EGAIN Corp
Form 10-Q
May 08, 2015
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

(Mark One)

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

For the quarterly period ended March 31, 2015

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 No. 001-35314

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eGAIN CORPORATION

(Exact name of registrant as specified in its charter)

Delaware	77-0466366
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
1252 Borregas Avenue, Sunnyvale, CA	94089
(Address of principal executive offices)	(Zip Code)

(408) 636-4500

(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§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, or non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer"; "accelerated filer" and "smaller reporting company", in Rule 12b-2 of the Exchange Act (check one):

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

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

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

Class	Outstanding at May 4, 2015
Common Stock $0.001 par value	26,769,132

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eGAIN CORPORATION

Quarterly Report on Form 10-Q

For the Quarterly Period Ended March 31, 2015

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

eGAIN CORPORATION

CONDENSED CONSOLIDATED BALANCE SHEETS (Unaudited)

(in thousands, except par value data)

	March 31, 2015	June 30, 2014
ASSETS		
Current assets:		
Cash and cash equivalents	$ 9,190	$ 8,785
Restricted cash	766	30
Accounts receivable, less allowance for doubtful accounts of $726 and $574 as of March 31, 2015 and June 30, 2014, respectively	12,220	11,163
Deferred commissions	544	865
Prepaid and other current assets	1,825	1,348
Total current assets	24,545	22,191
Property and equipment, net	3,435	4,489
Deferred commissions, net of current portion	150	337
Intangible assets, net	8,315	—
Goodwill	13,230	4,880
Other assets	1,317	750
Total assets	$ 50,992	$ 32,647
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 1,909	$ 2,162
Accrued compensation	7,483	5,729
Accrued liabilities	2,791	1,456
Deferred revenue	14,569	12,920
Capital lease obligations	451	392
Bank borrowings	562	1,417
Total current liabilities	27,765	24,076
Deferred revenue, net of current portion	1,377	793
Capital lease obligations, net of current portion	342	625
Bank borrowings, net of current portion	16,312	3,583
Other long term liabilities	2,033	521
Total liabilities	47,829	29,598

Commitments and contingencies (Note 5)		
Stockholders' equity:		
Common stock, $0.001 par value - authorized: 50,000 shares; outstanding: 26,765 shares as of March 31, 2015 and 25,471 as of June 30, 2014	27	25
Additional paid-in capital	340,402	330,657
Notes receivable from stockholders	(77)	(83)
Accumulated other comprehensive loss	(1,113)	(970)
Accumulated deficit	(336,076)	(326,580)
Total stockholders' equity	3,163	3,049
Total liabilities and stockholders' equity	$ 50,992	$ 32,647

See accompanying notes to condensed consolidated financial statements

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eGAIN CORPORATION

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited)

(in thousands, except per share data)

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2015	2014	2015	2014
Revenue:				
Subscription and support	$ 10,840	$ 10,608	$ 32,241	$ 30,320
License	5,230	2,519	15,541	9,422
Professional services	3,162	4,899	11,057	11,631
Total revenue	19,232	18,026	58,839	51,373
Cost of subscription and support	3,021	2,238	9,164	6,160
Cost of license	4	28	58	80
Cost of professional services	4,525	3,716	13,556	11,111
Total cost of revenue	7,550	5,982	22,778	17,351
Gross profit	11,682	12,044	36,061	34,022
Operating expenses:				
Research and development	4,142	2,668	12,043	7,164
Sales and marketing	7,883	8,628	25,987	24,640
General and administrative	1,812	1,436	7,327	5,572
Total operating expenses	13,837	12,732	45,357	37,376
Loss from operations	(2,155)	(688)	(9,296)	(3,354)
Interest expense, net	(310)	(17)	(578)	(146)
Other income (expense), net	15	(77)	168	(355)
Loss before income tax benefit (provision)	(2,450)	(782)	(9,706)	(3,855)
Income tax benefit (provision)	51	(225)	210	(373)
Net loss	$ (2,399)	$ (1,007)	$ (9,496)	$ (4,228)
Per share information:				
Basic and diluted net loss per common share	$ (0.09)	$ (0.04)	$ (0.36)	$ (0.17)
Weighted average shares used in computing basic and diluted net loss per common share	26,709	25,418	26,516	25,316

See accompanying notes to condensed consolidated financial statements

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eGAIN CORPORATION

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS (Unaudited)

(in thousands)

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2015	2014	2015	2014
Net loss	$ (2,399)	$ (1,007)	$ (9,496)	$ (4,228)
Other comprehensive loss, net of taxes:				
Foreign currency translation adjustments	43	23	(143)	171
Comprehensive loss	$ (2,356)	$ (984)	$ (9,639)	$ (4,057)

See accompanying notes to condensed consolidated financial statements

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eGAIN CORPORATION

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)

(in thousands)

	Nine Months Ended March 31,	
	2015	2014
Cash flows from operating activities:		
Net loss	$ (9,496)	$ (4,228)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	1,898	1,537
Amortization of acquired intangibles	1,815	—
Amortization of deferred commissions	808	1,468
Amortization of deferred financing costs	41	—
Stock-based compensation	1,830	1,210
Provisions for doubtful accounts	236	493
Accrued interest on related party notes payable	—	19
Changes in operating assets and liabilities:		
Accounts receivable	(928)	2,858
Deferred commissions	(372)	(360)
Prepaid expenses and other current assets	(455)	827
Accounts payable	(896)	(598)
Accrued compensation	(581)	(50)
Accrued liabilities	(910)	(1,246)
Deferred revenue	337	(4,333)
Other long term liabilities	(207)	(112)
Net cash used in operating activities	(6,880)	(2,515)
Cash flows from investing activities:		
Acquisition, net of cash acquired	(1,905)	—
Purchases of property and equipment	(512)	(1,585)
Increase in restricted cash	(980)	(1)
Net cash used in investing activities	(3,397)	(1,586)
Cash flows from financing activities:		
Payment on related party notes payable	—	(2,916)
Payments on bank borrowings	(12,076)	(2,000)
Payments on capital lease obligations	(359)	(119)
Proceeds from bank borrowings	23,950	—
Payments made for debt issue costs	(550)	—
Proceeds from exercise of stock options	205	557
Net cash provided by (used in) financing activities	11,170	(4,478)
Effect of change in exchange rates on cash and cash equivalents	(488)	142
Net increase (decrease) in cash and cash equivalents	405	(8,437)

Cash and cash equivalents at beginning of period	8,785	16,206
Cash and cash equivalents at end of period	$ 9,190	$ 7,769
Supplemental cash flow disclosures:		
Cash paid for interest	$ 298	$ 176
Cash paid for taxes	$ 304	$ 231
Non-cash items:		
Purchases of equipment through trade accounts payable	$ 59	$ 154
Property and equipment acquired under a capital lease	$ 185	$ 482
Issuance of common stock in connection with business acquisition	$ 7,719	$ —

See accompanying notes to condensed consolidated financial statements

eGAIN CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

Note 1. Summary of Business and Significant Accounting Policies

Organization and Nature of Business

eGain Corporation (“eGain”, the “Company”, “our”, “we”, or “us”) is a leading provider of cloud-based and on-site customer engagement software solutions. For over a decade, our solutions have helped improve customer experience, grow sales, and optimize service processes across the web, social, and phone channels. Hundreds of global enterprises rely on us to transform fragmented sales engagement and customer service operations into unified customer engagement hubs. We provide advanced analytics and management software that help enterprises use their customer contact and call center resources more effectively, improving their customers’ experience, reducing churn and enhancing productivity. Our products enable organizations to move away from legacy contact center infrastructure and consolidate in cloud environments, which enhances productivity and improves customer experience. We have operations in the United States, United Kingdom, Netherlands, Ireland, Germany, France, South Africa, and India.

Principles of Consolidation

We prepared the condensed consolidated financial statements pursuant to the rules and regulations of the Securities and Exchange Commission and included the accounts of our wholly-owned subsidiaries. All significant intercompany balances and transactions have been eliminated. Certain information and footnote disclosures, normally included in condensed consolidated financial statements prepared in accordance with generally accepted accounting principles (“GAAP”), have been condensed or omitted pursuant to such rules and regulations although we believe that the disclosures made are adequate to make the information not misleading. In our opinion, the unaudited condensed consolidated financial statements reflect all adjustments (consisting only of normal recurring adjustments) necessary for a fair presentation of our financial position, results of operations and cash flows for the periods presented.

These condensed consolidated financial statements and notes should be read in conjunction with our audited consolidated financial statements and notes thereto for the fiscal year ended June 30, 2014, included in our Annual Report on Form 10-K. The condensed consolidated balance sheet as of June 30, 2014 was derived from audited financial statements as of that date but does not include all the information and footnotes required by GAAP for complete financial statements. The results of our operations for the interim periods presented are not necessarily indicative of results that may be expected for any other interim period or for the full fiscal year ending June 30, 2015.

Business Combinations

Business combinations are accounted for at fair value under the purchase method of accounting. Acquisition costs are expensed as incurred and recorded in general and administrative expenses and changes in deferred tax asset valuation allowances and income tax uncertainties after the acquisition date affect income tax expense. The accounting for business combinations requires estimates and judgment as to expectations for future cash flows of the acquired business, and the allocation of those cash flows to identifiable intangible assets, in determining the estimated fair value for assets acquired and liabilities assumed. The fair values assigned to tangible and intangible assets acquired and liabilities assumed are based on management's estimates and assumptions, as well as other information compiled by management, including valuations that utilize customary valuation procedures and techniques. If the actual results differ from the estimates and judgments used in these estimates, the amounts recorded in the condensed consolidated financial statements could result in a possible impairment of the intangible assets and goodwill, or require acceleration of the amortization expense of finite-lived intangible assets.

Segment Information

We operate in one segment, the development, license, implementation and support of our customer interaction software solutions. Operating segments are identified as components of an enterprise for which discrete financial

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information is available and regularly reviewed by the Company's chief operating decision-makers in order to make decisions about resources to be allocated to the segment and assess its performance. Our chief operating decision-makers, under Accounting Standards Codification, or ASC, 280, Segment Reporting, are our executive management team. Our chief operating decision-makers review financial information presented on a consolidated basis for purposes of making operating decisions and assessing financial performance. The Company operates in one operating segment and all required financial segment information can be found in the condensed consolidated financial statements.

Information relating to our geographic areas for the three and nine months ended March 31, 2015 and 2014 is as follows (unaudited, in thousands):

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2015	2014	2015	2014
Total Revenue:				
North America	$ 9,171	$ 9,562	$ 29,795	$ 27,435
EMEA	9,620	8,127	27,870	22,783
Asia Pacific	441	337	1,174	1,155
	$ 19,232	$ 18,026	$ 58,839	$ 51,373
Operating Loss:				
North America	$ (1,215)	$ (569)	$ (3,691)	$ (1,607)
EMEA	32	1,118	(2,271)	1,474
Asia Pacific*	(972)	(1,237)	(3,334)	(3,221)
	$ (2,155)	$ (688)	$ (9,296)	$ (3,354)

*Includes costs associated with corporate support.

