

SERVICESTOURCE INTERNATIONAL, INC.

FORM 8-K (Current report filing)

Filed 05/08/17 for the Period Ending 05/08/17

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| CIK | 0001310114 |
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| Industry | IT Services & Consulting |
| Sector | Technology |
| Fiscal Year | 12/31 |

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of report (Date of earliest event reported): May 8, 2017



ServiceSource International, Inc.
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-35108
(Commission
File Number)

81-0578975
(IRS Employer
Identification No.)

717 17th St., 5th Floor
Denver, CO 80202
(Address of principal executive offices, including zip code)

(720) 889-8500
(Registrant's telephone number, including area code)

760 Market Street, 4th Floor
San Francisco, California 94102
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

Item 2.02 Results of Operations and Financial Condition.

On May 8, 2017, ServiceSource International, Inc. issued a press release announcing its results for the quarter ended March 31, 2017. A copy of the press release is attached as Exhibit 99.1 to this current report on Form 8-K and is incorporated by reference herein.

The information in this current report on Form 8-K and the exhibits attached hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing.

Item 2.05 and 2.06 - Costs Associated with Exit or Disposal Activities; Material Impairments

During the second quarter of 2017, the Company initiated several strategic changes across the organization intended to better align its cost structure with current business and market conditions, including a headcount reduction and the reduction of office space in two locations. The Company expects to complete the majority of these actions in the second and third quarters of 2017.

The Company estimates total one-time costs related to these changes incurred during the second and third quarters of 2017 will be between \$4.5 million and \$5.2 million, including approximately \$1.2 million of non-cash impairment charges for certain leasehold improvements and other property and equipment, approximately \$3.0 million of cash charges relating to employee severance and other benefits and approximately \$0.7 million of cash charges relating to facility lease costs.

The estimated costs and charges are preliminary and may vary based on several factors, including the timing of implementation and changes in underlying assumptions and projections.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press release dated May 8, 2017

SIGNATURES

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

Date: May 8, 2017

SERVICESOURCE INTERNATIONAL, INC.

By: /s/ PATRICIA ELIAS

Name : Patricia Elias

Title : Vice President, General Counsel

EXHIBIT INDEX

Exhibit

Number

Description

99.1 Press release dated May 8, 2017

ServiceSource Reports First Quarter 2017 Financial Results

*Full Year Adjusted EBITDA Guidance Raised 25% Due to Operating Model Improvements
Expect to Become Sustainably Free Cash Flow Positive by Q4 2017*

DENVER, May 8, 2017 - ServiceSource® (Nasdaq: SREV), a global leader in outsourced customer success and revenue growth solutions, today announced financial results for the first quarter ended March 31, 2017.

“In Q1, ServiceSource delivered financial results that were in line with our guidance. As we looked to the balance of the year, we conducted an extensive review of previously called-out Q1 client contractions and our strong new ACV wins in Q4 to understand full year revenue contributions. With these insights, we have made the prudent decision to reduce our full-year revenue expectations and have taken strategic actions to reset our operating model for the long term,” said Christopher M. Carrington, CEO of ServiceSource. “Our go-forward model will make us a more nimble organization that is more effective and efficient in how we deliver outcomes for our clients. From a larger and growing pipeline, to bigger new logo wins, to some recent multi-million dollar expansions, we continue to see strong signs that our improved execution is translating into traction in the market and we believe our go-forward model will further accelerate this trend.”

GAAP revenue was \$56.7 million in the first quarter, representing a 5.1% decrease from the \$59.8 million delivered in the same period in the prior year.

For the first quarter of fiscal year 2017, GAAP net loss in the quarter was \$11.6 million, or \$0.13 per share, compared with GAAP net loss of \$9.1 million, or \$0.11 per share, for the same period last year. Non-GAAP net loss in the quarter was \$1.6 million compared with Non-GAAP net loss of \$0.5 million for the same period last year. Non-GAAP net loss was \$0.02 per basic and diluted share, compared with non-GAAP net loss of \$0.01 per basic and diluted share for the same period last year. Adjusted EBITDA was a loss of \$0.9 million, compared with income of \$0.3 million for the same period last year.

A reconciliation of GAAP to non-GAAP financial measures has been provided in the financial statement tables included in this press release.

With better insight into the effect of customer contractions in Q1 and slower revenue ramps from larger new ACV wins and new logo wins, ServiceSource is lowering full-year revenue expectations. In light of this new outlook, ServiceSource has implemented strategic operational changes to align more tightly to its clients, capitalize on efficiencies gained from its investments, and position itself to meet its future convertible note obligations while retaining key capabilities to grow the business.

