SERVICESOURCE INTERNATIONAL, INC.
Form 10-K
March 08, 2016
Table of Contents

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

FORM 10-K

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

For the fiscal year ended December 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 number 001-35108

SERVICESOURCE INTERNATIONAL, INC.
(Exact name of registrant as specified in its charter)

Delaware	No. 81-0578975
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)
760 Market Street, 4th Floor San Francisco, California	94102
(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code: (415) 901-6030

Securities registered pursuant to Section 12(b)	Name of each exchange on which registered
Common Stock, $0.0001 Par Value	The NASDAQ Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act:
None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ¨ No ý

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ¨ No ý

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 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 ý 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 ý No ¨

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§29.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ¨

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 definition 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	ý
Non-accelerated filer	¨	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 ý

The aggregate market value of the voting and non-voting common stock held by non-affiliates of the registrant, computed by reference to the closing price at which the common stock was sold on June 30, 2015, the last business day of the registrant's most recently completed second fiscal quarter, as reported on The NASDAQ Global Market, was $332,004,954. Shares of common stock held by each executive officer, director and holder of 5% or more of the outstanding common stock have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status does not reflect a determination that such persons are affiliates of the registrant for any other purpose.

As of February 26, 2016, there were approximately 86,188,899 shares of the registrant's common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive Proxy Statement for its 2016 Annual Meeting of Stockholders are incorporated by reference in Part III of this Annual Report on Form 10-K. Such Proxy Statement will be filed with the U.S. Securities and Exchange Commission within 120 days after the end of the fiscal year to which this report relates. Except with respect to information specifically incorporated by reference in this Form 10-K, the Proxy Statement is not deemed to be filed as part of this Form 10-K.

Table of Contents

TABLE OF CONTENTS

		Page
	PART I	
Item 1.	Business	1
Item 1A.	Risk Factors	7
Item 1B.	Unresolved Staff Comments	26
Item 2.	Properties	26
Item 3.	Legal Proceedings	27
Item 4.	Mine Safety Disclosures	27
	PART II	
Item 5.	Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities	28
Item 6.	Selected Financial Data	31
Item 7.	Management's Discussion and Analysis of Financial Condition and Results of Operations	33
Item 7A.	Quantitative and Qualitative Disclosures About Market Risk	53
Item 8.	Financial Statements and Supplementary Data	55
Item 9.	Changes in and Disagreements with Accountants on Accounting and Financial Disclosure	89
Item 9A.	Controls and Procedures	89
Item 9B.	Other Information	89
	PART III	
Item 10.	Directors, Executive Officers and Corporate Governance	90
Item 11.	Executive Compensation	90
Item 12.	Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	90
Item 13.	Certain Relationships and Related Transactions, and Director Independence	90
Item 14.	Principal Accounting Fees and Services	90
	PART IV	
Item 15.	Exhibits and Financial Statement Schedules	91
Signatures		92

i

Table of Contents

SPECIAL NOTE REGARDING FORWARD LOOKING STATEMENTS AND INDUSTRY DATA

This Annual Report on Form 10-K contains "forward looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 that involve risks and uncertainties, as well as assumptions that, if they never materialize or prove incorrect, could cause our results to differ materially from those expressed or implied by such forward-looking statements. These forward looking statements include, but are not limited to, statements related to changes in market conditions that impact our ability to generate service revenue on behalf of our clients; errors in estimates as to the service revenue we can generate for our clients; our ability to attract new clients and retain existing clients; risks associated with material defects or errors in our software or the effect of data security breaches; our ability to adapt our solution to changes in the market or new competition; our ability to improve our clients' renewal rates, margins and profitability; our Opportunity Under Management; our ability to increase our revenue and contribution margin over time from new and existing clients, including as a result of sales of our next generation technology platform, Renew OnDemand, on a stand-alone subscription basis; our ability to implement Renew OnDemand, ServiceSource Revenue Analytics, ServiceSource Customer Success or our other SaaS offerings; our strategy with respect to our business services and SaaS businesses, cloud technologies and managed services and cost allocation and management efforts; the potential effect of mergers and acquisitions on our client base; business strategies and new sales initiatives; technology development; protection of our intellectual property; investment and financing plans; liquidity, our leverage consisting of convertible notes and related matters concerning our note hedges and warrants; our stock repurchase program; our competitive position; the effects of competition; industry environment; potential growth opportunities; our expected benefits from the acquisition of Scout Analytics; and our expected benefits from international expansion. Forward-looking statements are also often identified by the use of words such as, but not limited to, "anticipate," "believe," "can," "continue," "could," "estimate," "expect," "intend," "m "project," "seek," "should," "target," "will," "would," and similar expressions or variations intended to identify forward-lookin statements. These statements are based on the beliefs and assumptions of our management based on information currently available to management. Such forward-looking statements are subject to risks, uncertainties and other important factors that could cause actual results and the timing of certain events to differ materially from future results expressed or implied by such forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those identified below, and those discussed in the section of this Annual Report on Form 10-K titled "Risk Factors." Furthermore, such forward-looking statements speak only as of the date of this report. Except as required by law, we undertake no obligation to update any forward-looking statements to reflect events or circumstances after the date of such statements.

In addition, projections, assumptions and estimates of our future performance and the future performance of the industry in which we operate is necessarily subject to a high degree of uncertainty and risk due to a variety of factors, including those described in "Risk Factors" and elsewhere in this Annual Report on Form 10-K. These and other factors could cause results to differ materially from those expressed in the estimates made by the independent parties and by us. Given these uncertainties, you should not place undue reliance on these forward looking statements. You should read this Annual Report on Form 10-K and the documents that we have filed as exhibits hereto, completely and with the understanding that our actual future results may be materially different from what we expect.

As used herein, "ServiceSource" the "Company," "we," "our," and similar terms include ServiceSource International, Inc. and its subsidiaries, unless the context indicates otherwise.

PART I

ITEM 1. BUSINESS

Overview

ServiceSource International, Inc. (NASDAQ: SREV) is the global leader in customer and revenue lifecycle solutions that power enterprise revenue relationships. Based on the science of Revenue Lifecycle Management (RLM), ServiceSource provides some of the world's leading business to business (B2B) companies with expert,

technology-enabled services and solutions that are proven to grow and retain revenue from existing customers, directly or through a channel. With a holistic approach to managing the entire revenue lifecycle (which includes onboarding, client success, quoting, up-sell, cross-sell, warranty services and renewals), ServiceSource solutions help companies drive improved customer adoption, expansion and retention for our B2B clients.

Our solutions are comprised of a unique and precise mix of managed services, a purpose-built RLM technology platform, and best-practice processes developed over more than 15 years of exclusive focus on revenue retention, revenue growth, and client success. With the experience of nearly $8.4 billion in recurring revenue sold in 2015 and global

Table of Contents

deployments across 40 languages and 150 countries, ServiceSource solutions can uniquely leverage industry and company data, leading-edge technology and best-practices drawn from our significant and in-depth database of renewal benchmarks. By integrating managed services, cloud software and data, we provide our clients with insights into their end customers' businesses, end-to-end management and optimization of end customer onboarding, adoption, subscription, asset management, and service contract renewal processes whether managed by us directly or through our client's channel partners.

Our managed services business leverages either a pay-for-performance or a flat-rate model whereby our clients pay us a commission based on renewal sales that we generate on their behalf. Our cloud software technologies are an integral component to our unique RLM technology platform and may be managed by ServiceSource or provided directly to the client. Such cloud technologies include: ServiceSource Revenue Analytics, Renew OnDemand and the ServiceSource Customer Success application, all of which automate and provide data driven insights into these highly valuable but typically manual business processes. This blend of technology capabilities, managed services and best-practice process can drive higher subscription, maintenance and support revenue while improving end customer retention and increasing business predictability.

In 2015 we managed approximately $9.9 billion of Opportunity Under Management for our clients. Opportunity Under Management is a non-GAAP metric that represents our estimate of the value of all end customer service contracts that we had the opportunity to sell on behalf of our clients over a designated period of time. In addition, we processed more than $4.0 billion of contract value through our cloud technologies in 2015 for which we received fees. As of December 31, 2015, we managed approximately 154 engagements across 78 clients. Also in 2015 we sold $8.4 billion of recurring revenue on behalf of our clients, which we refer to as bookings and is a non-GAAP metric. Our total revenue was $252.2 million, $272.2 million and $272.5 million for the years ended December 31, 2015, 2014 and 2013, respectively. For summarized financial information by geographic area, see Note 15 of the Notes to Consolidated Financial Statements.

The scalability of our solution enables us to sell in over 40 languages from six centers around the globe. Our solution is designed to optimize recurring revenue across different revenue models, distribution models, and segments, including hardware, software, Software-as-a-Service (SaaS), industrial systems, information and media, as well as technology-enabled health care and life sciences.

We were formed in Delaware as a limited liability company in 2002 and converted to a Delaware corporation on March 24, 2011. Additional information about us is available on our website at http://www.servicesource.com. The information on our website is not incorporated herein by reference and is not a part of this Form 10-K. We make available free of charge on our corporate website our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, and any amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as soon as reasonably practicable after those reports are electronically filed with, or furnished to, the SEC. From time to time, we may use our website as a channel of distribution of material Company information. Financial and other material information regarding our business is routinely posted on and accessible at http://ir.servicesource.com.

Our Solutions

Our solutions are based on more than 15 years of experience pioneering solutions in the Revenue Lifecycle category and are offered via managed services as well as the cloud. We believe this dual approach is critical to addressing the unique requirements of effective recurring revenue management and customer success.

Our suite of managed services includes customer success, onboarding, activation, enablement and selling services, in which dedicated service teams with specific expertise in our clients' businesses are deployed under our clients' brands and follow a sales process tailored specifically to improve end customer retention and increase service contract renewals.

The components of our cloud solution consist of a suite of managed services and cloud technologies, and include ServiceSource Revenue Analytics, Renew OnDemand and ServiceSource Customer Success. The ServiceSource Customer Success application, which was introduced in October 2014, leverages the capabilities of our ServiceSource Revenue Analytics platform. Our cloud technologies increase the visibility and control of recurring revenue streams and customer success data, and are utilized by clients, their channel partners, end customers and our service sales teams.

Table of Contents

Managed Services Offerings

ServiceSource leverages deep experience, analytical expertise, high-performance sales teams and unique technology to drive customer success and renewals through our managed services. With our dedicated sales or channel sales teams, who are highly trained in selling the value of renewable products and services, our clients consistently see improved end customer adoption and retention, higher cross-sell and upsell, lower churn rates and, ultimately, greater recurring revenue.

Our managed services leverages our knowledge base across the following critical business processes:

- Service Performance Analysis. During the Service Performance Analysis (SPA) process, we conduct interviews with our prospective clients, analyze their historical performance and future opportunity, and evaluate their recurring revenue business using a number of metrics. We also use our breadth of experience to benchmark and identify service renewal opportunities, and to calculate our ability to improve our clients' performance based on our performance with similar types of businesses and revenue streams.

- Business Case, Pricing and Contract Structuring. We utilize our reservoir of data and benchmarks to estimate the critical components of the business case and appropriate pricing model for prospective clients. This intelligence is fundamental to our pay-for-performance business model.

- Recurring Revenue Performance. Once a partnership is in place with one of our clients, we leverage our data warehouse to enable, measure, analyze, benchmark and optimize the performance of our service sales teams.

- Client Benchmarking and Continuous Improvement. Our extensive platform and the accumulation of more than 15 years of experience serve as the foundation for benchmarking our clients’ evolving recurring revenue and end customer success performance against industry peers and previous period performance. We generally conduct quarterly business review meetings and annual partnership reviews with our clients to review performance, identify potential weaknesses in their processes and determine opportunities for improvement, and make recommendations that we believe will allow our clients and us to achieve higher levels of performance and efficiencies.

- Developing and Delivering Applications. Our data warehouse fuels the opportunity data, sales methodologies, metrics, and reporting dashboards that we engineer into our applications. Accordingly, we design our applications to leverage the transactional, analytical and industry data housed in our platform.

For our selling services, we employ service sales personnel that interact directly with end customers to sell service renewals or provide other customer success services that deepen our client's relationship with their end customer. They also provide active sales enablement, support and management of channel partners. Our service sales teams act as an extension of our clients’ brands.