For the three months ended March 31, 2015, there were no customers that accounted for greater than 10% of total revenue. For the three months ended March 31, 2014, there was one customer that accounted for 16% and another for 10% of total revenue. For the nine months ended March 31, 2015, there were two different customers that accounted for 10% of total revenue, respectively. For the nine months ended March 31, 2014, there was one customer that accounted for 17% of total revenue.

Revenue Recognition

We enter into arrangements to deliver multiple products or services (multiple-elements). We apply software revenue recognition rules and multiple-elements arrangement revenue guidance. Significant management judgments and estimates are made and used to determine the revenue recognized in any accounting period. Material differences may result in changes to the amount and timing of our revenue for any period if different conditions were to prevail. We present revenue, net of taxes collected from customers and remitted to governmental authorities.

We derive revenue from three sources:

(i) Subscription and support fees primarily consist of cloud revenue from customers accessing our enterprise cloud computing services, term license revenue, and maintenance and support revenue;

(ii) License fees primarily consist of perpetual software license revenue;

(iii) Professional services primarily consist of consulting, implementation services and training.

Revenue is recognized when all of the following criteria are met:

· Persuasive evidence of an arrangement exists: Evidence of an arrangement consists of a written contract signed by both the customer and management prior to the end of the period. We use signed software license,

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services agreements and order forms as evidence of an arrangement for sales of software, cloud, maintenance and support. We use signed statement of work as evidence of arrangement for professional services.

- Delivery or performance has occurred: Software is delivered to customers electronically or on a CD-ROM, and license files are delivered electronically. Delivery is considered to have occurred when we provide the customer access to the software along with login credentials.

- Fees are fixed or determinable: We assess whether the fee is fixed or determinable based on the payment terms associated with the transaction. Arrangements where a significant portion of the fee is due beyond 90 days from delivery are generally not considered to be fixed or determinable.

- Collectibility is probable: We assess collectibility based on a number of factors, including the customer's past payment history and its current creditworthiness. Payment terms generally range from 30 to 90 days from invoice date. If we determine that collection of a fee is not reasonably assured, we defer the revenue and recognize it at the time collection becomes reasonably assured, which is generally upon receipt of cash payment.

We apply the provisions of ASC 985-605, Software Revenue Recognition, to all transactions involving the licensing of software products. In the event of a multiple element arrangement for a license transaction, we evaluate the transaction as if each element represents a separate unit of accounting taking into account all factors following the accounting standards. We apply ASC 605, Revenue Recognition, for cloud transactions to determine the accounting treatment for multiple elements. We also apply ASC 605-35 for fixed fee arrangements in which we use the percentage of completion method to recognize revenue when reliable estimates are available for the costs and efforts necessary to complete the implementation services. When such estimates are not available, the completed contract method is utilized. Under the completed contract method, revenue is recognized only when a contract is completed or substantially complete.

When licenses are sold together with system implementation and consulting services, license fees are recognized upon shipment, provided that (i) payment of the license fees is not dependent upon the performance of the consulting and implementation services, (ii) the services are available from other vendors, (iii) the services qualify for separate accounting as we have sufficient experience in providing such services, have the ability to estimate cost of providing such services, and we have vendor-specific objective evidence ("VSOE"), of fair value, and (iv) the services are not essential to the functionality of the software.

We enter into arrangements with multiple-deliverables that generally include subscription, support, and professional services. We evaluate whether each of the elements in these arrangements represents a separate unit of accounting, as defined by ASC 605, using all applicable facts and circumstances, including whether (i) we sell or could readily sell the element unaccompanied by the other elements, (ii) the element has stand-alone value to the customer, and (iii) there is a general right of return. We use VSOE, of fair value for each of those units, when available. For revenue recognition with multiple-deliverable elements, in certain limited circumstances when VSOE of fair value does not exist, we apply the selling price hierarchy, which includes VSOE, third-party evidence of selling price ("TPE"), and best estimate of selling price ("BESP"). We determine the relative selling price for a deliverable based on VSOE, if

available, or BESP, if VSOE is not available. We have determined that TPE is not a practical alternative due to differences in our service offerings compared to other parties and the availability of relevant third-party pricing information.

We determine BESP by considering our overall pricing objectives and market conditions. Significant pricing practices taken into consideration include our discounting practices, the size and volume of our transactions, customer demographic, the geographic area where services are sold, price lists, go-to-market strategy, historical standalone sales and contract prices. The determination of BESP is made through consultation with and approval by our management, taking into consideration the go-to-market strategy. As our go-to-market strategies evolve, we may modify our pricing practices in the future, which could result in changes in relative selling prices, including both VSOE and BESP.

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Subscription and Support Revenue

Cloud Revenue

Cloud services revenue consists of fees from customers subscribing to our cloud-based service offerings. We recognize cloud services revenue ratably over the period of the applicable agreement as services are provided. Cloud agreements typically have an initial term of 12 to 36 months and automatically renew unless either party cancels the agreement. The majority of the cloud services customers purchase a combination of our cloud service and professional services. In some cases, the customer may also acquire a license for our software.

We consider the applicability of ASC 985-605, on a contract-by-contract basis. In cloud services agreements, where the customer does not have the contractual right to take possession of the software, the revenue is recognized on a monthly basis over the term of the contract. Invoiced amounts are recorded in accounts receivable and in deferred revenue or revenue, depending on whether the revenue recognition criteria have been met. We consider a software element to exist when we determine that the customer has the contractual right to take possession of our software at any time during the cloud term without significant penalty and can feasibly run the software on its own hardware or enter into another arrangement with a third party to host the software. Additionally, we have established VSOE for the cloud and maintenance and support elements of perpetual license sales, based on the prices charged when sold separately and substantive renewal terms. Accordingly, when a software element exists in a cloud services arrangement, license revenue for the perpetual software license element is determined using the residual method and is recognized upon delivery. Revenue for the cloud and maintenance and support elements is recognized ratably over the contractual time period. Professional services are recognized as described below under “Professional Services Revenue.” If VSOE of fair value cannot be established for the undelivered elements of an agreement, the entire amount of revenue from the arrangement is recognized ratably over the period that these elements are delivered.

Term License Revenue

Term license revenue includes arrangements where our customers receive license rights to use our software along with bundled maintenance and support services for the term of the contract. The majority of our contracts provide customers with the right to use one or more products up to a specific license volume. Certain of our license agreements specify that customers can exceed pre-determined base capacity levels, in which case additional fees are specified in the license agreement. Term license revenue is recognized ratably over the term of the license contract.

Maintenance and Support Revenue

Maintenance and support revenue consists of customers purchasing maintenance and support for our on-premise software. We use VSOE of fair value for maintenance and support to account for the arrangement using the residual method, regardless of any separate prices stated within the contract for each element. Maintenance and support revenue is recognized ratably over the term of the maintenance contract, which is typically one year. Maintenance and support is renewable by the customer on an annual basis. Maintenance and support rates, including subsequent renewal rates, are typically established based upon a specified percentage of net license fees as set forth in the arrangement.

License Revenue

License revenue includes perpetual licenses sold to customers to use our software in conjunction with related maintenance and support services. If an acceptance period is required, revenue is recognized upon the earlier of customer acceptance or the expiration of the acceptance period. In software arrangements that include rights to multiple software products and/or services, we use the residual method under which revenue is allocated to the undelivered elements based on VSOE of the fair value of such undelivered elements. The residual amount of revenue is allocated to the delivered elements and recognized as revenue, assuming all other criteria for revenue recognition have been met. Such undelivered elements in these arrangements typically consist of software maintenance and support, implementation and consulting services and in some cases, cloud services.

We periodically sell to resellers. License sales to resellers as a percentage of total revenue were approximately 10% and 6% for the three months ended March 31, 2015 and 2014, respectively. License sales to resellers as a percentage of total revenue were approximately 17% and 8% for the nine months ended March 31, 2015 and 2014, respectively.

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Revenue from sales to resellers is generally recognized upon delivery to the reseller but depends on the facts and circumstances of the transaction, such as our understanding of the reseller's plans to sell the software, if there are any return provisions, price protection or other allowances, the reseller's financial status and our experience with the particular reseller. Historically sales to resellers have not included any return provisions, price protections or other allowances.

Professional Services Revenue

Professional services revenue includes system implementation, consulting and training. For license transactions, the majority of our consulting and implementation services qualify for separate accounting. We use VSOE of fair value for the services to account for the arrangement using the residual method, regardless of any separate prices stated within the contract for each element. Our consulting and implementation service contracts are bid either on a fixed-fee basis or on a time-and-materials basis. Substantially all of our contracts are on a time-and-materials basis. For time-and-materials contracts, where the services are not essential to the functionality, we recognize revenue as services are performed. If the services are essential to functionality, then both the license revenue and the service revenue are recognized under the percentage of completion method. For a fixed-fee contract, we recognize revenue based upon the costs and efforts to complete the services in accordance with the percentage of completion method, provided we are able to estimate such cost and efforts.

Under ASC 605-25, in order to account for deliverables in a multiple-deliverable arrangement as separate units of accounting, the deliverables must have standalone value upon delivery. For cloud services, in determining whether professional services have standalone value, we consider the following factors for each professional services agreement: availability of the services from other vendors, the nature of the professional services, the timing of when the professional services contract was signed in comparison to the subscription service start date and the contractual dependence of the subscription service on the customer's satisfaction with the professional services work.

We determined at or around July 1, 2013 that we had established standalone value for consulting and implementation services under cloud contracts. This was primarily due to the change in our business focus, the growing number of partners we trained and certified to perform these deployment services and the consequential sale of subscription services without bundled implementation service. Revenues earned from professional services related to consulting and implementation of a majority of our core subscription services are being accounted for separately from revenues earned from subscription services beginning July 1, 2013 when the standalone value was established for those professional services.

For those contracts that have standalone value, we recognized the services revenue when rendered for time and material contracts, when the milestones are achieved and accepted by the customer for fixed price contracts or by percentage of completion basis if there is no acceptance criteria.

For cloud, consulting and implementation services that do not qualify for separate accounting, we recognize the services revenue ratably over the estimated life of the customer cloud relationship, once the cloud has gone live or is system ready. We currently estimate the life of the customer cloud relationship to be approximately 28 months, based on the average life of all cloud customer relationships.

Training revenue that meets the criteria to be accounted for separately is recognized when training is provided.

Deferred Revenue

Deferred revenue primarily consists of payments received in advance of revenue recognition from cloud, term license, and maintenance and support services and is recognized as the revenue recognition criteria are met. We generally invoice customers in annual or quarterly installments. The deferred revenue balance does not represent the total contract value of annual or multi-year, non-cancelable cloud or maintenance and support agreements. Deferred revenue is influenced by several factors, including seasonality, the compounding effects of renewals, invoice duration, invoice timing and new business linearity within the quarter.