For the second quarter of fiscal 2017, ServiceSource is providing the following guidance:

- Revenue of \$55.5 million to \$58.5 million
 - GAAP gross margin of 26% to 29%; non-GAAP gross margin of 32% to 35%
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- GAAP operating expenses of approximately \$23 million; non-GAAP operating expenses of \$19.5 million to \$20.5 million
- GAAP net loss of \$12.8 million to \$14.8 million; non-GAAP net loss of \$1 million to a profit of \$500 thousand
- Adjusted EBITDA between breakeven and \$2 million

For the fiscal 2017, ServiceSource is providing the following guidance:

- Revenue of \$238 million to \$243 million
- GAAP gross margin of 30% to 33%; non-GAAP gross margin of 36.5% to 38.5%
- GAAP operating expenses of \$92 million to \$96 million; non-GAAP operating expenses of \$80 million to \$84 million
- GAAP net loss of \$35.2 million to \$38.2 million; non-GAAP net income of \$5 million to \$7 million
- Adjusted EBITDA of \$15 to \$18 million

Please see the first quarter presentation on the Events and Presentations section of the Investor Relations web site (<http://ir.servicesource.com/events>) for a reconciliation between GAAP and non-GAAP measures in our guidance.

Quarterly Conference Call

ServiceSource will discuss its first quarter 2017 results and financial guidance today via teleconference at 1:30 p.m. Pacific Time. To access the call within the U.S., please dial (877) 293-5486, or outside the U.S. (914) 495-8592, at least five minutes prior to the start time. Conference ID number: 7879515. In addition, a live webcast of the call will also be available on the Investor Relations section of the ServiceSource web site under Events & Presentations. A replay of the webcast will also be available on the Company's website at <http://ir.servicesource.com>.

Forward-Looking Statements

This press release contains forward-looking statements, including statements regarding our expectations for financial and operational performance, whether our go-forward model will produce anticipated benefits, and whether our improved execution will translate into desired results. These forward-looking statements are based on our current assumptions and beliefs, and involve risks and uncertainties that could cause our results to differ materially from our forward-looking statements. Those risks and uncertainties include: a decline in client renewals, the loss of one or more of our key clients or the contraction in our revenue from one or more of our key clients, in each case resulting in churn, or our clients not expanding their relationships with us; the risk of problems implementing our technologies or that our technologies will not meet customer expectations; that the market for our solution is underdeveloped and may not grow; errors in estimates as to the renewal rate improvements and/or service revenue we can generate for our customers; changes in market conditions that impact our ability to sell our solutions and/or generate service revenue on our customers' behalf; the possibility that our estimates of service revenue, opportunity under management, and other metrics may prove inaccurate; our ability to keep customer data and other confidential information secure; our ability to adapt our solution to changes in the market or new competition; problems encountered by our clients in their business that may cause them to cancel or reduce their business with us; our ability to achieve our expected benefits from international expansion; economic or other adverse events or conditions affecting the technology industry; our ability to protect our intellectual property rights; the risk of claims that our offerings infringe the intellectual property rights of others; and other risks and uncertainties described more fully in our periodic reports filed with the Securities and Exchange Commission, which can be obtained online at the Commission's website at <http://www.sec.gov>. All forward-looking statements in this press release are based on information currently available to us, and except as may be legally required we assume no obligation to update these forward-looking statements.

About ServiceSource

ServiceSource (NASDAQ: SREV) is a global leader in providing outsourced, performance-based revenue growth and customer success outcomes. ServiceSource's Revenue-as-a-Service platform is designed to measurably accelerate customer ROI by helping companies to more efficiently and effectively find, convert, grow and retain their B2B customer relationships. Trusted by more than 65 global market leaders in the cloud/XaaS, software, technology hardware, healthcare & life sciences and industrial sectors, ServiceSource sells, manages or renews \$9+ billion of revenue annually on behalf of its clients. By leveraging a robust technology suite, predictive data models and more than 3,000 revenue delivery professionals, only ServiceSource brings to market over 15 years of expertise and the ability to drive recurring revenue growth in 35 languages to more than 170 countries. To learn more, visit <http://www.servicesource.com>.