We have developed a set of service delivery best-practices that includes role specialization for selling, enablement, and data service. We believe that role specialization is a key component in driving higher recurring revenue rates. We offer a package of managed services for each of these specialized roles, and our clients can choose to purchase individual solutions or a full pay-for-performance solution. They include renewal selling services, up-sell and cross-sell services, enablement and quoting services, warranty services, customer success services and onboarding services.

Cloud Technologies

We provide a suite of cloud technologies uniquely designed to help companies drive revenue growth and customer success from their existing end customers throughout the Revenue Lifecycle. Our cloud technologies are purpose-built to address the challenges of B2B customer success, account management, and recurring revenue renewals. Our technologies include:

ServiceSource Revenue Analytics

ServiceSource Revenue Analytics is a Revenue Lifecycle management platform that helps subscription based businesses execute cost-effective processes across onboarding and adoption, up-sell and cross-sell, retention and renewals throughout the entire Revenue Lifecycle. ServiceSource Revenue Analytics, correlates product usage, billing and customer revenue management (CRM) data with success plans to proactively trigger intelligent workflow automations, and helps companies engage the right end customer with the right play at the right time.

Table of Contents

Renew OnDemand

Renew OnDemand is a cloud application that helps clients increase recurring revenue and profitability, improve retention and gain unique business insights. Renew OnDemand provides clients with a unified view of their data from diverse sources and leverages a data warehouse of transactional, analytical, and industry information to offer a comparative view of our clients' results against their industry peers.

ServiceSource Customer Success

ServiceSource Customer Success is a best-practices driven customer success management solution, powered by account, user and subscription level predictive analytics, outcomes based success plans, closed loop reporting and revenue advisory services. The solution enables our client to profile a successful end customer journey, deliver actionable insight into end customer health and retention risks, prioritize accounts based on business goals and user behavior, and recommend next best actions for each end customer at every stage of the customer lifecycle. ServiceSource Customer Success ensures that best-practice onboarding, adoption and retention processes are applied.

Our cloud technologies are hosted at third party data centers where we employ rigorous technologies, policies and procedures to protect client and end customer data.

Key benefits of our managed services and cloud solutions include:
Financial Benefits

- Increased recurring revenue. Our solution is designed to increase recurring revenues for our clients. Each client engagement begins with a SPA, which is an in-depth analysis of current renewal rates. We actively monitor the contract renewal rates we drive on behalf of our clients in each engagement. When we generate higher renewal rates, we not only drive incremental revenue for the associated period, but also have a compounding effect in increasing the base number of contracts eligible for renewal in subsequent periods, which expands the opportunity to generate greater revenue in future periods.

- Improved retention and customer success. Our solutions drive end customer retention and revenue growth for some of the world’s leading companies, leveraging more than 15 years of expertise to continuously monitor end customer health, engage each end customer with the right play at the right time and reinforce the unique value and benefits of each end customer’s product. The result is reduced end customer churn, increased revenue through up-sell and cross-sell, stronger end customer relationships and higher satisfaction.

- Increased margin and profitability. We believe that the costs associated with delivering maintenance, support and subscription services by many of our clients can be relatively fixed, and thus growth of these recurring revenue streams can benefit our clients’ profitability. In addition, clients that deploy our solution can avoid infrastructure expenditures and personnel costs that would otherwise be associated with managing renewals internally. As a result, each incremental dollar of recurring revenue generated by our solution can drive greater profitability for our clients.

Operational Benefits

- Greater business insight and analytics. The analytics engines in our cloud technologies allow us to analyze each client’s renewals and churn rates against similar transactions, identifying areas for improvement and enabling greater insight into their business. All transactions, regardless of outcome, are recorded in our platform. We leverage this platform to provide benchmarking, end customer metrics, sales efficiency data, and insight into successful and unsuccessful renewal efforts. The breadth of our data allows us to provide powerful analysis across regions, industries, channel partners, and product segments.

- Greater visibility and forecasting tools. Our cloud technologies deliver real-time analytics and visibility into our client's recurring revenue performance, sales efficiency and forecasts. We measure recurring revenue performance across dozens of key performance indicators and provide real-time data to our clients through a clear and impactful web-based interface. Chief Financial Officers and other executives rely on our applications to assist in forecasting their results and to measure progress against their forecasts on a real-time basis.

Table of Contents

- Global consistency. We are able to maintain a globally consistent customer success and revenue growth selling process for our clients. Our global sales centers operate from a unified platform. Our cloud technologies automate the application of best-practices to recurring revenue renewals and customer success processes, and provide all relevant constituencies with a consistent view of the data. This automation facilitates contract renewals and provides reliable performance management and analytics.

Our Strategy

We intend to continue our industry leadership by delivering solutions to support the challenges faced by our clients in managing their revenue lifecycle. Our strategy to execute this vision is:

- Expand our client base within existing industry verticals. In the last two years we have expanded our list of target industries. We currently have 78 clients and believe there are over 900 companies in our addressable market.

- Increase footprint with existing clients to drive greater revenue per client. Our goal is to manage a greater portion of each client’s recurring revenue. We have increasingly taken on the management of more than just one component of a client’s recurring revenue, such as a specific product, market segment or geographic region. Because we baseline our clients’ performance prior to any engagement, we are able to quantify our results for the client, which frequently leads to increased opportunities to expand our Opportunity Under Management for that client, and ultimately generating greater revenue for ourselves.

- Continue to expand our suite of cloud technologies. We have developed our cloud technologies to increase our client's sales efficiency and automate tasks associated with client success and recurring revenue management. By continuing to invest in our cloud technologies, automation processes, and the innovation of our technology platform, we can uncover new revenue opportunities, lower operating costs, increase the efficiency of our solutions, and enhance our profitability and cash flow.

Customers

We sell our solutions to B2B companies, which we refer to as our clients, within a range of industries such as computer hardware, software, SaaS, telecommunications, healthcare, life sciences, media and industrial systems. In 2015 we managed approximately $9.9 billion of Opportunity Under Management for our clients and sold $8.4 billion of recurring revenue on behalf of our clients. In addition, we processed more than $4.0 billion of contract value through our cloud technologies in 2015 for which we received fees. As of December 31, 2015, we managed approximately 154 engagements across 78 clients.

Our top ten clients accounted for approximately 57%, 51% and 50% of our revenue in 2015, 2014 and 2013, respectively. No single client represented 10% or more of our revenues in 2015. One client represented 12% and 14% of our revenue in 2014 and 2013, respectively.

Sales and Marketing

We sell our solutions through our global sales organization. Our sales representatives are organized by geographic regions: North America and Latin America (NALA), Europe, Middle East and Africa (EMEA) and Asia Pacific-Japan (APJ). We deploy quota-carrying sales and solution design professionals to target specific regions and industry verticals.

We generate client leads, accelerate sales opportunities and build brand awareness through our marketing programs. Our marketing programs target sales, services, customer success, account management, technology and finance executives within the computer hardware, software, SaaS, telecommunications, healthcare, life sciences, media and industrial systems industries. Our marketing teams and programs are organized by geography and industry segment to focus on the unique needs of clients within the specific target markets.

We participate in industry trade shows and host local and regional events around the world to stimulate industry dialog on revenue lifecycle management and to promote our cloud technologies and managed services.

We are actively involved in the Service Executive Industry Board ("SEIB"), an independent industry board we founded to share best-practices and address issues impacting the industry. The board members consist of 24 senior executives, including two of our executives, who manage and grow recurring revenue at leading technology based hardware, software, and health

Table of Contents

care companies. SEIB meets twice a year to establish industry standards and best-practices for benchmarking and measuring the health of global maintenance, support and recurring revenue and customer satisfaction.

Research and Development

We focus our research and development efforts on enhancing our cloud technologies and managed services as well as creating complementary new capabilities to add to our proprietary solution. Our development strategy is to identify features, business intelligence, applications and other technology elements that are, or are expected to be, needed by sales professionals, customer success and account management professionals, clients, channel partners and end customers to optimize recurring revenue performance and customer success. We are also continuing to invest in the development of our cloud technologies to serve our clients' needs and enable greater operational efficiencies in our organization.

Our research and development expenses were $16.5 million in 2015, $25.8 million in 2014 and $23.9 million in 2013. In addition, we capitalized certain expenditures related to the development and enhancement of internal-use software in 2015 and 2014. We did not capitalize any expenditures in 2013.

Competition

The market for recurring revenue management is evolving. Historically, technology companies have managed their service renewals through internal personnel and relied upon a variety of technologies including spreadsheets, internally developed software and customized versions of traditional business intelligence tools and end customer relationship management or enterprise resource planning software from vendors such as Oracle Corporation, SAP AG, salesforce.com, inc. and NetSuite, Inc. Some companies have made further investments in this area using firms such as Accenture, Plc. and McKinsey & Company, Inc. for technology consulting and education services focused on service renewals. These internally developed solutions represent the primary alternative to our integrated approach of combining software, managed services and data to provide end-to-end optimized recurring revenue performance.

We believe the principal competitive factors in our markets include the following:

- recurring revenue and customer success industry expertise, best-practices, and benchmarks;
- ability to increase recurring revenue and renewal rates;
- global capabilities;
- completeness of solution;
- performance-based pricing of solutions;
- ability to effectively represent client brands to end customers and channel partners;
- quality of the business and client insight and its ability to generate revenue and customer success;
- size of upfront investment; and
- size and financial stability of operations.

With respect to our cloud technologies, we are seeing competition from companies targeting product usage, renewals and customer success related technologies. Although we believe we compete or compare favorably with respect to many of these factors and currently have few direct competitors that offer integrated solutions at our scale, we expect competition and competitive pressure, from both new and existing competitors, to increase in the future.

Intellectual Property

We rely upon a combination of copyrights, trade secrets and trademarks, in addition to contractual restrictions such as confidentiality agreements, to establish and protect our proprietary rights. We currently have one registered copyright

in the United States, nine issued patents in the United States, sixteen pending patent applications in the United States, one pending international patent application, and eight national phase patent applications pending in four foreign patent offices (two applications in each of Europe, Australia, Canada, and Japan). This summary includes patents obtained from our acquisition of Scout Analytics, Inc. We also have registered trademarks for “ServiceSource” in the United States, the European Community, Japan, Singapore and Australia. In addition, we have registered trademarks and pending trademark applications for a number of product names in various jurisdictions.

Despite our efforts to protect our proprietary rights, unauthorized parties may attempt to copy or obtain and use our technology and/or brand names to develop products with the same functionality as our solution. Policing unauthorized use of our technology is difficult. The laws of other countries in which we market our solutions may offer little or no effective protection of our proprietary technology. Our competitors could also independently develop technologies equivalent or superior

Table of Contents

to ours, and our intellectual property rights may not be broad enough for us to prevent competitors from selling products incorporating those technologies. Reverse engineering, unauthorized copying or other misappropriation of our proprietary technology could enable third parties to benefit from our technology without paying us for it, which would significantly harm our business.

We expect that technology solutions in our industry may be increasingly subject to third-party patent infringement claims as the number of competitors grows and the functionality of products in different industry segments overlaps. Such competitors could make a claim alleging that we infringe one or more of their patents, and we do not own any patents, which could be asserted against them. Third parties may currently have, or may eventually be issued, patents upon which our current solution or future technology infringe. Any of these third parties might make a claim of infringement against us at any time.

Employees

As of December 31, 2015, we had 2,745 employees. None of our employees is represented by a labor union with respect to their employment with us.

ITEM 1A. Risk Factors

You should carefully consider the risks and uncertainties described below together with all the other information in this Annual Report on Form 10-K. If any of the following risks are realized, our business, financial condition, results of operations, cash flows, the trading price of our common stock could be materially and adversely affected. The risks described below are not the only risks facing us. Risks and uncertainties not currently known to us or that we currently deem to be immaterial may also materially affect our business, financial condition, results of operations, cash flows, and the trading price of our common stock.

Risks Related to Our Business and Industry

Our business and growth depend substantially on clients renewing their agreements with us and expanding their use of our solution for additional available markets. Any decline in our client renewals, termination of ongoing engagements or failure to expand their relationships with us could harm our future operating results.