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Deferred revenue that will be recognized during the succeeding twelve month period is recorded as current deferred revenue and the remaining portion is recorded as noncurrent.

Deferred Commissions

Deferred commissions are the direct and incremental costs directly associated with cloud contracts with customers and consist of sales commissions to the Company's direct sales force.

The commissions are deferred and amortized over the terms of the related customer contracts, which are typically 12 to 36 months. The commission payments are paid based on contract terms in the month following the quarter in which the commissions are earned. The deferred commission amounts are recognized under "Sales and marketing" expense in the condensed consolidated statements of operations over the terms of the related customer contracts, in proportion to the recognition of the associated revenue.

Accounts Receivable and Allowance for Doubtful Accounts

We extend unsecured credit to our customers on a regular basis. Our accounts receivable are derived from revenue earned from customers and are not interest bearing. We also maintain an allowance for doubtful accounts to reserve for potential uncollectible trade receivables. We review our trade receivables by aging category to identify specific customers with known disputes or collectibility issues. We exercise judgment when determining the adequacy of these reserves as we evaluate historical bad debt trends, general economic conditions in the U.S. and internationally, and changes in customer financial conditions. If we made different judgments or utilized different estimates, material differences may result in additional reserves for trade receivables, which would be reflected by charges in general and administrative expenses for any period presented. We write off a receivable after all collection efforts have been exhausted and the amount is deemed uncollectible.

Deferred Financing Costs

Costs relating to obtaining the credit agreement with Wells Fargo Bank are capitalized and amortized over the term of the related debt using the effective interest method. Deferred financing costs for the quarter and accumulated amortization as of March 31, 2015 was $508,726 and $40,897, respectively and are included in other assets in the accompanying condensed consolidated balance sheets. Amortization of deferred financing costs recorded as interest expense was $30,672 and $40,897 for three and nine months ended March 31, 2015. When a loan is paid in full, any unamortized financing costs are removed from the related accounts and charged to operations.

Leases

Lease agreements are evaluated to determine whether they are capital or operating leases in accordance with ASC 840, Leases. When any one of the four test criteria in ASC 840 is met, the lease then qualifies as a capital lease.

Capital leases are capitalized at the lower of the net present value of the total amount payable under the leasing agreement (excluding finance charges) or the fair market value of the leased asset. Capital lease assets are depreciated on a straight-line basis, over a period consistent with our normal depreciation policy for tangible fixed assets, but not exceeding the lease term. Interest charges are expensed over the period of the lease in relation to the carrying value of the capital lease obligation.

Rent expense for operating leases, which may include free rent or fixed escalation amounts in addition to minimum lease payments, is recognized on a straight-line basis over the duration of each lease term.

Stock-Based Compensation

We account for stock-based compensation in accordance with ASC 718, Compensation—Stock Compensation. Under the fair value recognition provisions of ASC 718, stock-based compensation cost is measured at the grant date based on the fair value of the award and is recognized as expense over the vesting period. Determining the fair value of

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the stock-based awards at the grant date requires significant judgment and the use of estimates, particularly surrounding Black-Scholes valuation model assumptions such as stock price volatility and expected option term.

Below is a summary of stock-based compensation included in the costs and expenses (unaudited, in thousands):

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2015	2014	2015	2014
Stock-Based Compensation:				
Cost of revenue	$ 106	$ 92	$ 409	$ 244
Research and development	184	102	594	201
Sales and marketing	102	179	421	472
General and administrative	130	97	406	293
Total stock-based compensation expense:	$ 522	$ 470	$ 1,830	$ 1,210

We utilized the Black-Scholes valuation model for estimating the fair value of the stock-based compensation of options granted. All shares of our common stock issued pursuant to our stock option plans are only issued out of an authorized reserve of shares of common stock, which were previously registered with the Securities and Exchange Commission on a registration statement on Form S-8.

During the three months ended March 31, 2015 and 2014, there were 13,500 and 274,650 shares of common stock granted with a weighted-average fair value of $2.64 and $5.08, per share, respectively. During the nine months ended March 31, 2015 and 2014 there were 733,900 and 536,500 shares of common stock granted with a weighted-average fair value of $3.75 and $6.09 per share respectively, using the following assumptions:

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2015	2014	2015	2014
Dividend yield	—	—	—	—
Expected volatility	80 %	80 %	80 %	80 %
Average risk-free interest rate	1.45 %	1.60 %	1.69 %	1.52 %
Expected life (in years)	4.50	4.50	4.40	4.50

The dividend yield of zero is based on the fact that we have never paid cash dividends and have no present intention to pay cash dividends. We determined the appropriate measure of expected volatility by reviewing historic volatility in the share price of our common stock, as adjusted for certain events that management deemed to be non-recurring and non-indicative of future events. The risk-free interest rate is derived from the average U.S. Treasury Strips rate with maturities approximating the expected lives of the awards during the period, which approximate the rate in effect at the time of the grant.

We base our estimate of expected life of a stock option on the historical exercise behavior, and cancellations of all past option grants made by the Company during the time period which its equity shares have been publicly traded, the contractual term of the option, the vesting period and the expected remaining term of the outstanding options.

Total compensation cost, net of forfeitures, of all options granted but not yet vested as of March 31, 2015 was $2,392,299, which is expected to be recognized over the weighted-average period of 1.53 years. There were 90,933 and 129,470 options exercised for the three and nine months ended March 31, 2015 and 58,899 and 347,381 options exercised for the three and nine months ended March 31, 2014.

New Accounting Pronouncements

In April 2015, the Financial Accounting and Standards Board, or the FASB, issued Accounting Standards Update, or ASU 2015-05, Intangibles—Goodwill and Other— Internal-Use Software, which provides guidance on customer's accounting for fees paid in a cloud computing arrangement. The amendments in this update are effective for fiscal years,

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and interim periods within those years, beginning after December 15, 2015 (our fiscal 2017). We do not anticipate the adoption of this amendment to have a material impact on our consolidated financial statements.

In April 2015, the FASB, issued ASU 2015-03, Interest—Imputation of Interest, which simplifies the presentation of debt issuance costs. The amendments in this update are effective for fiscal years, and interim periods within those years, beginning after December 15, 2015 (our fiscal 2017). We do not anticipate the adoption of this amendment to have a material impact on our consolidated financial statements.

In January 2015, the FASB, issued ASU 2015-01, Income Statement—Extraordinary and Unusual Items, which eliminates the requirement to consider whether an event or transaction is extraordinary. The amendments in this update are effective for fiscal years, and interim periods within those years, beginning after December 15, 2015 (our fiscal 2017). We do not anticipate the adoption of this amendment to have a material impact on our consolidated financial statements.

In June 2014, the FASB, issued ASU 2014-12, Compensation-Stock Compensation which applies to all reporting entities that grant their employees share-based payments in which the terms of the award provide that a performance target that affects vesting could be achieved after the requisite service period. The amendments in this update are effective for fiscal years, and interim periods within those years, beginning after December 15, 2015 (our fiscal 2017). We do not anticipate the adoption of this amendment to have a material impact on our consolidated financial statements.

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers, which supersedes the revenue recognition requirements in Topic 605, Revenue Recognition and requires entities to recognize revenue in a way that depicts the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The amendments in this update are effective for annual reporting periods beginning after December 15, 2016 (our fiscal 2018), including interim periods within that reporting period, with early application not permitted. In April 2015, FASB has issued for public comment a proposed Accounting Standards Update, Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date, which would defer the effective date of this new revenue recognition standard by one year. This will change the effective date to annual reporting periods beginning after December 15, 2017. The Company is currently evaluating the effects that the adoption of this guidance will have on the Company’s financial position, results of operations and cash flows.

Note 2. Net Loss per Common Share

Basic net loss per common share is computed using the weighted-average number of shares of common stock outstanding. In periods where net income is reported, the weighted–average number of shares outstanding is increased

by warrants and options in the money to calculate diluted net income per common share.

The following table represents the calculation of basic and diluted net loss per common share (unaudited, in thousands, except per share data):

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2015	2014	2015	2014
Net loss applicable to common stockholders	$ (2,399)	$ (1,007)	$ (9,496)	$ (4,228)
Basic net loss per common stock	$ (0.09)	$ (0.04)	$ (0.36)	$ (0.17)
Weighted-average common shares used in computing basic net loss per common share	26,709	25,418	26,516	25,316
Effect of dilutive options	—	—	—	—
Weighted-average common shares used in computing diluted net loss per common share	26,709	25,418	26,516	25,316
Diluted net loss per common stock	$ (0.09)	$ (0.04)	$ (0.36)	$ (0.17)

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Weighted-average shares of stock options to purchase 2,833,206 and 2,722,293 shares of common stock for the three and nine months ended March 31, 2015 and 2,152,759 and 2,191,672 shares of common stock for the three and nine months ended March 31, 2014 were not included in the computation of diluted net loss per common share due to their anti-dilutive effect. Such securities could have a dilutive effect in future periods.

Note 3. Bank Borrowings

On November 21, 2014, we entered into a Credit Agreement (the "Credit Agreement") with Wells Fargo Bank, as administrative agent and the lenders party thereto. The Credit Agreement provides for the extension of revolving loans ("Revolving Loans") in an aggregate principal amount not to exceed $10.0 million, and a term loan ("Term Loan") in an aggregate principal amount not to exceed $10.0 million, but in each case limited by an amount not to exceed 60% of our trailing twelve month recurring revenues from subscription and support fees attributable to software, as calculated under the Credit Agreement. The obligations under the Credit Agreement mature on November 21, 2019.

Borrowings under the Credit Agreement bear interest, in the case of LIBOR rate loans, at a per annum rate equal to the applicable LIBOR rate, plus 4.75%. Borrowings under the Credit Agreement that are not LIBOR rate loans bear interest at a per annum rate equal to (i) the greatest of (A) the Federal Funds Rate plus 0.50%, (B) the one month LIBOR rate plus 1.00% per annum, and (C) the rate of interest announced, from time to time, by Wells Fargo Bank, National Association as its "prime rate," plus (ii) 3.75%.

We will pay certain recurring fees with respect to the Credit Agreement, including servicing fees to the administrative agent. Prior to the first anniversary of the closing date of the Credit Agreement voluntary repayments of the Term Loan, voluntary permanent reductions of the commitment related to the Revolving Loans and certain mandatory prepayments are subject a prepayment premium of 1.0% of the amount prepaid or reduced.

Subject to certain exceptions, the loans extended under the Credit Agreement are subject to customary mandatory prepayment provisions with respect to the following: net proceeds from certain asset sales; net proceeds from certain issuances or incurrences of debt (other than debt permitted to be incurred under the terms of the Credit Agreement); net proceeds of certain judgments, settlements and other claims or causes of action of us; and a portion with step-downs based upon the achievement of a financial covenant linked to the Leverage Ratio; as such term is defined in the Credit Agreement of our annual excess cash flow and our subsidiaries, and with such required prepayment amount to be reduced dollar-for-dollar by any voluntary prepayments of term loans.