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<http://www.youtube.com/user/ServiceSourceMKTG>

ServiceSource International, Inc.
Condensed Consolidated Statements of Operations
(In thousands, except per share amounts)
(Unaudited)

| | Three Months Ended | |
|---|---------------------------|-------------|
| | March 31 | |
| | 2017 | 2016 |
| Net revenue | \$ 56,708 | \$ 59,750 |
| Cost of revenue (1) | 41,409 | 41,434 |
| Gross profit | 15,299 | 18,316 |
| Operating expenses: | | |
| Sales and marketing (1) | 8,340 | 10,454 |
| Research and development (1) | 2,243 | 2,163 |
| General and administrative (1) | 13,980 | 12,043 |
| Total operating expenses | 24,563 | 24,660 |
| Loss from operations | (9,264) | (6,344) |
| Interest expense and other, net | (2,070) | (1,509) |
| Loss before income taxes | (11,334) | (7,853) |
| Income tax provision | 290 | 1,288 |
| Net loss | \$ (11,624) | \$ (9,141) |
| Net loss per share, basic and diluted | \$ (0.13) | \$ (0.11) |
| Weighted average common shares outstanding, basic and diluted | 88,385 | 86,081 |

(1) Includes stock-based compensation expense as follows:

| | Three Months Ended | |
|--------------------------------|---------------------------|-------------|
| | March 31 | |
| | 2017 | 2016 |
| Cost of revenue | \$ 291 | \$ 468 |
| Sales and marketing | 882 | 862 |
| Research and development | 99 | 197 |
| General and administrative | 1,946 | 1,332 |
| Total stock-based compensation | \$ 3,218 | \$ 2,859 |

ServiceSource International, Inc.
Condensed Consolidated Balance Sheets
(In thousands)
(Unaudited)

| | March 31, | December 31, |
|---|------------------|---------------------|
| | 2017 | 2016 |
| Assets | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 50,345 | \$ 47,692 |
| Short-term investments | 138,701 | 137,881 |
| Accounts receivable, net | 53,190 | 63,289 |
| Prepaid expenses and other | 5,783 | 7,607 |
| Total current assets | 248,019 | 256,469 |
| Property and equipment, net | 38,186 | 38,180 |
| Deferred income taxes, net of current portion | 65 | 64 |
| Goodwill and intangibles, net | 7,554 | 7,932 |
| Other assets, net | 3,447 | 3,445 |
| Total assets | \$ 297,271 | \$ 306,090 |
| Liabilities and Stockholders' Equity | | |
| Current liabilities: | | |
| Accounts payable | \$ 1,803 | \$ 1,916 |
| Accrued taxes | 1,051 | 1,388 |
| Accrued compensation and benefits | 17,514 | 21,579 |
| Deferred revenue | 5,286 | 4,152 |
| Accrued expenses | 6,983 | 5,891 |
| Other current liabilities | 1,456 | 2,958 |
| Total current liabilities | 34,093 | 37,884 |
| Convertible notes, net | 137,016 | 134,775 |
| Other long-term liabilities | 7,061 | 6,495 |
| Total liabilities | 178,170 | 179,154 |
| Stockholders' equity: | | |
| Common stock | 8 | 8 |
| Treasury stock | (441) | (441) |
| Additional paid-in capital | 348,367 | 344,521 |
| Accumulated deficit | (227,985) | (216,361) |
| Accumulated other comprehensive income | (848) | (791) |
| Total stockholders' equity | 119,101 | 126,936 |
| Total liabilities and stockholders' equity | \$ 297,271 | \$ 306,090 |

ServiceSource International, Inc.
Condensed Consolidated Statements of Cash Flows
(In thousands)
(Unaudited)