In order for us to improve our operating results and grow, it is important that our clients renew their agreements with us when the initial contract term expires and that we expand our client relationships to add new market opportunities and the related revenue management opportunity. Our clients may elect not to renew their contracts with us after their initial terms have expired or may elect to otherwise terminate our services, and we cannot assure you that our clients will renew service contracts with us at the same or higher level of service, if at all, or provide us with the opportunity to manage additional revenue management opportunities. Although our renewal rates have been historically higher than those achieved by our clients prior to their using our solution, some clients have still elected not to renew their agreements with us. Our clients' renewal rates may decline or fluctuate as a result of a number of factors, including their satisfaction or dissatisfaction with our solution and results, our pricing, mergers and acquisitions affecting our clients or their end customers, the effects of economic conditions or reductions in our clients' or their end customers' spending levels. If our clients do not renew their agreements with us, renew on less favorable terms, terminate their services with us or fail to contract with us for additional Opportunity Under Management, our revenue may decline and our operating results may be adversely affected.

Our revenue will decline if there is a decrease in the overall demand for our clients' products and services for which we provide service revenue management.

Our revenue is based on a pay-for-performance model under which we are paid a commission based on the service contracts we sell on behalf of our clients. If a particular client's products or services fail to appeal to its end customers, our revenue will decline for our work with that client. In addition, if end customer demand decreases for other reasons, such as negative news regarding our clients or their products, unfavorable economic conditions, shifts in strategy by our clients away from promoting the service contracts we sell in favor of selling their other products or services to their end customers, or if end customers experience financial constraints and terminate or fail to renew the service

contracts we sell, we may experience a decrease in our revenue as the demand for our clients' service contracts declines. Similarly, if our clients come under economic pressure, they may be more likely to terminate their contracts with us and/or seek to restructure those contracts, and for clients whose contracts are up for renewal, they may seek to renew those contracts on less favorable terms. We have experienced a decline in our Opportunity Under Management from our managed services clients in 2015 as compared to 2014 and in 2014 as compared to 2013. We expect that the Opportunity Under Management reduction in 2014 and 2015 will continue to impact our results into 2016. If we continue to experience such a decline in Opportunity Under Management, our revenue and results of operations will be adversely affected.

Table of Contents

If booking rates fall short of our estimates, our client relationships will be at risk, our revenue will suffer and our ability to grow and achieve broader market acceptance of our solution could be harmed.

Given our pay-for-performance pricing model, our revenue is directly tied to booking rates. Booking rates represent the percentage of the actual Opportunity Under Management delivered that we renew on behalf of our clients. If the booking rate for a particular client is lower than anticipated, then our revenue for that client will also be lower than projected. If booking rates fall short of expectations across a broad range of clients, or if they fall below expectations for a particularly large client, then the impact on our revenue and our overall business will be significant. In the event booking rates are lower than expected for a given client, our margins will suffer because we will have already incurred a certain level of costs in both personnel and infrastructure to support the engagement. This risk is compounded by the fact that many of our client relationships are terminable if we fail to meet certain specified sales targets over a sustained period of time. If actual booking rates fall to a level at which our revenue and client contracts are at risk, then our financial performance will decline and we will be severely compromised in our ability to retain and attract new clients. Increasing our client base and achieving broader market acceptance of our solution depends, to a large extent, on how effectively our solution increases service sales. As a result, poor performance with respect to our booking rates, in addition to causing our revenue, margins and earnings to suffer, will likely damage our client relationships and overall reputation, and prevent us from effectively developing and maintaining awareness of our brand or achieving widespread acceptance of our solution, in which case we could fail to grow our business and our revenue, margins and earnings would suffer.

The loss of one or more of our key clients could slow our revenue growth or cause our revenue to decline.

A substantial portion of our revenue to date has come from a relatively small number of clients. During the twelve months ended December 31, 2015 our top ten clients accounted for 57% of our revenue, with two clients each representing over 9% of our revenue during this period. A relatively small number of clients may continue to account for a significant portion of our revenue for the foreseeable future. The loss of revenue from any of our significant clients for any reason, including the failure to renew our contracts, termination of some or all of our services, a change of relationship with any of our key clients or their acquisition as discussed below, may cause a significant decrease in our revenue.

Our restructuring plans may not produce anticipated benefits and may lead to charges that will adversely affect our results of operations.

Commencing in the second half of 2014, we implemented restructuring and other cost-reduction plans designed to reduce our overhead and our operating expenses. As we experience changes in our strategy, we will continue to determine whether additional restructuring efforts are required. These restructuring efforts may result in significant restructuring charges that may adversely affect our results of operations for the periods in which such charges occur. Additionally, actual costs related to such restructuring plans may exceed the amounts that we previously estimated, leading to additional charges as actual costs are incurred. We incurred restructuring and other charges of $3.7 million in the twelve months ended December 31, 2015.

We also plan to invest and re-focus our efforts to improve efficiency in our managed services business. These investments and changes will relate to technology, processes, and people. If such changes do not result in the improvements we expect, we could see a decrease in our performance in certain accounts, lower client satisfaction, and therefore increased client churn.

Our quarterly results of operations may fluctuate as a result of numerous factors, many of which may be outside of our control.

Our quarterly operating results are likely to fluctuate. Some of the important factors that may cause our revenue, operating results and cash flows to fluctuate from quarter to quarter include:

- our ability to attract new clients;
- our ability to retain existing clients and/or maintain the size of our engagements with those clients;
- the renewal rates we achieve early in an engagement and the time it takes to achieve the booking rates expected for the term of the engagement;
- our ability to effectively sell and implement our cloud technologies;

- fluctuations in the value of end customer contracts delivered to us;
- fluctuations in booking rates;
- changes in our commission rates;

Table of Contents

- seasonality;
- loss of clients for any reason including due to acquisition;
- the mix of new clients as compared to existing clients;
- the length of the sales cycle for our solution, and our level of upfront investments prior to the period we begin generating revenue associated with such investments;
- the timing of client payments and payment defaults by clients;
- the amount and timing of operating costs and capital expenditures related to the operations of our business, including the development of new products or cloud technologies;
- the rate of expansion, productivity and realignment of our direct sales force;
- the occurrence of management and employee turnover;
- the cost and timing of the introduction of new technologies or new services, including additional investments in our cloud technologies;
- general economic conditions;
- technical difficulties or interruptions in delivery of our solution;
- changes in foreign currency exchange rates;
- changes in tax rates;
- regulatory compliance costs, including data privacy;
- costs associated with acquisitions of companies and technologies;
- changes in our stock price and the impact of such changes on our convertible notes and related note hedges and warrants;
- the effects of our stock repurchase program;
- extraordinary expenses such as litigation or other dispute-related settlement payments; and
- the impact of new accounting pronouncements.

Many of the above factors are discussed in more detail elsewhere in these Risk Factors. Many of these factors are outside our control, and the variability and unpredictability of such factors could result in our failing to meet our revenue or operating results expectations for a given period. In addition, the occurrence of one or more of these factors might cause our operating results to vary widely which could lead to negative impacts on our margins, short-term liquidity or ability to retain or attract key personnel, and could cause other unanticipated issues. Accordingly, we believe that quarter-to-quarter comparisons of our revenue, operating results and cash flows may not be meaningful and should not be relied upon as an indication of future performance.

Our client relationships and overall business will suffer if our cloud technologies do not meet expectations or if we encounter significant problems implementing them for our clients.

Since 2012, we have offered Renew OnDemand, our next-generation service revenue management platform on a subscription basis. We have expanded into other cloud technologies such as ServiceSource Revenue Analytics and ServiceSource Customer Success on the salesforce.com platform. Renew OnDemand and our cloud technologies remains relatively new and we have limited experience selling and/or implementing it for clients, as well as limited experience migrating clients from our traditional platform to Renew OnDemand. Given the complexity and significance of this ongoing transition, including as a result of the amount of client data within our systems that will need to be accessed and migrated, our client relationships, our reputation, and our overall business could be severely damaged if our implementations or migrations are poorly executed. In addition, we expect to incur additional expenses as a result of our 2016 plans to run dual technology platforms as we move toward broad use and adoption of certain cloud and technologies internally while maintaining our existing technology platform. Similarly our business operations and client relationships will be at high risk if our cloud

Table of Contents

technologies do not meet our performance expectations or those of our clients. This could harm our business in numerous ways including, without limitation, a loss of revenue and client contracts and damage to our reputation.

If we cannot efficiently implement our offering for clients, we may be delayed in generating revenue, fail to generate revenue and/or incur significant costs.

In general, our client engagements are complex and may require lengthy and significant work to implement our offerings. Changes in our go-to-market and technology strategies also will increase costs and create implementation risks for us. We also have limited experience implementing our current cloud technologies in general. As a result, we generally incur sales and marketing expenses related to the commissions owed to our sales representatives and make upfront investments in technology and personnel to support the engagements one to three months before we begin selling end customer contracts. Each client's situation may be different, and unanticipated difficulties and delays may arise as a result of our failure, or that of our client, to meet respective implementation responsibilities. If the client implementation process is not executed successfully or if execution is delayed, we could incur significant costs without yet generating revenue, and our relationships with some of our clients may be adversely impacted.

The market for our solution is relatively undeveloped and may not grow.

The market for recurring revenue management is still relatively undeveloped, has not yet achieved widespread acceptance and may not grow quickly or at all. In addition, we are still promoting market acceptance of our cloud technologies. Our success will depend to a substantial extent on the willingness of companies to engage a third party such as us to manage the sales of their support, maintenance and subscription contracts and subscribe for our cloud technologies. Many companies have invested substantial personnel, infrastructure and financial resources in their own internal service revenue organizations or in some cases have built or modified software applications to help manage renewals, and therefore may be reluctant to switch to a solution such as ours. Companies may not engage us for other reasons, including a desire to maintain control over all aspects of their sales activities and end customer relations, concerns about end customer reaction, a belief that they can sell their support, maintenance and subscription services more cost-effectively using their internal sales organizations, perceptions about the expenses associated with changing to a new approach and the timing of expenses once they adopt a new approach, general reluctance to adopt any new and different approach to old ways of doing business, or other considerations that may not always be evident. New concerns or considerations may also emerge in the future. Particularly because our market is relatively undeveloped, we must address our potential clients' concerns and explain the benefits of our approach in order to convince them to change the way that they manage the sales of support, maintenance and subscription contracts. If companies are not sufficiently convinced that we can address their concerns and that the benefits of our solution are compelling, then the market for our solution may not develop as we anticipate and our business will not grow.

Delayed or unsuccessful investment in new technology, services and markets may harm our financial results.

We plan to invest significant resources in research and development and general and administrative in order to enhance our managed services offerings and SaaS cloud technologies and other new offerings that will appeal to clients and potential clients. We have undertaken the development of our cloud technologies, including enhancements to our applications to offer improved and more scalable revenue management. In addition, we have continued to develop our cloud technologies to utilize a salesforce.com based platform for our solutions. The development of new products and services entails a number of risks that could adversely affect our business and operating results, including:

- the risk of diverting the attention of our management and our employees from the day-to-day operations of the business;
- insufficient revenue to offset increased expenses associated with research, development, operational and marketing activities; and
- write-offs of the value of such technology investments as a result of unsuccessful implementation or otherwise.

If our cloud technologies or any of our other new or modified technology do not work as intended, are not responsive to user preferences or industry or regulatory changes, are not appropriately timed with market opportunity, or are not effectively brought to market, we may lose existing and potential clients or related revenue opportunities, in which case our results of operations may suffer. The cost of future development of new revenue management offerings or

technologies also could require us to raise additional debt or equity financing. These actions could be dilutive to our stockholders and negatively impact our financial condition or our results of operations.

Table of Contents

We have sold subscriptions to our cloud technologies separately from our integrated solution, which may not be successful and could impact revenue from our existing solution.

We currently derive a portion of our revenue from subscriptions to our cloud technologies for a few clients, and we package and price the applications we offer on such applications on a subscription model. We may not be able to fully develop a successful market for our subscription applications. In addition, because we have limited prior experience selling technology subscriptions on a stand-alone basis, we may encounter technical and execution challenges that undermine the quality of the technology offering or cause us to fall short of client expectations. We also have little experience pricing our technology subscriptions separately, which could result in underpricing that damages our profit margins and financial performance. It is also possible that selling a technology solution separately from our integrated solution will result in a reduction in sales of our current offerings that we might otherwise have sold. An unsuccessful expansion of our business to promote a stand-alone subscription model for any of the foregoing reasons or otherwise would lead to a diversion of financial and managerial resources from our existing business and an inability to generate sufficient revenue to offset our investment costs.