The Credit Agreement contains customary representations and warranties, subject to limitations and exceptions, and customary covenants restricting our ability and our subsidiaries to: incur additional indebtedness; incur liens; engage in mergers or other fundamental changes; consummate acquisitions; sell certain property or assets; change the nature of their business; prepay or amend certain indebtedness; pay dividends, other distributions or repurchase our equity interests or our subsidiaries; make investments; or engage in certain transactions with affiliates. In addition, the Credit Agreement contains financial covenants which initially require us to achieve minimum EBITDA and liquidity levels. However, subject to the conditions of the Credit Agreement, once we have achieved (but in any event no earlier than June 30, 2016) a minimum Fixed Charge Coverage Ratio (as defined in the Credit Agreement) of 1.50 to 1.00 and a Leverage Ratio of less than 2.50 to 1.00, we will be required to comply with a minimum Fixed Charge Coverage Ratio and a specific Leverage Ratio.

The Credit Agreement contains customary events of default, including with respect to: nonpayment of principal, interest, fees or other amounts; failure to perform or observe covenants; monetary judgment defaults; bankruptcy, insolvency and dissolution events; cross-default to other material indebtedness; material inaccuracy of a representation or warranty when made; failure to perfect a lien; actual or asserted invalidity or impairment of any definitive loan documentation or repudiation of guaranties; or a change of control. As of March 31, 2015, balances on the Term Loan and Revolving Loans were $9.9 million and $7.0 million, respectively.

As a condition to entering into the Credit Agreement, the Company pledged certain property and assets as collateral for the benefit of Wells Fargo Bank.

Concurrently with our entry into the Credit Agreement described above, we paid in full and terminated that certain Loan and Security Agreement dated June 7, 2011, as amended, between us and Comerica Bank.

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Note 4. Income Taxes

Income taxes are accounted for using the asset and liability method in accordance with ASC 740, Income Tax. Under this method, deferred tax liabilities and assets are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. For the legacy eGain business in the United States and United Kingdom, based upon the weight of available evidence, which includes our historical operating performance and the reported cumulative net losses in all prior years, we have provided a full valuation allowance against our net deferred tax assets. The remaining eGain foreign operations as well as Exony's business have historically been profitable and we believe it is more likely than not that those assets will be realized. Our benefit primarily relates to foreign operations and realized benefits of amortized book intangibles as well as state income taxes. Our income tax rate differs from the statutory tax rates primarily due to the utilization of net operating loss carry-forwards which had previously been valued against.

The Company accounts for uncertain tax positions according to the provisions of ASC 740. ASC 740 contains a two-step approach for recognizing and measuring uncertain tax positions. Tax positions are evaluated for recognition by determining if the weight of available evidence indicates that it is probable that the position will be sustained on audit, including resolution of related appeals or litigation. Tax benefits are then measured as the largest amount which is more than 50% likely of being realized upon ultimate settlement. The Company considers many factors when evaluating and estimating tax positions and tax benefits, which may require periodic adjustments and which may not accurately anticipate actual outcomes. No material changes have occurred in the Company's tax positions taken as of June 30, 2014 and in the nine months ended March 31, 2015.

Note 5. Commitments and Contingencies

Warranty

We generally warrant that the program portion of our software will perform substantially in accordance with certain specifications for a period up to one year from the date of delivery. Our liability for a breach of this warranty is either a return of the license fee or providing a fix, patch, work-around or replacement of the software.

We also provide standard warranties against and indemnification for the potential infringement of third party intellectual property rights to our customers relating to the use of our products, as well as indemnification agreements with certain officers and employees under which we may be required to indemnify such persons for liabilities arising out of their duties to us. The terms of such obligations vary. Generally, the maximum obligation is the amount permitted by law.

Historically, costs related to these warranties have not been significant. Accordingly, we have no liabilities recorded for these costs as of March 31, 2015 and June 30, 2014. However, we cannot guarantee that a warranty reserve will not become necessary in the future.

Indemnification

We have also agreed to indemnify our directors and executive officers for costs associated with any fees, expenses, judgments, fines and settlement amounts incurred by any of these persons in any action or proceeding to which any of those persons is, or is threatened to be, made a party by reason of the person’s service as a director or officer, including any action by us, arising out of that person’s services as our director or officer or that person’s services provided to any other company or enterprise at our request.

Transfer pricing

We have received transfer pricing assessments from tax authorities with regard to transfer pricing issues for certain fiscal years, which we have appealed with the appropriate authority. We believe that such assessments are without merit and would not have a significant impact on our consolidated financial statements.

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Litigation

In the ordinary course of business, we are from time to time involved in various legal proceedings and claims related to alleged infringement of third-party patents and other intellectual property rights, commercial, corporate and securities, labor and employment, wage and hour, and other claims.

Note 6. Fair Value Measurement

ASC 820, Fair Value Measurement and Disclosures, defines fair value, establishes a framework for measuring fair value of assets and liabilities, and expands disclosures about fair value measurements. Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability in the principal or most advantageous market for the assets or liabilities in an orderly transaction between market participants on the measurement date. Subsequent changes in fair value of these financial assets and liabilities are recognized in earnings or other comprehensive income when they occur. ASC 820 applies whenever other statements require or permit assets or liabilities to be measured at fair value.

ASC 820 includes a fair value hierarchy, of which the first two are considered observable and the last unobservable, that is intended to increase the consistency and comparability in fair value measurements and related disclosures. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. Observable inputs reflect assumptions market participants would use in pricing an asset or liability based on market data obtained from independent sources while unobservable inputs reflect a reporting entity's pricing based upon their own market assumptions. The fair value hierarchy consists of the following three levels:

Level 1 – instrument valuations are obtained from real-time quotes for transactions in active exchange markets involving identical assets.

Level 2 – instrument valuations are obtained from readily-available pricing sources for comparable instruments.

Level 3 – instrument valuations are obtained without observable market value and require a high level of judgment to determine the fair value.

The following table summarizes the fair value hierarchy of our financial assets and liabilities measured (unaudited, in thousands):

	As of March 31, 2015		As of June 30, 2014	
	Level 1	Total Balance	Level 1	Total Balance
Assets				
Cash, cash equivalents and restricted cash:				
Money market funds	$ —	$ —	$ 1,622	$ 1,622
Total assets	$ —	$ —	$ 1,622	$ 1,622

The Company uses quoted prices in active markets for identical assets or liabilities to determine fair value of Level 1 investments.

As of March 31, 2015 and June 30, 2014, we did not have any Level 2 or 3 assets or liabilities.

Our financial instruments consist of cash and cash equivalents, accounts receivable, accounts payable and debt. We do not have any derivative financial instruments. We believe the reported carrying amounts of these financial instruments approximate fair value, based upon their short-term nature and comparable market information available at the respective condensed consolidated balance sheet dates. Based on borrowing rates currently available to the Company for loans and capital leases with similar terms, the carrying value of the bank borrowings and capital lease obligations approximates fair value.

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Note 7. Share Repurchase Program

On September 14, 2009, we announced that our board of directors approved a repurchase program under which we may purchase up to 1,000,000 shares of our common stock. The duration of the repurchase program is open-ended. Under the program, we purchase shares of common stock from time to time through the open market and privately negotiated transactions at prices deemed appropriate by management. The repurchase is funded by cash on hand. For the nine months ended March 31, 2015 and 2014, there were no shares repurchased.

Note 8. Acquisition

On July 30, 2014, we entered into a Share Purchase Agreement (“Purchase Agreement”) with Exony Limited, a privately held United Kingdom company (“Exony”), and certain of its shareholders (collectively, the “Shareholders”), pursuant to which we agreed to acquire all the outstanding share capital of Exony for (A) an aggregate of 1,209,308 shares of the Company’s common stock, $0.001 par value per share (“Company Stock”), with a value of $8.02 million as of August 6, 2014, the closing date of the acquisition (based on the closing price of the Company’s common stock as of such date) and (B) an aggregate of $8.13 million in cash (collectively “Acquisition Consideration”), with 15% of each of the cash and Company Stock being held in an escrow account to secure certain indemnification obligations of the Shareholders. The Acquisition Consideration is subject to an adjustment based on Exony’s working capital as of the closing. The other purchase consideration relates to two shareholders of Exony who have the right to exercise their options within six months from the acquisition date which entitles them to $299,000 (45,119 shares) of Company stock and $289,000 of cash acquisition consideration. The cash portion of the transaction was funded from eGain’s existing cash and its available credit facility. We have incurred acquisition costs of approximately $844,000 through March 31, 2015, which are included in general and administrative expenses.

The purchase price for this acquisition had been allocated based on preliminary estimates of the fair values of the acquired assets and assumed liabilities at the date of acquisition as follows (in thousands):

Purchase consideration:		
Cash	$ 7,841	
Stock (1,164,189 shares of Company Stock)	7,719	
Other purchase consideration (includes 45,119 shares of Company Stock)	588	
Estimated working capital adjustment	1,451	
Total purchase price		$ 17,599
Fair value of assets acquired and liabilities assumed:		
Cash and cash equivalents	2,751	
Restricted cash	3,185	

Accounts receivable	2,850	
Prepaid and other current assets	281	
Property and equipment	315	
Total assets acquired		9,382
Accounts payable	(786)	
Accrued compensation	(3,139)	
Accrued liabilities	(352)	
Deferred revenue	(4,185)	
Other liabilities	(326)	
Total liabilities assumed		(8,788)
Fair value of identifiable intangibles at acquisition-date:		
Developed technology	6,990	
Customer relationships	2,990	
Trade name	150	
Total identifiable intangibles at acquisition-date		10,130
Deferred tax liability		(1,475)
Goodwill		$ 8,350

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The allocation of the purchase price consideration was based on preliminary estimates of fair value; such estimates and assumptions are subject to change within the measurement period (up to one year from the acquisition date) as we finalize the working capital adjustment and continue to gather additional information regarding the assets acquired and the liabilities assumed.

Included in the acquisition of Exony are operating lease commitments for office space in Newbury, England. The annual lease payment for a 5 year term lease is approximately $260,000 and $91,000 for a 2 year term lease.

The goodwill of $8.3 million arising from the Exony acquisition largely reflects the expansion of our service offerings complementary to our existing products. As Exony is considered an innovative contact center software provider, the acquisition was intended to extend eGain's platform with contact center management, reporting and analytics capabilities to our customers.