| | Three Months Ended | |
|---|---------------------------|------------------|
| | March 31, | |
| | 2017 | 2016 |
| Cash flows from operating activities | | |
| Net loss | \$ (11,624) | \$ (9,141) |
| Adjustments to reconcile net loss to net cash provided by operating activities: | | |
| Depreciation and amortization | 4,731 | 3,737 |
| Amortization of debt discount and issuance costs | 2,241 | 2,103 |
| Accretion of premium on short-term investments | (94) | 405 |
| Deferred income taxes | 95 | 1,097 |
| Stock-based compensation | 3,218 | 2,859 |
| Changes in operating assets and liabilities: | | |
| Accounts receivable, net | 10,470 | 2,029 |
| Deferred revenue | 1,134 | 85 |
| Prepaid expenses and other | 1,888 | 1,034 |
| Accounts payable | (104) | 1,702 |
| Accrued taxes | (337) | (434) |
| Accrued compensation and benefits | (4,176) | (4,427) |
| Accrued expenses | 1,021 | 1,584 |
| Other liabilities | (1,095) | (920) |
| Net cash provided by operating activities | <u>7,368</u> | <u>1,713</u> |
| Cash flows from investing activities | | |
| Acquisition of property and equipment | (4,432) | (5,279) |
| Purchases of short-term investments | (18,059) | (30,999) |
| Sales of short-term investments | 16,513 | 31,155 |
| Maturities of short-term investments | 925 | — |
| Net cash used in investing activities | <u>(5,053)</u> | <u>(5,123)</u> |
| Cash flows from financing activities | | |
| Repayment on capital lease obligations | (16) | (66) |
| Repurchase of common stock | — | (7,260) |
| Proceeds from common stock issuances | 616 | 691 |
| Minimum tax withholding requirement | (131) | (51) |
| Net cash provided by (used in) financing activities | <u>469</u> | <u>(6,686)</u> |
| Net decrease in cash and cash equivalents | 2,784 | (10,096) |
| Effect of exchange rate changes on cash and cash equivalents | (131) | (844) |
| Cash and cash equivalents at beginning of period | 47,692 | 72,334 |
| Cash and cash equivalents at end of period | <u>\$ 50,345</u> | <u>\$ 61,394</u> |

Use of Non-GAAP Financial Measures

To supplement its financial statements presented in accordance with generally accepted accounting principles, or GAAP, ServiceSource also provides investors with non-GAAP gross profit, net income, net income per share and Adjusted EBITDA. A reconciliation of these non-GAAP financial measures to the closest GAAP financial measure is presented in the financial tables below under the heading, "GAAP to Non-GAAP Reconciliation."

ServiceSource believes that the non-GAAP financial information provided in this release can assist investors in understanding and assessing its on-going core operations and prospects for the future and provides an additional tool for investors to use in comparing ServiceSource's financial results with other companies in the industry, many of which present similar non-GAAP financial measures to investors.

Non-GAAP revenue is defined as net revenue plus revenue not recognized in the period due to the impact of purchase accounting rules related to deferred revenue acquired.

Non-GAAP gross profit consists of gross profit plus adjustments to stock-based compensation, amortization of purchased intangible assets and amortization of internally-developed software.

Non-GAAP net loss consists of net loss plus stock-based compensation, amortization of purchased intangible assets, amortization of internally-developed software, non-cash interest expense and applying an income tax rate of 40% on non-GAAP adjustments as well as the impact of normalizing the effective income tax rate. Stock-based compensation expense is expected to vary depending on the number of new grants issued, changes in the company's stock price, stock market volatility, expected option lives and risk-free rates of return, all of which are difficult to estimate.

EBITDA consists of net loss plus depreciation and amortization, interest expense, other expenses, net, and income tax expense. Adjusted EBITDA consists of EBITDA plus non-cash stock-based compensation expense. ServiceSource uses Adjusted EBITDA as a measure of operating performance because it assists the company in comparing performance on a consistent basis, as it removes from the operating results the impact of the company's capital structure.

These non-GAAP measures should not be considered a substitute for, or superior to, financial measures calculated in accordance with generally accepted accounting principles in the United States.

ServiceSource International, Inc.
GAAP To Non-GAAP Reconciliation
(Dollars in thousands, except per share amounts)
(unaudited)