The anticipated benefits of our planned integration of separate business units may not materialize, and such integration could adversely affect our business and therefore may be re-evaluated in the future.

Since 2014, we have separately operated our Cloud & Business Intelligence unit and our Managed Services unit, though both units retain the same finance, legal, human resources, and high level executive oversight. The anticipated operating efficiencies and cost savings of separately operating these business units were not fully realized for a variety of reasons. Because of this, we have taken the initial steps to integrate these two lines of business into one in 2016. The planned integration may involve the potential disruption of our operations, diverting management attention from other business operations, failure to obtain anticipated growth rates, a loss of employee morale and productivity, including the effects of employee attrition, and higher than projected costs. If we are unable to effectively integrate our business units our future growth rates and results of operations may be harmed.

Our estimates of Opportunity Under Management and other metrics may prove inaccurate.

We use various estimates in formulating our business plans and analyzing our potential and historical performance, including our estimate of Opportunity Under Management. We base our estimates upon a number of assumptions that are inherently subject to significant business and economic uncertainties and contingencies, many of which are beyond our control. Our estimates therefore may prove inaccurate.

Opportunity Under Management is a non-GAAP metric that represents our estimate, over a designated period of time, of the value of all end customer service contracts that we have the opportunity to sell on behalf of our clients. Opportunity Under Management is not a measure of our expected revenue. We estimate the value of such end customer contracts based on a combination of factors, including the value of end customer contracts made available to us by clients in past periods; the minimum value of end customer contracts that our clients are required to give us the opportunity to sell pursuant to the terms of their contracts with us; periodic internal business reviews of our expectations as to the value of end customer contracts that will be made available to us by clients; the value of end customer contracts included in the SPA; and collaborative discussions with our clients assessing their expectations as to the value of service contracts that they make available to us for sale. While the minimum value of end customer contracts that our clients are required to give us represents a portion of our estimated Opportunity Under Management, a significant portion of the Opportunity Under Management is estimated based on the other factors described above. When estimating Opportunity Under Management and other similar metrics, we must, to a large degree, rely on the assumptions described above, which may prove incorrect. These assumptions are inherently subject to significant business and economic uncertainties and contingencies, many of which are beyond our control. Our estimates therefore may prove inaccurate, causing the actual value of end customer contracts delivered to us in a given period to differ from our estimate of Opportunity Under Management. These factors include:

- the extent to which clients deliver a greater or lesser value of end customer contracts than may be required or otherwise expected;
- changes in the pricing or terms of service contracts offered by our clients;
- increases or decreases in the end customer base of our clients;

- the extent to which the renewal rates we achieve on behalf of a client early in an engagement affect the amount of opportunity that the client makes available to us later in the engagement;
- client cancellations of their contracts with us due to acquisitions or otherwise; and

Table of Contents

- changes in our clients' businesses, sales organizations, sales processes or priorities, including changes in executive support for our partnership.

In addition, Opportunity Under Management reflects our estimates over a designated period of time and should not be used to estimate our historical or future opportunity for any particular quarter within that period.

If our security measures are breached or fail, resulting in unauthorized access to client data, our solution may be perceived as insecure, the attractiveness of our solution to current or potential clients may be reduced and we may incur significant liabilities.

Our solution involves the storage and transmission of the proprietary information and protected data that we receive from our clients. We rely on proprietary and commercially available systems, software, tools and monitoring, as well as other processes, to provide security for processing, transmission and storage of such information. If our security measures are breached or fail as a result of third-party action, employee negligence, error, malfeasance or otherwise, unauthorized access to client or end customer data may occur. Improper activities by third parties, advances in computer and software capabilities and encryption technology, new tools and discoveries and other events or developments may facilitate or result in a compromise or breach of our computer systems. Techniques used to obtain unauthorized access or to sabotage systems change frequently and generally are not recognized until launched against a target, and we may be unable to anticipate these techniques or implement adequate protective measures. Our security measures may not be effective in preventing these types of activities, and the security measures of our third-party data centers and service providers may not be adequate.

Our client contracts generally provide that we will indemnify our clients for data privacy breaches. If such a breach occurs, we could face contractual damages, damages and fees arising from our indemnification obligations, penalties for violation of applicable laws or regulations, possible lawsuits by affected individuals and significant remediation costs and efforts to prevent future occurrences. Insurance may not be able to cover these costs in full, in particular if the damages are large. In addition, whether there is an actual or a perceived breach of our security, the market perception of the effectiveness of our security measures could be harmed significantly and we could lose current or potential clients.

We may be liable to our clients or third parties if we make errors in providing our solution or fail to properly safeguard our clients' confidential information.

The solution we offer is complex, and we make errors from time to time. These may include human errors made in the course of managing the sales process for our clients as we interact with their end customers, or errors arising from our technology solution as it interacts with our clients' systems and the disparate data contained on such systems. Errors may also arise from the launch of and migration of our current technologies to the cloud technologies. The costs incurred in correcting any material errors may be substantial. In addition, as part of our business, we collect, process and analyze confidential information provided by our clients and prospective clients. Although we take significant steps to safeguard the confidentiality of client information, we could be subject to claims that we disclosed their information without appropriate authorization or used their information inappropriately. Any claims based on errors or unauthorized disclosure or use of information could subject us to exposure for damages, significant legal defense costs, adverse publicity and reputational harm, regardless of the merits or eventual outcome of such claims.

Changes in the U.S. and foreign legal and regulatory environment that affect our operations, including those relating to privacy, data security and cross-border data flows, could pose a significant risk to us by disrupting our business and increasing our expenses.

We are subject to a wide variety of laws and regulations in the United States and the other jurisdictions in which we operate, and changes in the level of government regulation of our business have the potential to materially alter our business practices with resultant increases in costs and decreases in profitability. Depending on the jurisdiction, those changes may come about through new legislation, the issuance of new regulations or changes in the interpretation of existing laws and regulations by a court, regulatory body or governmental official. Sometimes those changes have both prospective and retroactive effect, which is particularly true when a change is made through reinterpretation of laws or regulations that have been in effect for some time.

Privacy and data security are rapidly evolving areas of regulation, and additional regulation in those areas, some of it potentially difficult and costly for us to accommodate, is frequently proposed and occasionally adopted. Laws in many countries and jurisdictions, particularly in the European Union and Canada, govern the requirements related to how we store, transfer or otherwise process the private data provided to us by our clients. In addition, the centralized nature of our information systems at the data and operations centers that we use requires the routine flow of data relating to our clients and their respective end customers across national borders, both with respect to the jurisdictions within which we have operations and the

Table of Contents

jurisdictions in which we provide services to our clients. If this flow of data becomes subject to new or different restrictions, our ability to serve our clients and their respective end customers could be seriously impaired for an extended period of time.

With regard to data transfers of personal data from our European employees and clients to the United States, we have historically relied on our adherence to the U.S. Department of Commerce's Safe Harbor Privacy Principles and compliance with the U.S.-EU and U.S.-Swiss Safe Harbor Frameworks as agreed to and set forth by the U.S. Department of Commerce, and the European Union and Switzerland, which established means for legitimizing the transfer of personal data by U.S. companies doing business in Europe from the European Economic Area, or EEA, to the U.S. As a result of the October 6, 2015 European Union Court of Justice, or ECJ, opinion in Case C-362/14 (Schrems v. Data Protection Commissioner) (the "ECJ Ruling"), the U.S.-EU Safe Harbor Framework was deemed an invalid method of compliance with restrictions set forth in EU Directive 95/46/EC (and member states' implementations thereof) regarding the transfer of personal data outside of the EEA. In light of the ECJ Ruling, we may be required to engage in efforts to legitimize our transfers of personal data from the EEA to the United States. On February 2, 2016, European and U.S. authorities announced a political agreement regarding a new framework for transfers of personal data from the EU to the U.S. called the EU-U.S. Privacy Shield. The EU-U.S. Privacy Shield may provide a framework for legitimate transfers of personal data from the EU to the U.S., but the European Commission must take several steps to implement the EU-U.S. Privacy Shield and it is unclear that we will find it appropriate for our purposes or be able to utilize it. We may be unsuccessful in establishing legitimate means for us to transfer personal data from the EEA, and/or we may experience reluctance or refusal by European clients to use our solutions due to potential risk exposure as a result of the ECJ Ruling. We and our clients may face a risk of enforcement actions taken by EU data protection authorities until the time, if any, that personal data transfers to us and by us from the EEA are legitimized under EU Directive 95/46/EC and applicable member states' implementations thereof.

We also have entered into various model contracts and related contractual provisions to enable these data flows. For any jurisdictions in which these measures are not recognized or otherwise not compliant with the laws of the countries in which we process data, or where more stringent data privacy laws are enacted irrespective of international treaty arrangements or other existing compliance mechanisms, we could face increased compliance expenses and face penalties for violating such laws or be excluded from those markets altogether, in which case our operations could be materially damaged.

If we are unable to compete effectively against current and future competitors, our business and operating results will be harmed.

The market for revenue management is evolving. Historically, technology companies have managed their renewals through internal personnel and relied upon technology ranging from Excel spreadsheets to internally-developed software to customized versions of traditional business intelligence tools and CRM or ERP software from vendors such as Oracle Corporation, SAP AG, salesforce.com, inc. and NetSuite, Inc. Some companies have made further investments in this area using firms such as Accenture, Plc. and McKinsey & Company, Inc. for technology consulting and education services focused on renewals. These internally-developed solutions represent the primary alternative to our offerings. We also face direct competition from smaller companies that offer specialized revenue management solutions, typically providing technology for use by their end customers' internal sales personnel. With our acquisition of Scout Analytics in January 2014, we also face competition from other SaaS and enterprise software providers and service providers that offer products and services that analyze recurring revenue management.

We believe the principal competitive factors in our markets include the following:

- recurring revenue industry expertise, best-practices, and benchmarks;
- quality and reliability of software offerings, including convenience and efficacy of cloud-based technologies;
- marketing resources and capabilities;
- performance-based pricing of solutions;
- ability to increase recurring revenue, renewal rates, and booking rates;
- global capabilities;

- completeness of solution;
- ability to effectively represent client brands to end customers and channel partners;
- size of upfront investment; and

Table of Contents

- size and financial stability of operations.

We believe that more competitors will emerge. With respect to our cloud technologies, we are seeing competition from companies targeting product usage, renewals and customer success related offerings. Competitors may have greater name recognition, longer operating histories, well-established relationships with clients in our markets and substantially greater financial, technical, personnel and other resources than we have, and even a potentially broader array of offerings. Potential competitors of any size may be able to respond more quickly and effectively than we can to new or changing opportunities, technologies, standards or end customer requirements. Even if our solution is more effective than competing solutions, potential clients might choose new entrants unless we can convince them of the advantages of our integrated solution. We expect competition and competitive pressure, from both new and existing competitors, to increase in the future.

If there is a widespread shift away from business end customers purchasing maintenance and support service contracts, we could be adversely impacted if we are not able to adapt to new trends or expand our target markets.

As a result of our historical concentration in the software and hardware industries, a significant portion of our revenue comes from the sale of maintenance and support service contracts for the software and hardware products used by our clients' end customers. Although we also sell other types of renewals, such as subscriptions to software-as-a-service offerings, those sales have to date constituted a relatively small portion of our revenue. The emergence of cloud computing and other alternative technology purchasing models, in which technology services are provided on a remote-access basis, may have a significant impact on the size of the market for traditional maintenance and support contracts. If these alternative models continue gaining traction and reduce the size of our traditional market, we will need to continue to adapt our solution to capitalize on these trends or our results of operations will suffer.

Supporting our existing and growing client base could strain our personnel resources and infrastructure, and if we cannot scale our operations and increase productivity, we may be unsuccessful in implementing our business plan.

Anticipated growth in our client base will place a strain on our management, administrative, operational and financial infrastructure. We expect that additional investments in sales personnel, information technology, infrastructure and research and development spending will be required to:

- further develop and enhance our offerings;
- address the needs of our clients;
- scale our operations and increase productivity;
- develop new technology; and
- expand our markets and Opportunity Under Management, including into new industry verticals and geographic areas.