Intangible assets will be amortized over the estimated lives, as follows (in thousands):

Intangible Asset	Gross Carrying Amount	Accumulated Amortization	Net Balance	Life	Income Statement Category
Developed technology	$ 6,990	$ (1,141)	$ 5,849	4	Research and development expense
Customer relationships - software license	1,380	(450)	930	2	Sales and marketing expense
Customer relationships - maintenance license	1,610	(175)	1,435	6	Cost of sales
Trade name	150	(49)	101	2	General and administrative expense
	$ 10,130	$ (1,815)	$ 8,315		

Amortization expense related to the above intangible assets for the three and nine months ended March 31, 2015 was approximately $0.7 million and $1.8 million, respectively.

Estimated future amortization expense remaining at March 31, 2015 for intangible assets acquired is as follows:

	Year Ending June 30,
2015	$ 696
2016	2,781
2017	2,090
2018	2,016
2019	438
Thereafter	294
Total future amortization expense	$ 8,315

The operating results for this acquisition are included in the consolidated results of operations from August 6, 2014 (the date of acquisition). The Company determined that it is impracticable to provide comparative pro forma financial information related to the acquisition. Exony, a private company, did not historically prepare financial statements in accordance with U.S. GAAP for interim financial reporting. Accordingly, significant estimates of amounts to be included in pro forma financial information would be required and subject to an inordinate level of subjectivity. Exony contributed revenues of $3.3 million and $7.1 million for the three and nine month periods ended March 31, 2015, respectively. Net income of $0.4 million and net loss of $1.5 million was incurred from Exony in the three and nine month periods ended March 31, 2014.

Note 9. Subsequent Events

None.

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

The following discussion in “Management’s Discussion and Analysis of Financial Condition and Results of Operations” (“MD&A”) contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). These statements may be identified by the use of the words such as “expects”, “aims”, “anticipates,” “believes,” “contin “could,” “would,” “estimates,” “expects,” “intends,” “may,” “might,” “plans,” “potential”, ”projects”, “seeks” “assumes”, “sho similar expressions or the negative of those terms. The forward-looking statements include, but are not limited to, statements regarding: the effect of changes in macroeconomic factors beyond our control; our hybrid revenue model and its potential impact on our total revenue; our ability to predict subscription renewals; the result of our failure to comply with the covenants under the Wells Fargo Bank Facility; our lengthy sales cycles and the difficulty in predicting timing of sales or delays; as we acquire companies or technologies, we may not realize the expected business benefits; competition in the markets in which we do business and our failure to compete successfully therein; our expectations regarding the composition of our customers and the result of a loss of a significant customer; the adequacy of our capital resources and need for additional financing and the effect of failing to obtain adequate funding; the development and expansion of our strategic and third party distribution partnership and relationships with systems integrators; our ability to effectively implement and improve our current products; our ability to innovate and respond to rapid technological change and competitive challenges; legal liability or the effect of negative publicity for the services provided to consumers via our technology platforms; legal and regulatory uncertainties and other risks related to protection of our intellectual property assets; our ability to anticipate our competitors; the operational integrity and maintenance of our systems; the effect of unauthorized access to a customer’s data or our data or our IT systems; the uncertainty of demand for our products; the anticipated customer benefits from our products; the actual mix in new business between cloud and license transactions when compared with management’s projections; our ability to develop and expand strategic and third party distribution channels; the ability to increase revenue as a result of the increased investment in sales and marketing; our ability to hire additional personnel and retain key personnel; the effect of any future changes to our sales organization on our revenue growth rate; our ability to expand and improve our sales performance and marketing activities; our ability to manage our expenditures and estimate future expenses, revenue, and operational requirements; the expenses associated with new data centers, additional data center capacity, real estate and office facilities space; our ability to manage our business plans, strategies and outlooks and any business-related forecasts or projections; the effect of changes to management judgments and estimates; the impact of any modification to our pricing practices in the future; risks from our substantial international operations; our ability to manage future growth; the trading price of our common stock; geographical and currency fluctuations; and our expectations in fiscal 2015 with respect to revenue, cost of revenue, expenses and other financial metrics. Forward looking statements are subject to risks and uncertainties that could cause actual results to differ materially from those expected. These risks and uncertainties include, but are not limited to, those risks discussed in “Risk Factors” Item 1A in this report and in our Annual Report on Form 10-K for the fiscal year ended June 30, 2014 which is incorporated herein by reference. Our actual results could differ materially from those discussed in statements relating to our future plans, product releases, objectives, expectations and intentions, and other assumptions underlying or relating to any of these statements. These forward-looking statements are subject to risks, uncertainties and assumptions that are difficult to predict. Therefore, actual results may differ materially and adversely from those expressed in any forward-looking statements. Readers are directed to risks and uncertainties identified below, under “Risk Factors” and elsewhere in this report, for factors that may cause actual results to be different than those expressed in these forward-looking statements. Except as required by law, we undertake no obligation to revise or update publicly any forward-looking statements for any reason.

All references to “eGain”, the “Company”, “our”, “we” or “us” mean eGain Corporation and its subsidiaries, except where it is clear from the context that such terms mean only this parent company and excludes subsidiaries.

Overview

eGain Corporation is a leading provider of cloud-based and on-site customer engagement software solutions. For over a decade, our solutions have helped improve customer experience, grow sales, and optimize service processes across the web, social, and phone channels. Hundreds of global enterprises rely on eGain to transform fragmented sales engagement and customer service operations into unified Customer Interaction Hubs. We provide advanced analytics

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and management software that helps enterprises use their customer contact and call center resources more effectively, improving their customers' experience, reducing churn and enhancing productivity. Our products enable organizations to move away from legacy contact center infrastructure and consolidate in cloud environments, which enhances productivity and improves customer experience.

We have operations in the United States, United Kingdom, Netherlands, Ireland, Germany, South Africa and India.

We provide advanced analytics and management software that help enterprises use their customer contact and call center resources more effectively, improving their customers' experience, reducing churn and enhancing productivity. Our products enable organizations to move away from legacy contact center infrastructure and consolidate in cloud environments, which enhances productivity and improves customer experience.

Unbilled Deferred Revenue

Unbilled deferred revenue represents business that is contracted but not yet invoiced or collected and off–balance-sheet and, accordingly, is not recorded in deferred revenue. As such, the deferred revenue balance on our condensed consolidated balance sheets does not represent the total contract value of annual or multi-year, non-cancelable subscription agreements. As of March 31, 2015, unbilled deferred revenue decreased to $22.1 million, from approximately $22.6 million as of June 30, 2014.

Key Financial Measures

We monitor the key financial performance measures set forth below as well as cash and cash equivalents and available debt capacity, which are discussed in "Liquidity and Capital Resources," to help us evaluate trends, establish budgets, measure the effectiveness of our sales and marketing efforts and assess operational effectiveness and efficiencies. These key financial performance measures include certain non-GAAP metrics, including Adjusted EBITDA as defined below. The presentation of the non-GAAP financial measures is not intended to be considered in isolation or as a substitute for, or superior to, the financial information prepared and presented in accordance with GAAP.

Adjusted EBITDA, a non-GAAP financial measure, is defined as net income (loss), adjusted for the impact of purchase accounting adjustments to deferred revenue related to acquisitions, depreciation and amortization, stock-based compensation expense, interest expense, net, income tax provision (benefit), amortization of acquired intangibles, and acquisition-related expenses.

Management believes that it is useful to exclude certain non-cash charges and non-core operational charges from Adjusted EBITDA because (1) the amount of such expenses in any specific period may not directly correlate to the underlying performance of our business operations and (2) such expenses can vary significantly between periods as a result of the timing of new stock-based awards and acquisitions.

Adjusted EBITDA was income of $0.4 million and a loss of $1.1 million for the three and nine months ended March 31, 2015, respectively. For the three and nine months ended March 31, 2014, adjusted EBITDA was income of $0.3 million and a loss of $1.0 million, respectively.

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The following table presents our key financial measures, including a reconciliation of Adjusted EBITDA to net loss for each of the periods indicated:

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2015	2014	2015	2014
Revenue	$ 19,232	$ 18,026	$ 58,839	$ 51,373
Gross Profit	11,682	12,044	36,061	34,022
Adjusted EBITDA				
Net loss	$ (2,399)	$ (1,007)	$ (9,496)	$ (4,228)
Add: Purchase accounting adjustments to deferred revenue related to acquisitions	71	—	319	—
Depreciation and amortization	607	553	1,898	1,537
Stock-based compensation expense	522	470	1,830	1,210
Interest expense, net	310	17	578	146
Income tax provision (benefit)	(51)	225	(210)	373
Amortization of acquired intangible assets	695	—	1,815	—
Acquisition-related expenses	—	—	844	—
Severance and related charges	590	—	1,294	—
Adjusted EBITDA	$ 345	$ 258	$ (1,128)	$ (962)

Critical Accounting Policies and Estimates

Management's Discussion and Analysis of Financial Condition and Results of Operations discuss our condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires our management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expense during the reporting period. On an on-going basis, our management evaluates its estimates and judgments, including those related to revenue recognition, allowance for doubtful accounts, deferred tax, valuation allowance and accrued liabilities, long-lived assets, stock-based compensation goodwill and intangible assets and contingencies. Management bases its estimates and judgments on historical experience and on various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

There have been no material changes to these estimates for the periods presented in this Quarterly Report on Form 10-Q. For a detailed explanation of the judgments made in these areas, refer to "Management's Discussion and Analysis of Financial Condition and Results of Operations" within our Annual Report on Form 10-K for the year ended June 30,

2014, which we filed with the Securities and Exchange Commission, or SEC, on September 12, 2014.

We have reassessed the critical accounting policies as disclosed in our Annual Report on Form 10-K filed with the SEC on September 12, 2014 and determined that there were no significant changes to our critical accounting policies in the nine months ended March 31, 2015.

Business Combinations

Business combinations are accounted for at fair value under the purchase method of accounting. Acquisition costs are expensed as incurred and recorded in general and administrative expenses and changes in deferred tax asset valuation allowances and income tax uncertainties after the acquisition date affect income tax expense. The accounting for business combinations requires estimates and judgment as to expectations for future cash flows of the acquired business, and the allocation of those cash flows to identifiable intangible assets, in determining the estimated fair value for assets acquired and liabilities assumed. The fair values assigned to tangible and intangible assets acquired and liabilities assumed are based on management's estimates and assumptions, as well as other information compiled by management,

including valuations that utilize customary valuation procedures and techniques. If the actual results differ from the estimates and judgments used in these estimates, the amounts recorded in the condensed consolidated financial statements could result in a possible impairment of the intangible assets and goodwill, or require acceleration of the amortization expense of finite-lived intangible assets.

Revenue Recognition

We enter into arrangements to deliver multiple products or services (multiple-elements). We apply software revenue recognition rules and multiple-elements arrangement revenue guidance. Significant management judgments and estimates are made and used to determine the revenue recognized in any accounting period. Material differences may result in changes to the amount and timing of our revenue for any period if different conditions were to prevail. We present revenue, net of taxes collected from customers and remitted to governmental authorities. We derive revenue from three sources:

(i) Subscription and support fees primarily consist of cloud revenue from customers accessing our enterprise cloud computing services, term license revenue, and maintenance and support revenue;

(ii) License fees primarily consist of perpetual software license revenue;

(iii) Professional services primarily consist of consulting, implementation services and training.