| | Three Months Ended | |
|---|--------------------|------------|
| | March 31, | |
| | 2017 | 2016 |
| Net Revenue | | |
| GAAP net revenue | \$ 56,708 | \$ 59,750 |
| Non-GAAP net revenue | \$ 56,708 | \$ 59,750 |
| Gross Profit | | |
| GAAP gross profit | \$ 15,299 | \$ 18,316 |
| Non-GAAP adjustments: | | |
| Stock-based compensation | (A) 291 | 468 |
| Amortization of internally-developed software | (B) 2,498 | 1,575 |
| Amortization of purchased intangible assets | (C) 247 | 247 |
| Non-GAAP gross profit | \$ 18,335 | \$ 20,606 |
| Gross Profit % | | |
| GAAP gross profit | 27% | 31% |
| Non-GAAP adjustments: | | |
| Stock-based compensation | (A) 1% | 1% |
| Amortization of internally-developed software | (B) 4% | 3% |
| Amortization of purchased intangible assets | (C) —% | —% |
| Non-GAAP gross profit | 32% | 34% |
| <i>Certain totals do not add due to rounding</i> | | |
| Operating Expenses | | |
| GAAP operating expenses | \$ 24,563 | \$ 24,660 |
| Stock-based compensation | (A) (2,927) | (2,392) |
| Amortization of internally-developed software | (B) (298) | (112) |
| Amortization of purchased intangible assets | (C) (131) | (131) |
| Non-GAAP operating expenses | \$ 21,207 | \$ 22,025 |
| Net loss | | |
| GAAP net loss | \$ (11,624) | \$ (9,141) |
| Non-GAAP adjustments: | | |
| Stock-based compensation | (A) 3,218 | 2,859 |
| Amortization of internally-developed software | (B) 2,795 | 1,688 |
| Amortization of purchased intangible assets | (C) 378 | 378 |
| Non-cash interest expense | (D) 2,241 | 2,103 |
| Income tax effect on non-GAAP adjustments and impact of normalizing the effective income tax rate | (E) 1,370 | 1,617 |
| Non-GAAP net loss | \$ (1,622) | \$ (496) |
| Diluted Net Loss Per Share | | |
| GAAP net loss per share | \$ (0.13) | \$ (0.11) |
| Non-GAAP adjustments: | | |
| Stock-based compensation | (A) 0.04 | 0.03 |
| Amortization of internally-developed software | (B) 0.03 | 0.02 |
| Amortization of purchased intangible assets | (C) — | — |
| Non-cash interest expense | (D) 0.03 | 0.02 |
| Income tax effect on non-GAAP adjustments and impact of normalizing the effective income tax rate | (E) 0.02 | 0.02 |
| Non-GAAP diluted net loss per share | \$ (0.02) | \$ (0.01) |
| <i>Certain totals do not add due to rounding</i> | | |

Footnotes to GAAP to Non-GAAP Reconciliation

(A) Stock-based compensation. Included in our GAAP presentation of cost of revenue and operating expenses, stock-based compensation consists of expenses for stock options and awards and purchase rights under our stock purchase plan. We exclude stock-based compensation expense from our non-GAAP measures because some investors may view it as not reflective of our core operating performance as it is a non-cash expense.

(B) Amortization of internally-developed software. Included in our GAAP presentation of cost of revenue and operating expenses, amortization of internally-developed software reflects non-cash expense for certain software purchases and software developed or obtained for internal use. We exclude these expenses from our non-GAAP measures because we believe they are not indicative of our core operating performance.

(C) Amortization of Purchased Intangibles. Included in our GAAP presentation of gross margin and operating expenses is amortization of purchased intangible assets. We believe amortization of acquisition-related intangible assets, such as the amortization of the cost associated with an acquired company's research and development efforts, trade names and customer relationships, as items arising from pre-acquisition activities determined at the time of an acquisition. While these intangible assets are continually evaluated for impairment, amortization of the cost of purchased intangibles is a static expense, one that is not typically affected by operations during any particular period.

(D) Non-cash interest expense. Under GAAP, we are required to separately account for liability (debt) and equity (conversion option) components of the \$150 million convertible senior notes that were issued in August 2013. Accordingly, for GAAP purposes we are required to recognize effective interest expense on our convertible senior notes which includes interest cost related to the amortization of debt issuance costs and the contractual 1.5% interest rate of the note. The difference between the effective interest expense and the contractual interest expense is excluded from our assessment of our operating performance because we believe that this non-cash expense is not indicative of ongoing operating performance. We believe that the exclusion of the non-cash interest expense provides investors a view of our core operating performance.

(E) Income tax effect on non-GAAP adjustments as well as the impact of normalizing the effective income tax rate. This adjusts (i) the provision for income taxes to reflect the effect of the non-GAAP items A, B, C and D noted above on our non-GAAP net loss; (ii) the income tax rate to a normalized effective tax rate of 40%; and (iii) non-GAAP earnings per share based on a fully-diluted share count.

ServiceSource International, Inc.
Reconciliation of Net Loss to Adjusted EBITDA
(In thousands)
(Unaudited)

| | Three Months Ended | |
|---------------------------------|---------------------------|-------------|
| | March 31, | |
| | 2017 | 2016 |
| Net loss | \$ (11,624) | \$ (9,141) |
| Income tax provision | 290 | 1,288 |
| Interest expense and other, net | 2,070 | 1,509 |
| Depreciation and amortization | 5,106 | 3,737 |
| EBITDA | (4,158) | (2,607) |
| Stock-based compensation | 3,218 | 2,859 |
| Adjusted EBITDA | \$ (940) | \$ 252 |

Investor Relations Contact for ServiceSource:

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