Our success will depend in part upon our ability to manage our growth effectively. To do so, we must continue to increase the productivity of our existing employees and to hire, train and manage new employees as needed. To manage domestic and international growth of our operations and personnel, we will need to continue to improve our operational, financial and management controls and our reporting processes and procedures, and implement more extensive and integrated financial and business information systems. These additional investments will increase our operating costs, which will make it more difficult for us to offset any future revenue shortfalls by reducing expenses in the short term. Moreover, if we fail to scale our operations successfully and increase productivity, our overall business will be at risk.

Consolidation in the technology sector is continuing at a rapid pace, which could harm our business in the event that our clients are acquired and their contracts are cancelled.

Consolidation among technology companies in our target market has been robust in recent years, and this trend poses a risk for us. Acquisitions of our clients could lead to cancellation of our contracts with those end customers by the acquiring companies and could reduce the number of our existing and potential clients. For example, Oracle has acquired a number of our clients in recent years, including our then-largest client, Sun Microsystems, in January 2010. Oracle elected to terminate our service contracts with each client because Oracle conducted its service revenue management internally. If mergers and acquisitions continue, we expect that some of the acquiring companies, and Oracle in particular, will terminate, renegotiate and/or elect not to renew our contracts with the companies they acquire, which would reduce our revenue.

14

Table of Contents

We enter into long-term, commission-based contracts with our clients, and our failure to correctly price these contracts may negatively affect our profitability.

We enter into long-term contracts with our clients that are priced based on multiple factors determined in large part by the SPA we conduct for our clients. These factors include opportunity size, anticipated booking rates and expected commission rates at various levels of sales performance. Some of these factors require forward-looking assumptions that may prove incorrect. If our assumptions are inaccurate, or if we otherwise fail to correctly price our client contracts, particularly those with lengthy contract terms, then our revenue, profitability and overall business operations may suffer. Further, if we fail to anticipate any unexpected increase in our cost of providing services, including the costs for employees, office space or technology, we could be exposed to risks associated with cost overruns related to our required performance under our contracts, which could have a negative effect on our margins and earnings.

Many of our client contracts allow termination for our failure to meet certain performance conditions.

Although most of our client contracts are subject to multi-year terms, these agreements often have termination rights if we fail to meet specified sales targets. During the SPA and contract negotiation phase with a client, we typically negotiate minimum performance levels for the engagement. If we fail to meet our required targets and our clients choose to exercise their termination rights, our revenue could decline. These termination rights may also create instability in our revenue forecasts and other forward-looking financial metrics.

Our business may be harmed if our clients rely upon our service revenue forecasts in their business and actual results are materially different.

The contracts that we enter into with our clients provide for sharing of information with respect to forecasts and plans for the renewal of maintenance, support and subscription agreements of our clients. Our clients may use such forecasted data for a variety of purposes related to their business. Our forecasts are based upon the data our clients provide to us, and are inherently subject to significant business, economic and competitive uncertainties, many of which are beyond our control. In addition, these forecasted expectations are based upon historical trends and data that may not be true in subsequent periods. Any material inaccuracies related to these forecasts could lead to claims on the part of our clients related to the accuracy of the forecasted data we provide to them, or the appropriateness of our methodology. Any liability that we incur or any harm to our brand that we suffer because of inaccuracies in the forecasted data we provide to our clients could impact our ability to retain existing clients and harm our business.

Changing global economic conditions and large scale economic shifts may impact our business.

Our overall performance depends in part on worldwide economic conditions that impact the technology sector and other technology-enabled industries such as healthcare, life sciences and industrial systems. For example, the economic downturn typically results in many businesses deferring technology investments, including purchases of new software, hardware and other equipment, and purchases of additional or supplemental maintenance, support and subscription services. To a certain extent, these businesses also slow the rate of renewals of maintenance, support and subscription services for their existing technology base. Any future downturn could cause business end customers to stop renewing their existing maintenance, support and subscription agreements or contracting for additional maintenance services as they look for ways to further cut expenses, in which case our business could suffer. Various economic uncertainty in the start of 2016, including stock market and commodity pricing volatility, lead to such a downturn that may impact our business.

Conversely, a significant upturn in global economic conditions could cause business purchasers to purchase new hardware, software and other technology products, which we generally do not sell, instead of renewing or otherwise purchasing maintenance, support and subscription services for their existing products. A general shift toward new product sales could reduce our near term opportunities for these contracts, which could lead to a decline in our revenue.

Our inability to expand our target markets could adversely impact our business and operating results.

We derive substantially all of our revenue from clients in certain sectors in the technology and technology-enabled healthcare and life sciences industries, and an important part of our strategy is to expand our existing client base and win new clients in these industries. In addition, because of the service revenue opportunities that we believe exist

beyond these industries, we intend to target new clients in additional industry vertical markets, such as heavy machinery and manufacturing. In connection with the expansion of our target markets, we may not have familiarity with such additional industry verticals, and our execution of such expansion could face risks where our experience base is less developed within a particular new vertical. We may encounter clients in these previously untapped markets that have different pricing and other business sensitivities than we are used to managing. As a result of these and other factors, our efforts to expand our solution to additional industry vertical

Table of Contents

markets may not succeed, may divert management resources from our existing operations and may require us to commit significant financial resources to unproven parts of our business, all of which may harm our financial performance.

A substantial portion of our business consists of supporting our clients' channel partners in the sale of service contracts. If those channel partners become unreceptive to our solution, our business could be harmed.

Many of our clients, including some of our largest clients, sell service contracts through their channel partners and engage our solution to help those channel partners become more effective at selling service contract renewals. These channel partners may have access to some of our cloud technologies in addition to other sales support services we provide. In this context, the ultimate buyers of the service contracts are end customers of those channel partners, who then receive the actual services from our clients. In the event our clients' channel partners become unreceptive to our involvement in the renewals process, those channel partners could discourage our current or future clients from engaging our solution to support channel sales. This risk is compounded by the fact that large channel partners may have relationships with more than one of our clients or prospects, in which case the negative reaction of one or more of those large channel partners could impact multiple client relationships. Accordingly, with respect to those clients and prospective clients who sell service contracts through channel partners, any significant resistance to our solution by their channel partners could harm our ability to attract or retain clients, which would damage our overall business operations.

We face long sales cycles to secure new client contracts, making it difficult to predict the timing of specific new client relationships.

We face a variable selling cycle to secure new client agreements, typically spanning a number of months and requiring our effort to obtain and analyze our prospect's business through the SPA, for which we are not paid. We recently have also experienced a lengthening of our sales cycles reflecting the hiring of a number of new sales personnel in the past eighteen months who are new to selling our solution as well as slower decision making by a few end customers as well as other end customers considering renewals of large, multi-year contracts. This has adversely affected the conversion rates of new client contracts. Moreover, even if we succeed in developing a relationship with a potential new client, the scope of the potential subscription or service revenue management engagement frequently changes over the course of the business discussions and, for a variety of reasons, our sales discussions may fail to result in new client acquisitions. Consequently, we have only a limited ability to predict the timing and size of specific new client relationships.

If we fail to balance our expenses with our revenue forecasts or experience significant fluctuations in our business, our results could be harmed and we may need to raise additional capital.

Due to our evolving business model, the uncertain size of our markets and the unpredictability of future general economic and financial market conditions, we expect to continue to require significant capital and may not be able to accurately forecast our revenue and operating needs. We require a significant amount of cash resources to operate our business. We plan our expense levels and investments based on estimates of future sales performance for our clients with respect to their end customers, future revenue and future end customer acquisition. If our assumptions prove incorrect, we may not be able to adjust our spending quickly enough to offset the resulting decline in growth and revenue. Consequently, we expect that our gross margins, operating margins and cash flows may fluctuate significantly on a quarterly basis, and we may need to raise additional capital in order to meet operating and capital expenditure requirements. Any decline in our client renewals or termination of our ongoing engagements may result in higher than anticipated losses in the future and shorten the time before we would need to raise additional capital. If we issue equity securities in order to raise additional funds, substantial dilution to existing stockholders may occur. If we raise cash through additional indebtedness, we may be subject to additional contractual restrictions on our business.

Changes to management, including continued turnover of our top executives, or an inability to attract, hire, integrate and retain key personnel and other necessary employees, may harm our business.

Our future success depends on the continued contributions of our executives, each of whom may be difficult to replace. Our future success also depends in part on our ability to attract, hire, integrate and retain qualified service sales personnel, sales representatives and management- level employees to oversee such sales forces in addition to

marketing, research and development and general and administrative personnel to support our global operation. Recently, we have experienced increased turnover in key executive positions, including our chief executive officer and chief financial officer. These new executives may view the business differently than prior members of management, and over time may make changes to our strategic focus, operations or business plans with corresponding changes in how we report our results of operations. We can make no assurances that our new executives will be able to properly manage any such shift in focus or that any changes to our business would ultimately prove successful. The loss of any of our key executives, or our inability to continue to attract, retain and integrate high-quality talent, could harm our business.

Table of Contents

Because competition for our target employees is intense, we may be unable to attract and retain the highly skilled employees we need to support our planned growth.

To continue to execute on our growth plan, we must attract and retain highly qualified sales representatives, engineers and other key employees in the international markets in which we have operations. Competition for these personnel is intense, especially for highly educated, qualified sales representatives. We have from time to time in the past experienced, and we expect to continue to experience in the future, difficulty in hiring and retaining highly skilled key employees with appropriate qualifications. In addition, declines in the trading price of our common stock may make attracting and retaining our employees more difficult given the competitive compensatory environment we face recruiting technology employees in the San Francisco Bay Area. If we fail to attract new sales representatives, engineers and other key employees, or fail to retain and motivate our most successful employees, our business and future growth prospects could be harmed.

The length of time it takes our newly-hired sales representatives to become productive could adversely impact our success rate, the execution of our overall business plan and our costs.

It can take twelve months or longer before our internal sales representatives are fully trained and productive in selling our solution to prospective clients. This long ramp period presents a number of operational challenges as the cost of recruiting, hiring and carrying new sales representatives cannot be offset by the revenue such new sales representatives produce until after they complete their long ramp periods. Further, given the length of the ramp period, we often cannot determine if a sales representative will succeed until he or she has been employed for a year or more. If we cannot reliably develop our sales representatives to a productive level, or if we lose productive representatives in whom we have heavily invested, our future growth rates and revenue will suffer.

We depend on revenue from sources outside the United States, and our international business operations and expansion plans are subject to risks related to international operations, and may not increase our revenue growth or enhance our business operations.

For the year ended December 31, 2015 approximately 34% of our revenue, was generated outside of the United States. As a result of our continued focus on international markets, we expect that revenue derived from international sources will continue to represent a significant portion of our total revenue.

A portion of the sales commissions earned from our international clients is paid in foreign currencies. As a result, fluctuations in the value of these foreign currencies may make our solution more expensive or cause resulting fluctuations in cost for international clients, which could harm our business. We currently do not undertake hedging activities to manage these currency fluctuations. In addition, if the effective price of the contracts we sell to end customers were to increase as a result of fluctuations in the exchange rate of the relevant currencies, demand for such contracts could fall, which in turn would reduce our revenue.

Our growth strategy includes further expansion into international markets. Our international expansion, including opening new office locations, may require significant additional financial resources and management attention, and could negatively affect our financial condition, cash flows and operating results. In addition, we may be exposed to associated risks and challenges, including:

- the need to localize and adapt our solution for specific countries, including translation into foreign languages and associated expenses;
- difficulties in staffing and managing foreign operations;
- different pricing environments, longer sales cycles and longer accounts receivable payment cycles and difficulties in collecting accounts receivable;
- new and different sources of competition;
- weaker protection for our intellectual property than in the United States and practical difficulties in enforcing our rights abroad;
- laws and business practices favoring local competitors;
- compliance obligations related to multiple, conflicting and changing foreign governmental laws and regulations, including employment, tax, privacy and data protection laws and regulations;
- increased financial accounting and reporting burdens and complexities;

17

Table of Contents

- restrictions on the transfer of funds;
- adverse tax consequences; and
- unstable regional economic and political conditions.

We cannot assure you we will succeed in creating additional international demand for our solution or that we will be able to effectively sell service agreements in the international markets we enter.

We incur increased costs and demands upon management as a result of complying with the laws and regulations affecting public companies, which could adversely affect our operating results.