Revenue is recognized when all of the following criteria are met:

- Persuasive evidence of an arrangement exists: Evidence of an arrangement consists of a written contract signed by both the customer and management prior to the end of the period. We use signed software license, services agreements and order forms as evidence of an arrangement for sales of software, cloud, maintenance and support. We use signed statement of work as evidence of arrangement for professional services.

- Delivery or performance has occurred: Software is delivered to customers electronically or on a CD-ROM, and license files are delivered electronically. Delivery is considered to have occurred when we provide the customer access to the software along with login credentials.

- Fees are fixed or determinable: We assess whether the fee is fixed or determinable based on the payment terms associated with the transaction. Arrangements where a significant portion of the fee is due beyond 90 days from delivery are generally not considered to be fixed or determinable.

· Collectibility is probable: We assess collectibility based on a number of factors, including the customer's past payment history and its current creditworthiness. Payment terms generally range from 30 to 90 days from invoice date. If we determine that collection of a fee is not reasonably assured, we defer the revenue and recognize it at the time collection becomes reasonably assured, which is generally upon receipt of cash payment.

We apply the provisions of ASC 985-605, Software Revenue Recognition, to all transactions involving the licensing of software products. In the event of a multiple element arrangement for a license transaction, we evaluate the transaction as if each element represents a separate unit of accounting taking into account all factors following the accounting standards. We apply ASC 605, Revenue Recognition, for cloud transactions to determine the accounting treatment for multiple elements. We also apply ASC 605-35 for fixed fee arrangements in which we use the percentage of completion method to recognize revenue when reliable estimates are available for the costs and efforts necessary to complete the implementation services. When such estimates are not available, the completed contract method is utilized. Under the completed contract method, revenue is recognized only when a contract is completed or substantially complete.

When licenses are sold together with system implementation and consulting services, license fees are recognized upon shipment, provided that (i) payment of the license fees is not dependent upon the performance of the consulting and implementation services, (ii) the services are available from other vendors, (iii) the services qualify for separate

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accounting as we have sufficient experience in providing such services, have the ability to estimate cost of providing such services, and we have vendor-specific objective evidence, or VSOE, of fair value, and (iv) the services are not essential to the functionality of the software.

We evaluate whether each of the elements in these arrangements represents a separate unit of accounting, as defined by ASC 605, using all applicable facts and circumstances, including whether (i) we sell or could readily sell the element unaccompanied by the other elements, (ii) the element has stand-alone value to the customer, and (iii) there is a general right of return. We use VSOE, of fair value for each of those units, when available. For revenue recognition with multiple-deliverable elements, in certain limited circumstances when VSOE of fair value does not exist, we apply the selling price hierarchy, which includes VSOE, third-party evidence of selling price, or TPE, and best estimate of selling price, or BESP. We determine the relative selling price for a deliverable based on VSOE, if available, or BESP, if VSOE is not available. We have determined that TPE is not a practical alternative due to differences in our service offerings compared to other parties and the availability of relevant third-party pricing information.

We determine BESP by considering our overall pricing objectives and market conditions. Significant pricing practices taken into consideration include our discounting practices, the size and volume of our transactions, customer demographic, the geographic area where services are sold, price lists, its go-to-market strategy, historical standalone sales and contract prices. The determination of BESP is made through consultation with and approval by our management, taking into consideration the go-to-market strategy. As our go-to-market strategies evolve, we may modify our pricing practices in the future, which could result in changes in relative selling prices, including both VSOE and BESP.

Subscription and Support Revenue

Cloud Revenue

Cloud services revenue consists of fees from customers subscribing to our cloud-based service offerings. We recognize cloud services revenue ratably over the period of the applicable agreement as services are provided. Cloud agreements typically have an initial term of 12 to 36 months and automatically renew unless either party cancels the agreement. The majority of the cloud services customers purchase a combination of our cloud service and professional services. In some cases, the customer may also acquire a license for our software.

We consider the applicability of ASC 985-605, on a contract-by-contract basis. In cloud services agreements, where the customer does not have the contractual right to take possession of the software, the revenue is recognized on a monthly basis over the term of the contract. Invoiced amounts are recorded in accounts receivable and in deferred revenue or revenue, depending on whether the revenue recognition criteria have been met. We consider a software element to exist when we determine that the customer has the contractual right to take possession of our software at

any time during the cloud period without significant penalty and can feasibly run the software on its own hardware or enter into another arrangement with a third party to host the software. Additionally, we have established VSOE for the cloud and maintenance and support elements of perpetual license sales, based on the prices charged when sold separately and substantive renewal terms. Accordingly, when a software element exists in a cloud services arrangement, license revenue for the perpetual software license element is determined using the residual method and is recognized upon delivery. Revenue for the cloud and maintenance and support elements is recognized ratably over the contractual time period. Professional services are recognized as described below under "Professional Services Revenue." If VSOE of fair value cannot be established for the undelivered elements of an agreement, the entire amount of revenue from the arrangement is recognized ratably over the period that these elements are delivered.

Term License Revenue

Term license revenue includes arrangements where our customers receive license rights to use our software along with bundled maintenance and support services for the term of the contract. The majority of our contracts provide customers with the right to use one or more products up to a specific license volume. Certain of our license agreements specify that customers can exceed pre-determined base volume levels, in which case additional fees are specified in the license agreement. Term license revenue is recognized ratably over the term of the license contract.

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Maintenance and Support Revenue

Maintenance and support revenue consists of customers purchasing maintenance and support for our on-premise software. We use VSOE of fair value for maintenance and support to account for the arrangement using the residual method, regardless of any separate prices stated within the contract for each element. Maintenance and support revenue is recognized ratably over the term of the maintenance contract, which is typically one year. Maintenance and support is renewable by the customer on an annual basis. Maintenance and support rates, including subsequent renewal rates, are typically established based upon a specified percentage of net license fees as set forth in the arrangement.

License Revenue

License revenue includes perpetual licenses sold to customers to use our software in conjunction with related maintenance and support services. If an acceptance period is required, revenue is recognized upon the earlier of customer acceptance or the expiration of the acceptance period. In software arrangements that include rights to multiple software products and/or services, we use the residual method under which revenue is allocated to the undelivered elements based on VSOE of the fair value of such undelivered elements. The residual amount of revenue is allocated to the delivered elements and recognized as revenue, assuming all other criteria for revenue recognition have been met. Such undelivered elements in these arrangements typically consist of software maintenance and support, implementation and consulting services and in some cases, cloud services.

We periodically sell to resellers. License sales to resellers as a percentage of total revenue were approximately 10% and 6% for the three months ended March 31, 2015 and 2014, respectively. License sales to resellers as a percentage of total revenue were approximately 17% and 8% for the nine months ended March 31, 2015 and 2014, respectively. Revenue from sales to resellers is generally recognized upon delivery to the reseller but depends on the facts and circumstances of the transaction, such as our understanding of the reseller’s plans to sell the software, if there are any return provisions, price protection or other allowances, the reseller’s financial status and our experience with the particular reseller. Historically sales to resellers have not included any return provisions, price protections or other allowances.

Professional Services Revenue

Professional services revenue includes system implementation, consulting and training. For license transactions, the majority of our consulting and implementation services qualify for separate accounting. We use VSOE of fair value for the services to account for the arrangement using the residual method, regardless of any separate prices stated

within the contract for each element. Our consulting and implementation service contracts are bid either on a fixed-fee basis or on a time-and-materials basis. Substantially all of our contracts are on a time-and-materials basis. For time-and-materials contracts, where the services are not essential to the functionality, we recognize revenue as services are performed. If the services are essential to functionality, then both the license revenue and the service revenue are recognized under the percentage of completion method. For a fixed-fee contract, we recognize revenue based upon the costs and efforts to complete the services in accordance with the percentage of completion method, provided we are able to estimate such cost and efforts.

Under ASC 605-25, in order to account for deliverables in a multiple-deliverable arrangement as separate units of accounting, the deliverables must have standalone value upon delivery. For cloud services, in determining whether professional services have standalone value, we consider the following factors for each professional services agreement: availability of the services from other vendors, the nature of the professional services, the timing of when the professional services contract was signed in comparison to the subscription service start date and the contractual dependence of the subscription service on the customer’s satisfaction with the professional services work.

We determined at or around July 1, 2013 that we had established standalone value for these implementation services under cloud contracts. This was primarily due to the change in our business focus, the growing number of partners we trained and certified to perform these deployment services and the consequential sale of subscription services without bundled implementation service. Revenues earned from professional services related to consulting and

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implementation of a majority of our core subscription services are being accounted for separately from revenues earned from subscription services beginning July 1, 2013 when the standalone value was established for those professional services.

For those contracts that have standalone value, we recognized the services revenue when rendered for time and material contracts, when the milestones are achieved and accepted by the customer for fixed price contracts or by percentage of completion basis if there is no acceptance criteria.

For cloud, consulting and implementation services that do not qualify for separate accounting, we recognize the services revenue ratably over the estimated life of the customer cloud relationship, once cloud has gone live or system ready. We currently estimate the life of the customer cloud relationship to be approximately 28 months, based on the average life of all cloud customer relationships.

Training revenue that meets the criteria to be accounted for separately is recognized when training is provided.

Deferred Revenue

Deferred revenue primarily consists of payments received in advance of revenue recognition from cloud, term license, and maintenance and support services and is recognized as the revenue recognition criteria are met. We generally invoice customers in annual or quarterly installments. The deferred revenue balance does not represent the total contract value of annual or multi-year, non-cancelable cloud or maintenance and support agreements. Deferred revenue is influenced by several factors, including seasonality, the compounding effects of renewals, invoice duration, invoice timing and new business linearity within the quarter.

Deferred revenue that will be recognized during the succeeding twelve month period is recorded as current deferred revenue and the remaining portion is recorded as noncurrent. As of March 31, 2015, deferred revenue increased to $16.0 million, compared to $13.7 million as of June 30, 2014.

Deferred Commissions

Deferred commissions are the direct and incremental costs directly associated with cloud contracts with customers and consist of sales commissions to the Company’s direct sales force.

The commissions are deferred and amortized over the terms of the related customer contracts, which are typically one or two years. The commission payments are paid based on contract terms in the month following the quarter in which the commissions are earned. The deferred commission amounts are recognized as “Sales and marketing” expense in the condensed consolidated statements of operations over the terms of the related customer contracts, in proportion to the recognition of the associated revenue.

