System, Inc.'s Annual Report on Form 10-K for the year ended March 31, 2017.

/s/ PricewaterhouseCoopers LLP  
Irvine, CA  
October 26, 2017