As a public company, we incur significant legal, accounting and other expenses, and greater expenditures may be necessary in the future with the advent of new laws, regulations and stock exchange listing requirements pertaining to public companies. The Sarbanes-Oxley Act of 2002 and the Dodd-Frank Act of 2010, as well as rules subsequently implemented by the Securities and Exchange Commission and The NASDAQ Stock Market LLC, impose various requirements on public companies, including establishing effective internal controls and certain corporate governance practices. Our management and other personnel devote a substantial amount of time to these compliance initiatives, and additional laws and regulations may divert further management resources. Moreover, if we are not able to meet new compliance requirements in a timely manner, the market price of our stock could decline, and we could be subject to investigations and other actions by The NASDAQ Stock Market LLC, the Securities and Exchange Commission, or other regulatory authorities, which would require additional financial and management resources.

While we believe we currently have adequate internal control over financial reporting, we are required to evaluate our internal control over financial reporting under Section 404 of the Sarbanes-Oxley Act of 2002 and any adverse results from such evaluation could result in a loss of investor confidence in our financial reports and have an adverse effect on our stock price.

Under Section 404 of the Sarbanes-Oxley Act, we are required to furnish a report by our management on our internal control over financial reporting. The report contains, among other matters, an assessment of the effectiveness of our internal control over financial reporting as of the end of our fiscal year, including a statement as to whether or not our internal control over financial reporting is effective. This assessment must include disclosure of any material weaknesses in our internal control over financial reporting identified by management.

We monitor and assess our internal control over financial reporting, and if our management identifies one or more material weaknesses in our internal control over financial reporting and such weakness remains uncorrected at year-end, we will be unable to assert such internal control is effective at such time. If we are unable to assert that our internal control over financial reporting is effective at year-end (or if our independent registered public accounting firm is unable to express an opinion on the effectiveness of our internal control over financial reporting or concludes that we have a material weakness in our internal controls), we could lose investor confidence in the accuracy and completeness of our financial reports, which would likely have an adverse effect on our business and stock price.

If we do not adequately protect our intellectual property rights, our competitive position and our business may suffer.

We rely upon a combination of patent, trademark, copyright and trade secret law and contractual terms to protect our intellectual property rights, all of which provide only limited protection. Our success depends, in part, upon our ability to establish, protect and enforce our intellectual property and other proprietary rights. If we fail to protect or effectively enforce our intellectual property rights, others may be able to compete against us using intellectual property that is the same as or similar to our own. In addition, we cannot assure you that our intellectual property rights are sufficient to provide us with a competitive advantage against others who offer services similar to ours.

While we have filed patent applications to protect our intellectual property, we cannot assure you that any patents will issue or that any issued patents arising from our applications will provide the protection we seek, or that any future patents issued to us will not be challenged, invalidated or circumvented. Also, we cannot assure you that we will obtain any copyright or trademark registrations from our pending or future applications or that any of our trademarks will be enforceable or provide adequate protection of our proprietary rights. We also rely in some circumstances on trade secrets to protect our technology. Trade secrets may lose their value if not properly protected. We endeavor to enter into non-disclosure agreements with our employees, clients, contractors and business partners to limit access to and disclosure of our proprietary information. The steps we have taken, however, may not prevent unauthorized use of

our technology, and adequate remedies may not be available in the event of unauthorized use or disclosure of our trade secrets and proprietary technology. However, trade secret protection does not prevent others from reverse engineering or independently developing similar technologies. In addition, reverse

Table of Contents

engineering, unauthorized copying or other misappropriation of our trade secrets could enable third parties to benefit from our technology without paying for it.

Accordingly, despite our efforts, we may be unable to prevent third parties from infringing or misappropriating our intellectual property and using our technology for their competitive advantage. Any such infringement or misappropriation could have a material adverse effect on our business, results of operations and financial condition.

Monitoring infringement of our intellectual property rights can be difficult and costly, and enforcement of our intellectual property rights may require us to bring legal actions against infringers. Infringement actions are inherently uncertain and therefore may not be successful, even when claims are meritorious. Even if such actions are successful, they may require a substantial amount of resources and divert our management's attention.

Claims by others that we infringe or violate their intellectual property could force us to incur significant costs and require us to change the way we conduct our business.

Numerous technology companies including potential competitors protect their intellectual property rights by means such as patents, trade secrets, copyrights and trademarks. We have not conducted an independent review of patents issued to third parties. Additionally, because patent applications in the United States and many other jurisdictions are kept confidential for some period of time before they are published, we may be unaware of pending patent applications that relate to our proprietary technology. From time to time we may receive letters from other parties alleging, or inquiring about, possible breaches of their intellectual property rights.

Any party asserting that we infringe its proprietary rights would force us to defend ourselves, and possibly our clients, against the alleged infringement. The technology industry is characterized by the existence of a large number of patents, copyrights, trademarks and trade secrets and by frequent litigation based on allegations of infringement or other violations of intellectual property rights. Moreover, the risk of such a lawsuit will likely increase as we become larger, the scope of our solution and technology expands and the number of competitors in our market increases. Any such claims or litigation could:

- be time-consuming and expensive to defend, and deplete our financial resources, whether meritorious or not;
- require us to stop providing the services that use the technology that infringes the other party's intellectual property;
- divert the attention of our technical and managerial resources away from our business;
- require us to enter into royalty or licensing agreements with third parties, which may not be available on terms that we deem acceptable, if at all;
- prevent us from operating all or a portion of our business or force us to redesign our technology, which could be difficult and expensive and may make the performance or value of our solution less attractive;
- subject us to significant liability for damages or result in significant settlement payments; or
- require us to indemnify our clients as we are required by contract to indemnify some of our clients for certain claims based upon the infringement or alleged infringement of any third party's intellectual property rights resulting from our clients' use of our intellectual property.

During the course of any intellectual property litigation, confidential information may be disclosed in the form of documents or testimony in connection with discovery requests, depositions or trial testimony. Disclosure of our confidential information and our involvement in intellectual property litigation could harm us. In addition, any uncertainties resulting from the initiation and continuation of any litigation could significantly limit our ability to continue our operations and could harm our relationships with current and prospective clients. Any of the foregoing could disrupt our business and have a material adverse effect on our operating results and financial condition.

In addition, we may incorporate open source software into our technology solution. The terms of many open source licenses have not been interpreted by United States or foreign courts, and there is a risk that such licenses could be construed in a manner that imposes unanticipated conditions or restrictions on our commercialization of any of our solutions that may include open source software. As a result, we will be required to analyze and monitor our use of open source software closely. As a result of the use of open source software, we could be required to seek licenses from third parties in order to develop such future products, re-engineer our products, discontinue sales of our solutions or release our software code under the terms of an open source license to the public. Given the nature of open source

software, there is also a risk that third parties may assert copyright and other intellectual property infringement claims against us based on any use of such open source software, as more generally discussed with respect to general intellectual property claims.

Table of Contents

Various risks could affect our worldwide operations, including numerous events outside of our control, exposing us to significant costs that could adversely affect our operations and client confidence.

We conduct operations throughout the world, including our headquarters in the United States and operations in Ireland, Japan, Malaysia, Singapore and the United Kingdom. Also, we have leased new facilities in the Philippines, which we expect to be operational in early 2016 and in Bulgaria, which we expect to be fully operational in mid-2016. Such worldwide operations expose us to potential operational disruptions and costs as a result of a wide variety of events, including local inflation or economic downturn, currency exchange fluctuations, political turmoil, labor issues, terrorism, natural disasters and pandemics. Any such disruptions or costs could have a negative effect on our ability to provide our solution or meet our contractual obligations, the cost of our solution, client satisfaction, our ability to attract or maintain clients, and, ultimately, our profits.

Natural disasters or other catastrophic events may cause damage or disruption to our operations, international commerce and the global economy, and thus could have a strong negative effect on us. Our business operations are subject to interruption by natural disasters, fire, power shortages, pandemics and other events beyond our control. Such events could make it difficult or impossible for us to deliver our solution to our clients, and could decrease demand for our solution. The majority of our research and development activities, corporate headquarters, information technology systems and other critical business operations are located near major seismic faults in the San Francisco Bay Area. Because we may not have insurance coverage that would cover quake-related losses, and significant recovery time could be required to resume operations, our financial condition and operating results could be materially adversely affected in the event of a major earthquake or catastrophic event.

Terrorist attacks and other acts of violence or war may adversely affect worldwide financial markets and could potentially lead to economic recession, which could adversely affect our business, results of operations, financial condition and cash flows. These events could adversely affect our clients' levels of business activity and precipitate sudden significant changes in regional and global economic conditions and cycles.

The technology we currently use may not operate properly, which could damage our reputation, give rise to claims against us or divert application of our resources from other purposes, any of which could harm our business and operating results.

The technology we currently use, which includes our cloud technologies, may contain or develop unexpected defects or errors. There can be no assurance that performance problems or defects in our technology will not arise in the future. Errors may result from receipt, entry or interpretation of client or end customer information or from the interface of our technology with legacy systems and data that are outside of our control. Despite testing, defects or errors may arise in our solution. Any defects and errors that we discover in our technology and any failure by us to identify and effectively address them could result in loss of revenue or market share, liability to clients or others, failure to achieve market acceptance or expansion, diversion of development resources, injury to our reputation, and increased costs. Defects or errors in our technology may discourage existing or potential clients from contracting with us. Correction of defects or errors could prove impossible or impracticable. The costs incurred in correcting any defects or errors or in responding to resulting claims or liability may be substantial and could adversely affect our operating results.

Disruptions in service or damage to the data center that hosts our data and our locations could adversely affect our business.

Our operations depend on our ability to maintain and protect our data servers and cloud applications, which are located in data centers operated for us by third parties. We cannot control or assure the continued or uninterrupted availability of these third-party data centers. In addition, our information technologies and systems, as well as our data center, are vulnerable to damage or interruption from various causes, including natural disasters, war and acts of terrorism and power losses, computer systems failures, Internet and telecommunications or data network failures, operator error, losses of and corruption of data and similar events. Although we conduct business continuity planning and maintain certain insurance for certain events, the situations for which we plan, and the amount of insurance coverage we maintain, may prove inadequate in any particular case. In addition, the occurrence of any of these events could result in interruptions, delays or cessations in the delivery of the solutions we offer to our clients. Any of these

events could impair or prohibit our ability to provide our solution, reduce the attractiveness of our solution to current or potential clients and adversely impact our financial condition and results of operations.

In addition, despite the implementation of security measures, our infrastructure, data centers, operations and other centers or systems that we interface with, including the Internet and related systems, may be vulnerable to physical intrusions, hackers, improper employee or contractor access, computer viruses, programming errors, denial-of-service attacks or other attacks by third parties.

Table of Contents

We are dependent on the continued participation and level of service of our third-party platform provider. Any failure or disruption in this service could materially and adversely affect our ability to manage our business effectively.

We rely on salesforce.com to provide the platform supporting many of our cloud technologies and Amazon Web Services (AWS) to support a significant portion of our data storage. If salesforce.com or AWS stops supporting our technologies or if they fail to provide a platform that consistently and adequately supports our solution, including as a result of errors or failures in their systems or events beyond their control, or refuse to provide this platform on terms acceptable to us or at all and we are not able to find suitable alternatives, our business may be materially and adversely affected.

Any failure or interruptions in the Internet infrastructure, bandwidth providers, data center providers, other third parties or our own systems for providing our solution to clients, and changes in the terms and conditions of third-party platform providers, could negatively impact our business.

Our ability to deliver our solution is dependent on the development and maintenance of the infrastructure of the Internet and other telecommunications services by third parties. Such services include maintenance of a reliable network backbone with the necessary speed, data capacity and security for providing reliable Internet access and services and reliable telecommunications systems that connect our global operations. As we plan to transition to a salesforce.com based platform for certain portions of our solutions, we will rely on salesforce.com to make application programming interfaces publicly available in order to enable client integrations with our platform. In addition, any deterioration in our relationship with salesforce.com could adversely affect our operating results.

While our solution is designed to operate without interruption, we have experienced and expect that we will in the future experience interruptions and delays in services and availability from time to time. We rely on internal systems as well as third-party vendors, including data center, bandwidth, and telecommunications equipment providers, to provide our solution. We do not maintain redundant systems or facilities for some of these services. In the event of a catastrophic event with respect to one or more of these systems or facilities, we may experience an extended period of system unavailability, which could negatively impact our relationship with our clients.

Additional government regulations may reduce the size of the market for our solution, harm demand for our solution and increase our costs of doing business.