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Results of Operations

The following table sets forth certain items reflected in our condensed consolidated statements of operations expressed as a percent of total revenue for the periods indicated:

	Three Months Ended March 31,				Nine Months Ended March 31,			
	2015		2014		2015		2014	
Revenue:								
Subscription and support	56	%	59	%	55	%	59	%
License	27	%	14	%	26	%	18	%
Professional services	17	%	27	%	19	%	23	%
Total revenue	100	%	100	%	100	%	100	%
Cost of subscription and support	16	%	12	%	16	%	12	%
Cost of license	—	%	—	%	—	%	—	%
Cost of professional services	23	%	21	%	23	%	22	%
Total cost of revenue	39	%	33	%	39	%	34	%
Gross profit	61	%	67	%	61	%	66	%
Operating expenses:								
Research and development	22	%	15	%	21	%	14	%
Sales and marketing	41	%	48	%	44	%	48	%
General and administrative	9	%	8	%	12	%	11	%
Total operating expenses	72	%	71	%	77	%	73	%
Loss from operations	(11)	%	(4)	%	(16)	%	(7)	%

Revenue

(in thousands)	Three Months Ended March 31, 2015	2014	Change	%	Nine Months Ended March 31, 2015	2014	Change	%
Subscription and support	$ 10,840	$ 10,608	$ 232	2 %	$ 32,241	$ 30,320	$ 1,921	6 %
License	5,230	2,519	2,711	108 %	15,541	9,422	6,119	65 %
Professional services	3,162	4,899	(1,737)	(35) %	11,057	11,631	(574)	(5) %

Total revenue	$ 19,232	$ 18,026	$ 1,206	7 %	$ 58,839	$ 51,373	$ 7,466	15 %

Total revenue increased 7% to $19.2 million in the quarter ended March 31, 2015 from $18.0 million in the comparable year-ago quarter. Subscription and support revenue, which is comprised of cloud, term license and software maintenance and support revenue increased 2% to $10.8 million in the quarter ended March 31, 2015 from $10.6 million in the comparable year-ago quarter. The increase in subscription and support revenue was primarily due to an increase in maintenance and support from our license business offset by a reduction in cloud revenue primarily due to the decreased annual contract value from one customer renewal. License revenue increased 108% to $5.2 million in the quarter ended March 31, 2015 from $2.5 million in the comparable year-ago quarter. The increase in license revenue was primarily due to new customers and additional licenses from existing customers. Professional services revenue decreased 35% to $3.2 million in the quarter ended March 31, 2015 from $4.9 million in the comparable year-ago quarter. The decrease in professional services revenue was primarily due to our strategic decision to reduce our focus on directly providing consulting and implementation services to our customers and shifting these services over to our partners. Additionally, our version 14 product release has simplified the deployment process for new and upgrade installations, further reducing the effort previously required by our professional services staff.

Total revenue for the nine months ended March 31, 2015 increased 15% to $58.8 million, compared to $51.4 million in the same period last year. Subscription and support revenue, which is comprised of cloud, term license and software maintenance and support revenue increased 6% to $32.2 million for the nine months ended March 31, 2015, compared to $30.3 million in the same period last year. The increase in subscription and support revenue was primarily due to an increase in maintenance and support from our license business offset by a reduction in cloud revenue primarily

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due to the decreased annual contract value from one customer renewal. License revenue increased 65% to $15.5 million for the nine months ended March 31, 2015, compared to $9.4 million in the same period last year. The increase in license revenue was primarily due to new customers and additional licenses from existing customers. Professional services revenue decreased 5% to $11.1 million for the nine months ended March 31, 2015, compared to $11.6 million in the same period last year.

Revenue from international sales increased 19% to $10.1 million in the quarter ended March 31, 2015 from $8.5 million in the comparable year-ago quarter. Total revenue for the nine months ended March 31, 2015 increased 21% to $29.0 million from international sales, compared to $23.9 million in the same period last year. The impact of the foreign exchange fluctuation between the U.S. Dollar and the Euro and British Pound resulted in a net decrease of $749,000 in total revenue in the quarter ended March 31, 2015 and decrease of $610,000 for the nine months ended March 31, 2015. To measure the impact of foreign exchange rate fluctuation, we recalculate current period results using the comparable prior period exchange rate.

Cost of Revenue

	Three Months Ended March 31,				Nine Months Ended March 31,			
(in thousands)	2015	2014	Change	%	2015	2014	Change	%
Subscription and support	$ 3,021	$ 2,238	$ 783	35 %	$ 9,164	$ 6,160	$ 3,004	49 %
License	4	28	(24)	(86) %	58	80	(22)	(28) %
Professional services	4,525	3,716	809	22 %	13,556	11,111	2,445	22 %
Total cost of revenue	$ 7,550	$ 5,982	$ 1,568	26 %	$ 22,778	$ 17,351	$ 5,427	31 %
Percentage of total revenue	39 %	33 %			39 %	34 %		
Gross margin	61 %	67 %			61 %	66 %		

Cost of revenue primarily consists of compensation and benefits for our personnel who provide customer service to our customers for consulting, software maintenance and support services and personnel who support our server and network infrastructure, fees for outside consultants and, to a lesser extent, occupancy costs and related overhead. Total cost of revenue increased 26% to $7.6 million in the quarter ended March 31, 2015 from $6.0 million in the comparable year-ago quarter. Total cost of revenue represented 39% and 33% of total revenue in the quarters ended March 31, 2015 and 2014, respectively. The change was primarily due to increases of (i) $1.6 million in personnel and personnel-related expenses of which $271,000 relates to severance and related charges; (ii) $126,000 in cloud related expense such as hosted network and lease cost paid to remote co-location centers; and (iii) $67,000 in intangible amortization of customer relationships related to acquired maintenance licenses partially offset by (i) $230,000 from

the foreign exchange fluctuation between the U.S. Dollar, the Euro, British Pound and India Rupee and (2) $24,000 in license related expenses. Gross margin for the quarter ended March 31, 2015 was 61% compared to 67% in the comparable year-ago quarter.

Total cost of revenue for the nine month ended March 31, 2015 increased 31% to $22.8 million, compared to $17.4 million in the same period last year. Total cost of revenue represented 39% and 34% of total revenue in the nine month period ended March 31, 2015 and 2014, respectively. The change was primarily due to increases of (i) $4.9 million in personnel and personnel-related expenses; (ii) $399,000 in cloud related expense such as hosted network and lease cost paid to remote co-location centers; (iii) $175,000 in intangible amortization of customer relationships related to acquired maintenance licenses; and (iv) $161,000 in outside consulting partially offset by (i) $160,000 from the foreign exchange fluctuation between the U.S. Dollar, the Euro, British Pound and India Rupee and (ii) $21,000 in license related expenses. Gross margin for the nine month ended March 31, 2015 was 61% compared to 66% in the same period last year.

Excluding any fluctuations of foreign exchange rates in European and Indian currencies against the U.S. dollar, we anticipate cost of subscription and support and cost of license to remain relatively constant while the cost of professional services to decrease in future quarters based upon our current business plan.

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Operating Expenses

Research and Development

(in thousands)	Three Months Ended March 31, 2015	2014	Change	%	Nine Months Ended March 31, 2015	2014	Change	%
Research and development	$ 4,142	$ 2,668	$ 1,474	55 %	$ 12,043	$ 7,164	$ 4,879	68 %
Percentage of total revenue	22 %	15 %			21 %	14 %		

Research and development expense primarily consists of compensation and benefits for our engineering, product management and development, and quality assurance personnel, fees for outside consultants and, to a lesser extent, occupancy costs and related overhead. Total costs for research and development increased 55% to $4.1 million in the quarter ended March 31, 2015 from $2.7 million in the comparable year-ago quarter. The change was primarily due to increases of (i) $748,000 in personnel and personnel-related expenses primarily due to the additional research and development personnel added with the Exony acquisition; (ii) $437,000 in intangible amortization of acquired developed software technology; and (iii) $303,000 in outside consulting services partially offset by a decrease of $14,000 from the foreign exchange fluctuation between the U.S. Dollar, the Euro, British Pound and India Rupee. Total research and development revenue as a percentage of total revenue was 22% and 15% for the quarters ended March 31, 2015 and 2014, respectively.

Total costs for research and development for the nine months ended March 31, 2015 increased 68% to $12.0 million, compared to $7.2 million in the same period last year. The change was primarily due to increases of (i) $3.5 million in personnel and personnel-related expenses primarily due to the additional research and development personnel added with the Exony acquisition; (ii) $1.1 million in intangible amortization of acquired developed software technology; and (iii) $255,000 in outside consulting services. Total research and development revenue as a percentage of total revenue for the nine month ended March 31, 2015 was 21% compared to 14% in the same period last year.

Excluding any fluctuations of foreign exchange rates in European and Indian currencies against the U.S. dollar, we anticipate research and development expense to decrease in future quarters based upon our current business plan.

Sales and Marketing

	Three Months Ended March 31,				Nine Months Ended March 31,			
(in thousands)	2015	2014	Change	%	2015	2014	Change	%
Sales and marketing	$ 7,883	$ 8,628	$ (745)	(9) %	$ 25,987	$ 24,640	$ 1,347	5 %
Percentage of total revenue	41 %	48 %			44 %	48 %		

Sales and marketing expense primarily consist of compensation and benefits for our sales, marketing and business development personnel, lead generation activities, advertising, trade show and other promotional costs and, to a lesser extent, occupancy costs and related overhead. Sales and marketing expense decreased 9% to $7.9 million in the quarter ended March 31, 2015 from $8.6 million in the comparable year-ago quarter. The change was primarily due to decreases of (i) $595,000 from the foreign exchange fluctuation between the U.S. Dollar, the Euro, British Pound and India Rupee (ii) $445,000 in personnel and personnel-related expenses of which $149,000 relates to sales commissions; and (iii) $55,000 in outside consulting services partially offset by increases of (i) $173,000 in intangible amortization of customer relationships related to acquired software licenses; and (ii) $172,000 in marketing programs and public relations services. Total sales and marketing expense as a percentage of total revenue was 41% and 48% for the quarters ended March 31, 2015 and 2014, respectively.

Total sales and marketing expense for the nine months ended March 31, 2015 increased 5% to $26.0 million, compared to $24.6 million in the same period last year. The change was primarily due to increases of (i) $2.0 million in personnel and personnel-related expenses of which $551,000 relates to sales commissions; (ii) $450,000 in intangible amortization of customer relationships related to acquired software licenses; and (iii) $148,000 in third party partner

fees; partially offset by decreases of (i) $905,000 from the foreign exchange fluctuation between the U.S. Dollar, the Euro, British Pound and India Rupee; (ii) $313,000 from outside consulting services; and (iii) $64,000 in marketing programs and public relations services. Total sales and marketing expense as a percentage of total revenue for the nine month ended March 31, 2015 was 44% compared to 48% in the same period last year.

Excluding any fluctuations of foreign exchange rates in European and Indian currencies against the U.S. dollar, we anticipate sales and marketing expense to remain relatively constant as a percentage of revenue in future quarters based upon our current business plan.

