

CSG SYSTEMS INTERNATIONAL INC

Form 10-Q/A

November 24, 2010

Table of Contents

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

Washington, D.C. 20549

**FORM 10-Q/A**

(Mark One)

**AMENDMENT NO. 1 TO THE QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2010

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 0-27512

**CSG SYSTEMS INTERNATIONAL, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**47-0783182**  
(I.R.S. Employer  
Identification No.)

**9555 Maroon Circle**

**Englewood, Colorado 80112**

(Address of principal executive offices, including zip code)

**(303) 200-2000**

(Registrant's telephone number, including area code)

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 Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES  NO

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

Large accelerated filer  Accelerated filer

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

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

Shares of common stock outstanding at May 3, 2010: 34,053,736

**Table of Contents**

**CSG SYSTEMS INTERNATIONAL, INC.**

**FORM 10-Q/A for the Quarter Ended March 31, 2010**

**INDEX**

|                                    | <b>Page No.</b> |
|------------------------------------|-----------------|
| Part II - <u>OTHER INFORMATION</u> |                 |
| Item 6. <u>Exhibits</u>            | 3               |
| <u>Signature</u>                   | 4               |

**EXPLANATORY NOTE**

CSG Systems International, Inc. (the Company or forms of the pronoun we) is filing this Amendment No. 1 on Form 10-Q/A to the Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2010, originally filed on May 10, 2010 (the Original Filing), to address comments received from the Securities and Exchange Commission (the Commission) in connection with the Commission's review of our request for confidential treatment of information included within a document required to be filed as an exhibit to the Original Filing. This Amendment includes in Part II, Item 6, the following revised Exhibit, to replace the Exhibit filed under the same exhibit number in the Original Filing, which is addressed in our filing of a new request for confidential treatment:

10.23A Third Amendment to the CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Dish Network, L.L.C.

The Amendment No 1. on Form 10-Q/A now includes additional information surrounding the exclusivity clauses in the filing. In particular, information that was redacted in the prior filing that has been un-redacted now, includes information defining a certain type of customer account; how acquired customer accounts are treated for purposes of exclusivity under the terms of the Agreement; what happens if Dish Networks sells, assigns or transfers customer accounts to a third party; and how any bid process is to be handled during the terms of the agreement.

**Table of Contents**

**PART II. OTHER INFORMATION**

**Item 6. Exhibits**

| Exhibit<br>Number | Description   |
|-------------------|---|
| 4.25 (1)          | Letter agreement dated March 18, 2010 by and between CSG Systems International, Inc. and Quantum Partners Ltd. regarding \$119,896,000 aggregate principal amount of CSG's 2.5% Senior Subordinated Convertible Contingent Debt Securities due 2024 |
| 4.30 (2)          | Purchase Agreement dated February 24, 2010, by and between CSG Systems International, Inc., and Barclays Capital Inc., J.P. Morgan Securities Inc., and UBS Securities LLC  |
| 4.40 (2)          | Indenture dated March 1, 2010, between CSG Systems International, Inc. and The Bank of New York Mellon Trust Company, N.A., as trustee  |
| 10.15(3)          | Form of Indemnification Agreement between CSG Systems International, Inc. and Directors and Executive Officers  |
| 10.23A*           | Third Amendment to the CSG Master Subscriber Management System Agreement between CSG Systems, Inc. and Dish Network, L.L.C.   |
| 31.01             | Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002   |
| 31.02             | Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002   |
| 32.01             | Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002  |

- (1) Incorporated by reference to the exhibit of the same number to the Registrant's Current Report on Form 8-K for the event dated March 18, 2010.
- (2) Incorporated by reference to the exhibit of the same number to the Registrant's Current Report on Form 8-K for the event dated February 24, 2010.
- (3) Incorporated by reference to the exhibit of the same number to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2010.

\* Portions of the exhibit have been omitted pursuant to an application for confidential treatment, and the omitted portions have been filed separately with the Commission.

**Table of Contents**

**SIGNATURE**

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

Dated: November 24, 2010

CSG SYSTEMS INTERNATIONAL, INC.

/s/ Randy R. Wiese  
Randy R. Wiese  
Executive Vice President, Chief Financial Officer, and  
Chief Accounting Officer  
(Principal Financial Officer and Principal Accounting  
Officer)