Any changes in government regulations that impact our clients or their end customers could have a harmful effect on our business by reducing the size of our addressable market or otherwise increasing our costs. For example, with respect to our technology-enabled healthcare and life sciences clients, any change in U.S. Food and Drug Administration or foreign equivalent regulation of, or denial, withholding or withdrawal of approval of, our clients' products could lead to a lack of demand for service revenue management with respect to such products. Other changes in government regulations, in areas such as privacy, export compliance or anti-bribery statutes, such as the U.S. Foreign Corrupt Practices Act, could require us to implement changes in our services or operations that increase our cost of doing business and thereby hurt our financial performance.

The future success of our business depends upon the continued use of the Internet as a primary medium for commerce, communication and business applications. Federal, state or foreign government bodies or agencies have in the past adopted, and may in the future adopt, laws or regulations affecting data privacy and the use of the Internet as a commercial medium. In addition, government agencies or private organizations may begin to impose taxes, fees or other charges for accessing the Internet. These laws or charges could limit the growth of Internet-related commerce or communications generally, result in a decline in the use of the Internet and the viability of Internet-based applications such as ours and reduce the demand for our solution.

We operate and offer our services in many jurisdictions and, therefore, may be subject to state, local and foreign taxes that could harm our business.

We operate service sales centers in multiple locations. Some of the jurisdictions in which we operate, such as Ireland, give us the benefit of either relatively low tax rates, tax holidays or government grants, in each case, that are dependent on how we operate or how many jobs we create and employees we retain. We plan on utilizing such tax

incentives in the future as opportunities are made available to us. Any failure on our part to operate in conformity with applicable requirements to remain qualified for any such tax incentives or grants may result in an increase in our taxes. In addition, jurisdictions may choose to increase rates at any time due to economic or other factors, such as the current economic situation in Ireland. Any such rate increases may harm our results of operations.

We may lose sales or incur significant costs should various tax jurisdictions impose taxes on either a broader range of services or services that we have performed in the past. We may be subject to audits of the taxing authorities in the jurisdictions

Table of Contents

where we do business that would require us to incur costs in responding to such audits. Imposition of such taxes on our services could result in substantial unplanned costs, would effectively increase the cost of such services to our clients and may adversely affect our ability to retain existing clients or to gain new clients in the areas in which such taxes are imposed.

As we acquire companies or technologies in the future, they could prove difficult to integrate, disrupt our business, dilute stockholder value and adversely affect our operating results and the value of our common stock.

As part of our business strategy, we may acquire, enter into joint ventures with, or make investments in companies, services and technologies that we believe to be complementary. Acquisitions and investments involve numerous risks, including:

- difficulties in identifying and acquiring technologies or businesses that will help our business;
- difficulties in integrating operations, technologies, services and personnel;
- diversion of financial and managerial resources from existing operations;
- the risk of entering new markets in which we have little to no experience;
- risks related to the assumption of known and unknown liabilities;
- potential litigation by third parties, such as claims related to intellectual property or other assets acquired or liabilities assumed;
- the risk of write-offs of goodwill and other intangible assets;
- delays in client engagements due to uncertainty and the inability to maintain relationships with clients of the acquired businesses;
- inability to generate sufficient revenue to offset acquisition or investment costs;
- incurrence of acquisition-related costs;
- harm to our existing business relationships with business partners and clients as a result of the acquisition;
- the key personnel of the acquired entity or business may decide not to work for us or may not perform according to our expectations; and
- use of substantial portions of our available cash or dilutive issuances of equity securities or the incurrence of debt to consummate the acquisition.

We may record impairment charges related to our acquisitions or strategic investments, such as the $25.1 million goodwill and other intangible asset impairment we recorded in 2014 that was, in part, related to our acquisition of Scout Analytics. In assessing goodwill for impairment, we make significant estimates and assumptions, including estimates and assumptions about market penetration, anticipated growth rates and risk-adjusted discount rates based on our budgets, business plans, economic projections, anticipated future cash flows and industry data. The estimates and assumptions used by management have a high degree of subjectivity and require significant judgment on the part of management. Changes in estimates and assumptions in the context of our impairment testing may have a material impact on us. Any losses or impairment charges that we incur related to acquisitions or strategic investments may have a negative impact on our financial results, and we may continue to incur new or additional losses related to acquisitions or strategic investments that we have not fully impaired or exited.

As a result, if we fail to properly evaluate acquisitions or investments, we may not achieve the anticipated benefits of any such acquisitions, we may incur costs in excess of what we anticipate and management resources and attention may be diverted from other necessary or valuable activities.

We may be exposed to various risks related to legal proceedings or claims that could adversely affect our operating results.

From time to time, we may be party to lawsuits in the normal course of our business. Such litigation may include claims, suits, government investigations and other proceedings involving intellectual property rights, commercial, corporate and securities, labor and employment, wage and hour, and other matters. Litigation in general can be expensive, lengthy and disruptive to normal business operations. Moreover, the results of complex legal proceedings are difficult to predict. Responding to lawsuits brought against us, or legal actions initiated by us, can often be expensive and time-consuming. Unfavorable outcomes from any claims and/or lawsuits could adversely affect our business, results of operations, or financial

22

Table of Contents

condition, and we could incur substantial monetary liability and/or be required to change our business practices. Our business and technology acquisition activity could also result in litigation in connection with such acquired companies.

Risks Relating to Owning Our Common Stock and Capitalization Matters

Our share price has been volatile and is likely to be volatile in the future.

The trading price of our common stock is likely to be highly volatile and could be subject to wide fluctuations in response to various factors. In addition to the risks described in this section, factors that may cause the market price of our common stock to fluctuate include:

- fluctuations in our quarterly financial results or the quarterly financial results of companies perceived to be similar to us as discussed in more detail elsewhere in these "Risk Factors";
- failure to achieve our revenue or earnings expectations, or those of investors or analysts, such as we experienced for the second quarter of 2014;
- actual or perceived changes in general economic, industry and market conditions, especially the technology industry;
- changes in estimates of our financial results or recommendations by securities analysts;
- recruitment or departure of key personnel;
- investors' general perception of us;
- volatility inherent in prices of technology company stocks;
- adverse publicity;
- the volume of trading in our common stock, including sales upon exercise of outstanding options;
- sales of shares of our common stock by existing stockholders;
- effects of our share repurchase programs;
- regulatory developments in our target markets affecting us, our clients or our competitors; and
- terrorist attacks or natural disasters or other such events impacting countries where we or our clients have operations.

In addition, if the stock market in general experiences a loss of investor confidence, the trading price of our common stock could decline for reasons unrelated to our business, financial condition or results of operations.

Some companies that have had volatile market prices for their securities have had securities class actions filed against them. If a suit were filed against us, regardless of its merits or outcome, it would likely result in substantial costs and divert management's attention and resources. This could have a material adverse effect on our business, operating results and financial condition.

Our actual results may differ significantly from any guidance that we may issue in the future.

From time to time, we may release financial guidance or other forward-looking statements in our earnings releases, earnings conference calls or otherwise, regarding our future performance that represent our management's estimates as of the date of release. If given, this guidance will be based on forecasts prepared by our management. These forecasts are not prepared with a view toward compliance with published accounting guidelines, and neither our independent registered public accounting firm nor any other independent expert or outside party compiles or examines the forecasts and, accordingly, no such person expresses any opinion or any other form of assurance with respect to such forecasts. The principal reason that we may release guidance is to provide a basis for our management to discuss our business outlook with analysts and investors. We do not accept any responsibility for any projections or reports published by any third persons. Guidance is necessarily speculative in nature, and it can be expected that some or all of the assumptions of any future guidance furnished by us may not materialize or may vary significantly from actual future results.

Table of Contents

Concentration of ownership among our existing executive officers, directors and their affiliates may prevent new investors from influencing significant corporate decisions.

Our directors and executive officers and their affiliates beneficially own, in the aggregate, approximately 30% of our outstanding common stock as of December 31, 2015. As a result, these stockholders will have substantial influence over all matters requiring stockholder approval, including the election of directors and approval of significant corporate transactions, such as a merger or other sale of our company or its assets. This concentration of ownership could limit the ability of other stockholders to influence corporate matters and may have the effect of delaying or preventing a third party from acquiring control over us.

Anti-takeover provisions contained in our certificate of incorporation and bylaws, as well as provisions of Delaware law, could impair a takeover attempt.

Our certificate of incorporation, by laws and Delaware law contain provisions that could have the effect of rendering more difficult or discouraging an acquisition deemed undesirable by our board of directors. Our corporate governance documents include provisions:

- authorizing blank check preferred stock, which could be issued by our board of directors without stockholder approval, with voting, liquidation, dividend and other rights superior to our common stock;
- classifying our board of directors, staggered into three classes, only one of which is elected at each annual meeting;
- limiting the liability of, and providing indemnification to, our directors and officers;
- limiting the ability of our stockholders to call and bring business before special meetings and to take action by written consent in lieu of a meeting;
- requiring advance notice of stockholder proposals for business to be conducted at meetings of our stockholders and for nominations of candidates for election to our board of directors;
- controlling the procedures for the conduct and scheduling of stockholder meetings;
- providing the board of directors with the express power to postpone previously scheduled annual meetings and to cancel previously scheduled special meetings;
- limiting the determination of the number of directors on our board and the filling of vacancies or newly created seats on the board to our board of directors then in office; and
- providing that directors may be removed by stockholders only for cause.

These provisions, alone or together, could delay hostile takeovers and changes in control or changes in our management. As a Delaware corporation, we are also subject to provisions of Delaware law, including Section 203 of the Delaware General Corporation law, which limits the ability of stockholders owning in excess of 15% of our outstanding common stock to merge or combine with us.

Any provision of our certificate of incorporation, by laws or Delaware law that has the effect of delaying or deterring a change in control could limit the opportunity for our stockholders to receive a premium for their shares of our common stock, and could also affect the price that some investors are willing to pay for our common stock

Our business could be negatively affected as a result of actions of activist stockholders.

Campaigns by stockholders to effect changes at publicly traded companies are sometimes led by investors seeking to increase short-term stockholder value through various corporate actions. We have recently seen some activist investors take ownership positions in our common stock. Altai Capital Management is the beneficial owner of approximately 14% of our common stock, has a representative on our board and has entered into a letter agreement and registration rights agreement with us governing various rights and obligations. As a general matter, if we become engaged in a proxy contest with an activist stockholder in the future, our business could be adversely affected as such contests could be costly and time consuming, disrupt our operations and divert the attention of management and our employees from executing our strategic plan. Additionally, perceived uncertainties as to our future direction as a result of stockholder activism or changes to the composition of our board of directors may lead to the perception of a change in the direction of our business, instability or lack of continuity which may be exploited by our competitors, cause concern to current or potential buyers and sellers on our platform, and make it more difficult to attract and retain qualified personnel. If buyers and/or sellers choose to delay, defer or reduce transactions with us or

24

Table of Contents

through our platform or transact with our competitors instead of us because of any such issues, then our revenue, earnings and operating cash flows could be adversely affected.

If securities or industry analysts do not publish or cease publishing research or reports about us, our business or our market, or if they change their recommendations regarding our stock, our stock price and trading volume could decline.

The trading market for our common stock will depend in part on the research and reports that securities or industry analysts publish about us or our business. If any of these analysts cease coverage of us, the trading price and trading volume of our stock could be negatively impacted. If analysts downgrade our stock or publish unfavorable research about our business, our stock price would also likely decline.

We are leveraged financially, which could adversely affect our ability to adjust our business to respond to competitive pressures and to obtain sufficient funds to satisfy our future growth, business needs and development plans.

We have substantial existing indebtedness. In August 2013, we issued $150.0 million aggregate principal amount of our convertible notes.

The degree to which we are leveraged could have negative consequences, including, but not limited to, the following:

- we may be more vulnerable to economic downturns, less able to withstand competitive pressures and less flexible in responding to changing business and economic conditions;
- our ability to obtain additional financing in the future for working capital, capital expenditures, acquisitions, general corporate or other purposes may be limited;
- a substantial portion of our cash flows from operations in the future may be required for the payment of the principal amount of our existing indebtedness when it becomes due; and
- we may be required to make cash payments upon any conversion of the convertible notes, which would reduce our cash on hand.

A failure to comply with the covenants and other provisions of our debt instruments could result in events of default under such instruments, which could permit acceleration of all of our outstanding convertible notes and credit facilities.