General and Administrative

(in thousands)	Three Months Ended March 31, 2015	2014	Change	%	Nine Months Ended March 31, 2015	2014	Change	%
General and administrative	$ 1,812	$ 1,436	$ 376	26 %	$ 7,327	$ 5,572	$ 1,755	31 %
Percentage of total revenue	9 %	8 %			12 %	11 %		

General and administrative expense primarily consist of compensation and benefits for our finance, human resources, administrative and legal personnel, fees for outside professional services, provision for doubtful accounts and, to a lesser extent, occupancy costs and related overhead. Total general and administrative expense increased 26% to $1.8 million in the quarter ended March 31, 2015 from $1.4 million in the comparable year-ago quarter. The change was primarily due to increases of (i) $470,000 in personnel and personnel-related expense; (ii) $272,000 in bad debt expense; (iii) $48,000 from outside consulting services, including accounting and audit services; and (iv) $19,000 in intangible amortization of trade name; partially offset by decreases of (i) $401,000 in legal expenses; and (ii) $30,000 from the foreign exchange fluctuation between the U.S. Dollar, the Euro, British Pound and India Rupee. Total general and administrative expense as a percentage of total revenue was 9% and 8% for the quarters ended March 31, 2015 and 2014, respectively.

Total general and administrative expense for the nine months ended March 31, 2015 increased 31% to $7.3 million, compared to $5.6 million in the same period last year. The change was primarily due to increases of (i) $1.6 million in personnel and personnel-related expense of which $138,000 relates to severance and related charges; (ii) $844,000 in one-time acquisition transaction costs; (iii) $192,000 from outside consulting services, including accounting and audit services; (iv) $49,000 in intangible amortization of trade name partially offset by decreases of (i) $854,000 in legal expenses; (ii) $64,000 in bad debt; and (iii) $44,000 from the foreign exchange fluctuation between the U.S. Dollar, the Euro, British Pound and India Rupee. Total general and administrative expense as a percentage of total revenue for

the nine month ended March 31, 2015 was 12% compared to 11% in the same period last year.

Excluding any fluctuations of foreign exchange rates in European and Indian currencies against the U.S. dollar, we anticipate general and administrative expense to remain relatively constant as a percentage of revenue in future quarters based upon our current business plan.

Loss from Operations

	Three Months Ended March 31,				Nine Months Ended March 31,			
(in thousands)	2015	2014	Change	%	2015	2014	Change	%
Loss from operations	$ (2,155)	$ (688)	$ (1,467)	213 %	$ (9,296)	$ (3,354)	$ (5,942)	177 %
Operating margin	(11) %	(4) %			(16) %	(7) %		

Loss from operations in the quarter ended March 31, 2015 was $2.2 million which included $695,000 of amortization of purchased intangible assets and $522,000 of stock-based compensation expenses, compared to loss from operations of $688,000 which included $470,000 of stock-based compensation expenses in the comparable year-ago quarter. We recorded a 11% negative operating margin in the quarter ended March 31, 2015, compared to a 4% negative operating margin in the comparable year-ago quarter.

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Loss from operations for the nine months ended March 31, 2015 was $9.3 million which included $1.8 million of stock-based compensation expenses and $1.8 million of amortization of purchased intangible assets, compared to loss from operations of $3.4 million in the same period last year which included $1.2 million of stock-based compensation expenses in the same period last year. We recorded a 16% negative operating margin for the nine month ended March 31, 2015, compared to 7% negative operating margin in the same period last year.

Interest Expense, Net

Interest expense consists of interest on bank borrowings, capital leases and our related party notes payable. Interest expense, net was $310,000 and $578,000 in the three and nine months ended March 31, 2015 compared to $17,000 and $146,000 in the three and nine months ended March 31, 2014. The increase in interest expense primarily relates to interest paid on bank borrowing repayments and capital leasing agreements.

Other Income (Expense), Net

Other income was $15,000 and $168,000 for the three and nine months ended March 31, 2015 compared to other expense of $77,000 and $355,000 the three and nine months ended March 31, 2014. Other income primarily consists of an unclaimed property refund. Other expense primarily consists of exchange rate gain/loss on foreign currency transactions.

Income Tax Benefit (Provision)

We recorded an income tax benefit of $51,000 and $210,000 for the three and nine months ended March 31, 2015 compared to an income tax provision of $225,000 and $373,000 for the three and nine months ended March 31, 2014. The tax benefit primarily relates to the reversal of the intangible amortization generated and benefited by Exony Limited which was acquired in the current fiscal year. The income tax expenses primarily relate to foreign and state income tax expense.

Liquidity and Capital Resources

Overview

As of March 31, 2015 our cash and cash equivalents and restricted cash were $10.0 million and our negative working capital was $3.2 million compared to cash and cash equivalents and restricted cash of $8.8 million and negative working capital of $1.9 million as of June 30, 2014. As of March 31, 2015, our deferred revenue was $16.0 million compared to $13.7 million on June 30, 2014.

On November 21, 2014, we entered into a new $20 million credit facility with Wells Fargo Bank to be used for working capital and support our strategic growth plans. The new facility, which includes a $10 million, five-year term loan and a $10 million revolver, replaces our prior credit facility with Comerica Bank. For the term loan, we must make quarterly installments of principal at varying amounts, plus all accrued interest, at specified dates through the maturity date of November 21, 2019, at which time remaining amounts shall be immediately due and payable.

Based upon our fiscal year 2015 plan, we believe that existing capital resources will enable us to maintain current and planned operations for at least the next 12 months. From time to time, however, we may consider opportunities for raising additional capital and/or exchanging all or a portion of our existing debt for equity. We can make no assurances that such opportunities will be available to us on economic terms we consider favorable, if at all.

If adequate funds are not available on acceptable terms, our ability to achieve or sustain positive cash flows, maintain current operations, fund any potential expansion, take advantage of unanticipated opportunities, develop or enhance products or services, or otherwise respond to competitive pressures would be significantly limited. Our expectations as to our future cash flows and our future cash balances are subject to a number of assumptions, including assumptions regarding anticipated increases in our revenue, the mix of new cloud and license business, our ability to retain existing customers and customer purchasing and payment patterns, many of which are beyond our control.

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Cash Flows

Net cash used in operating activities was $6.9 million for the nine months ended March 31, 2015 compared to cash used in operating activities of $2.5 million in the comparable year-ago period. The increase in cash used was primarily due to a net loss of $9.5 million for the nine months ended March 31, 2015 compared to a net loss of $4.2 million in the comparable year-ago period and adjustments to reconcile net loss to cash used in operating activities, specifically the addition of acquired intangible amortization of $1.8 million and increases in accounts receivable and decreases in accounts payable, accrued liabilities and accrued compensation.

Net cash used in investing activities was $3.4 million during the nine months ended March 31, 2015 and $1.6 million during the comparable year-ago period. The net cash used in investing activities during the nine months ended March 31, 2015 primarily related to $1.9 million of net cash paid for the acquisition of Exony, net of cash acquired and an increase in restricted cash of $1.0 million related to escrow funds reserved for the payment of Exony management incentive bonuses. Net cash used in investing activities for the nine months ended March 31, 2014 related to $1.6 million of computer equipment purchases for new employees and computer hardware to support the growth in our cloud business.

Net cash provided by financing activities was $11.2 million during the nine months ended March 31, 2015 compared to cash used in financing activities of $4.5 million during the comparable year-ago period. Net cash provided by financing activities for the nine months ended March 31, 2015 primarily related to $24.0 million in borrowings from our bank facilities used to finance the majority of the acquisition of Exony on August 6, 2014 and to support our strategic growth plans partially offset by the repayment of $12.1 million of existing bank borrowings, $550,000 payments made for debt issue costs, and $359,000 principal payments on capital lease obligations offset by $205,000 from the exercise of stock options. Net cash used in financing activities for the nine months ended March 31, 2014 included the repayment of $2.9 million on related party notes, repayment of $2.0 million of existing bank borrowings and $119,000 principal payments on a capital lease obligation partially offset by $557,000 from the exercise of stock options.

Commitments

The acquisition of Exony included operating lease commitments to lease approximately 10,435 square feet and 3,655 square feet of an office building located in Newbury, England. The leases commenced on January 24, 2014 with annual lease payments of approximately $260,000 for a 5 year term lease and $91,000 for a 2 year term lease.

Off-Balance Sheet Arrangements

As of March 31, 2015 we had no off-balance-sheet arrangements, as defined in Item 303(a)(4) of SEC Regulation S-K, other than operating leases and co-location agreement that were included in our commitment schedule as disclosed in our Annual Report on Form 10-K for the fiscal year ended June 30, 2014. There was no significant change since June 30, 2014.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

We develop products in the United States and India and sell these products internationally. Generally, sales are made in local currency. As a result, our financial results could be affected by factors such as changes in foreign currency exchange rates or weak economic conditions in foreign markets. Identifiable assets denominated in foreign currency as of March 31, 2015 totaled approximately $17.6 million. We do not currently use derivative instruments to hedge against foreign exchange risk. As such we are exposed to market risk from fluctuations in foreign currency exchange rates, principally from the exchange rate between the U.S Dollar and the Euro, British Pound and the India Rupee. We are a net receiver of foreign currencies and therefore benefit from a weakening of the U.S. dollar and are adversely affected by a strengthening of the U.S. dollar relative to the foreign currency.

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Item 4. Controls and Procedures

Evaluation of disclosure controls and procedures. We maintain “disclosure controls and procedures,” as such term is defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, the Exchange Act, that are designed to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in Securities and Exchange Commission rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating our disclosure controls and procedures, management recognized that disclosure controls and procedures, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the disclosure controls and procedures are met. Our disclosure controls and procedures have been designed to meet reasonable assurance standards. Additionally, in designing disclosure controls and procedures, our management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible disclosure controls and procedures. The design of any disclosure controls and procedures also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

Based on their evaluation as of the end of the period covered by this Quarterly Report on Form 10-Q, our Chief Executive Officer and Chief Financial Officer have concluded that, as of March 31, 2015, our disclosure controls and procedures were effective at the reasonable assurance level.

Changes in internal controls. There was no change in our internal control over financial reporting (as defined in Rule 13a-15(d) under the Exchange Act) that occurred during our last fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

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PART II. OTHER INFORMATION

Item 1. Legal Proceedings

In the ordinary course of business, we are from time to time involved in various legal proceedings and claims related to alleged infringement of third-party patents and other intellectual property rights, commercial, corporate and securities, labor and employment, wage and hour, and other claims.

Item 1A. Risk Factors

The risks and uncertainties described below are not the only ones facing us. Other events that we do not currently anticipate or that we currently deem immaterial also may affect our results of operations, cash flows and financial condition.

Our business is influenced by a range of factors that are beyond our control and that we have no comparative advantage in forecasting. These include:

- general economic and business conditions;
- currency exchange rate fluctuations;
- the overall demand for enterprise software and services;