Any required repurchase of the convertible notes as a result of a fundamental change or acceleration of the convertible notes would reduce our cash on hand such that we would not have those funds available for use in our business. If we are at any time unable to generate sufficient cash flows from operations to service our indebtedness when payment is due, we may be required to attempt to renegotiate the terms of the instruments relating to the indebtedness, seek to refinance all or a portion of the indebtedness or obtain additional financing. There can be no assurance that we will be able to successfully renegotiate such terms, that any such refinancing would be possible or that any additional financing could be obtained on terms that are favorable or acceptable to us.

Conversion of our convertible notes will dilute the ownership interest of existing stockholders and may depress the price of our common stock.

The conversion of some or all of our convertible notes will dilute the ownership interests of then-existing stockholders to the extent we deliver shares upon conversion of any of the notes. Any sales in the public market of the common stock issuable upon such conversion could adversely affect prevailing market prices of our common stock. In addition, the existence of the notes may encourage short selling by market participants because the conversion of the notes could be used to satisfy short positions, or anticipated conversion of the notes into shares of our common stock could depress the price of our common stock.

The conditional conversion feature of the notes, if triggered, may adversely affect our financial condition and operating results.

In the event the conditional conversion feature of the notes is triggered, holders of notes will be entitled to convert the notes at any time during specified periods at their option. If one or more holders elect to convert their notes, unless we elect to satisfy our conversion obligation by delivering solely shares of our common stock (other than paying cash in lieu of delivering any fractional share), we would be required to settle a portion of our conversion obligation through the payment of cash, which could adversely affect our liquidity. In addition, even if holders do not elect to convert their notes, we could be required under applicable accounting rules to reclassify all or a portion of the outstanding

principal of the notes as a current rather than long term liability, which would result in a material reduction of our net working capital.

Table of Contents

The accounting method for convertible debt securities that may be settled in cash, such as the convertible notes, may have a material effect on our reported financial results.

In May 2008, the Financial Accounting Standards Board, which we refer to as FASB, issued FASB Staff Position No. APB 14-1, Accounting for Convertible Debt Instruments That May Be Settled in Cash Upon Conversion (Including Partial Cash Settlement), which has subsequently been codified as Accounting Standards Codification 470-20, Debt with Conversion and Other Options, which we refer to as ASC 470-20. Under ASC 470-20, an entity must separately account for the liability and equity components of the convertible debt instruments (such as the notes) that may be settled entirely or partially in cash upon conversion in a manner that reflects the issuer's economic interest cost. The effect of ASC 470-20 on the accounting for the notes is that the equity component is included in the additional paid-in capital section of stockholders' equity on our consolidated balance sheet, and the value of the equity component is treated as an original issue discount for purposes of accounting for the debt component of the notes. As a result, we will record a greater amount of non-cash interest expense in current periods presented as a result of the amortization of the discounted carrying value of the notes to their face amount over the term of the notes. We will report lower net income (or greater net loss) in our financial results because ASC 470-20 will require interest to include both the current period's amortization of the debt discount and the instrument's coupon interest, which could adversely affect our reported or future financial results, the market price of our common stock and the trading price of the notes. In addition, convertible debt instruments (such as the notes) that may be settled entirely or partly in cash are currently accounted for utilizing the treasury stock method, the effect of which is that the shares issuable upon conversion of the notes are not included in the calculation of diluted earnings per share except to the extent that the conversion value of the notes exceeds their principal amount. Under the treasury stock method, the transaction for diluted earnings per share is accounted for as the number of shares of common stock necessary to settle such excess in the principal amount, if we elected to settle such excess in issued shares. We cannot be sure that the accounting standards in the future will continue to permit the use of the treasury stock method. If we are unable to use the treasury stock method in accounting for the shares issuable upon conversion of the notes, then our diluted earnings per share would be adversely affected.

We have incurred and may in the future incur impairments to goodwill, long-lived assets or strategic investments.

We perform an annual impairment analysis of goodwill in the fourth quarter of each year and between annual tests if events or circumstances indicate that it is more likely than not that the asset is impaired. Negative industry or economic trends, including reduced market prices of our common stock, reduced estimates of future cash flows, disruptions to our business, slower growth rates, or lack of growth in our relevant business units, could lead to impairment charges against our long-lived assets, including goodwill and other intangible assets. During 2014 the value of our common stock declined and we experienced slowing revenue growth, which led us to perform an impairment analysis. Based on the outcome of this analysis, we incurred a goodwill impairment charge of $22.7 million which eliminated all of the carrying value of goodwill in the Cloud and Business Intelligence (CBI) segment. During 2014, we had a change in strategy for part of the CBI segment which resulted in an impairment charge of $2.5 million of certain intangible assets from the Scout Analytics acquisition. If in any future period the Company’s market capitalization declines, this could indicate a potential impairment, and we may be required to record an impairment charge in that period against any remaining goodwill or other long-lived assets.

Also, in 2013, we made a $4.5 million equity investment in an early stage private company. We carry this investment on a cost basis and periodically evaluate the carrying value to determine if the investment is impaired. To date we have concluded that our investment in this private company is not impaired. However, the evaluation of whether or not there is an impairment in the carrying value is judgmental and is based on a number of subjective factors including the private company's financial performance, the terms and conditions of financing arrangements and the private company's liquidity situation. There may be a time when our evaluation will indicate an impairment exists in the value of the investment and we will record an impairment charge to adjust the cost basis of the investment to its recoverable amount. This potential charge could be material to our results of operations.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

Our corporate headquarters are located in San Francisco, California. We also have six globally distributed sales centers. We have two sales centers in North America located in Denver and Nashville. We have additional international sales centers in Dublin, Ireland; Liverpool, United Kingdom; Singapore and Yokohama, Japan. We also have service delivery centers in Kuala Lumpur, Malaysia; Manila, Philippines and Sofia, Bulgaria. We use these centers to centralize key contract renewal processes that do not require regional expertise, such as client data management and quoting. We do not own any real estate. All of

Table of Contents

our office space is occupied under long-term leases with varying expiration dates. We believe that our facilities are adequate to meet our needs in the near future.

In May 2015, the Company commenced a 7-year office lease expiring in November 2022, for a new corporate headquarters in San Francisco, California to occupy 24,394 square feet. The total minimum lease payments are estimated to be approximately $13.3 million over the lease term.

In October 2015, the Company signed a 6-year office lease expiring in July 2021, for a new service delivery center in Manila, Philippines to occupy 46,134 square feet. The total minimum lease payments are estimated to be approximately $7.0 million over the lease term.

In December 2015, the Company signed a 5-year office lease expiring in February 2021, for a new service delivery center in Sofia, Bulgaria to occupy 22,104 square feet. The total minimum lease payments are estimated to be approximately $1.8 million over the lease term.

Location	Square Footage Leased	Region	Principal Use
San Francisco	24,394	NALA	Headquarters
Denver	71,319	NALA	Sales Center
Nashville	120,685	NALA	Sales Center
Issaquah	15,572	NALA	R&D Center
Singapore	17,086	APJ	International Sales Center
Kuala Lumpur	70,782	APJ	Service Delivery Center
Yokohama	8,977	APJ	International Sales Center
Manila	46,134	APJ	Service Delivery Center
Dublin	37,923	EMEA	International Sales Center
Liverpool	22,500	EMEA	International Sales Center
Sofia	22,104	EMEA	Service Delivery Center

ITEM 3. LEGAL PROCEEDINGS

On July 8, 2015, a single plaintiff filed a putative securities class action lawsuit, Weller v. ServiceSource International, Inc. et al., in the U.S. District Court for the Northern District of California (the “Weller Lawsuit”) against the Company and the Company’s former Chief Executive Officer. The Weller Lawsuit was brought on behalf of purchasers of Company stock during the period January 22, 2014 through May 1, 2014, and alleges violations under Sections 10(b) and 20(a) of the Securities Exchange Act of 1934, as amended (Exchange Act. In connection with the mandatory lead plaintiff appointment process under the Private Securities Litigation Reform Act (PSLRA), various law firms issued press releases between July 2015 and September 2015 to search for additional shareholders that would be willing to serve as lead plaintiffs in this lawsuit. This solicitation period ended on September 29, 2015 and no other shareholders came forward, leaving only the named plaintiff as the sole shareholder seeking to be appointed lead plaintiff. The court appointed Weller a lead plaintiff on October 21, 2015. At this time, no motion to certify a class has been filed. The Company believes that the claims are meritless, and will vigorously defend itself against such claims.

From time to time, the Company may be subject to other litigation or threatened litigation arising in the ordinary course of our business. Although the results of litigation and claims cannot be predicted with certainty, the Company is currently not aware of any litigation or threats of litigation in which the final outcome could have a material adverse effect on our business, operating results, financial position, or cash flows. Regardless of the outcome, litigation can have an adverse impact on the Company because of defense and settlement costs, diversion of management resources, and other factors. The Company records a contingent liability when it is probable that a loss has been incurred and the amount is reasonably estimable in accordance with accounting for contingencies.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable

27

Table of Contents

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Information

Our common stock is traded on The NASDAQ Global Market under the symbol "SREV" since it began trading on March 25, 2011. Our initial public offering was priced at $10.00 per share on March 24, 2011. The following table sets forth, for the time period indicated, the high and low prices of our common stock as reported on The NASDAQ Global Market.

	2015	
	High	Low
First Quarter	$4.70	$3.05
Second Quarter	$5.55	$3.00
Third Quarter	$6.15	$3.95
Fourth Quarter	$5.75	$3.93

	2014	
	High	Low
First Quarter	$9.63	$6.97
Second Quarter	$8.98	$3.95
Third Quarter	$5.91	$3.16
Fourth Quarter	$4.89	$2.81

Holders

As of February 26, 2016, there were 80 holders of record of our common stock. A substantially greater number of holders of our common stock are "street name" or beneficial holders, whose shares are held by banks, brokers and other financial institutions.

Dividends

We have never declared or paid cash dividends on our common stock. We currently intend to retain all available funds and any future earnings for use in the operation of our business and do not anticipate paying any dividends on our common stock in the foreseeable future. Any future determination to declare dividends will be made at the discretion of our board of directors and will depend on our financial condition, operating results, capital requirements, general business conditions and other factors that our board of directors may deem relevant.

Stock Performance Graph

This performance graph shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (Exchange Act), or incorporated by reference into any filing of ServiceSource under the Securities Act of 1933, as amended, or the Securities Act, except as shall be expressly set forth by specific reference in such filing.

The following graph shows a comparison from March 25, 2011(the date our common stock commenced trading on The NASDAQ Global Market) through December 31, 2015, of the cumulative total return for (1) our common stock, (2) the Morgan Stanley Technology Index, and (3) the NASDAQ Composite Index. Such returns are based on historical results and are not intended to suggest future performance. Data for the NASDAQ Composite Index and the Morgan Stanley Technology Index assume reinvestment of dividends. We have never declared or paid cash dividends on our common stock nor do we anticipate paying any such cash dividends in the foreseeable future.

Table of Contents

	ServiceSource	Morgan Stanley Technology Index	NASDAQ Composite Index
3/25/2011	100.00	100.00	100.00
12/30/2011	128.82	86.91	93.67
12/31/2012	48.03	101.22	108.57
12/31/2013	68.80	133.39	150.18
12/31/2014	38.42	149.78	172.66
12/31/2015	37.85	159.91	182.55

Recent Sales of Unregistered Securities

None.

Purchases of Equity Securities by the Issuer and Affiliated Purchasers

The following table includes information about our stock repurchases during the year ended December 31, 2015:

Period [1]	Total number of shares of common stock purchased as part of publicly announced plans (in thousands)	Weighted-average price per share	Total price paid for shares (includes commissions) (in thousands)
For the three months ended September 30, 2015	159	4.12	$655
For the three months ended December 31, 2015	136	4.09	557
Total for the year ended December 31, 2015	295		$1,212

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(1) In August 2015, the Board authorized a stock repurchase program with a maximum authorization to repurchase up to $30.0 million worth of common stock of the Company. The program expires in August 2017. The aggregate amount available under the program was approximately $28.8 million at December 31, 2015. The Company's share repurchase program does not obligate it to acquire any specific number of shares. Under the program, shares may be repurchased in privately negotiated and/or open market transactions, including under plans complying with Rule 10b5-1 under the Securities Exchange Act, as

Table of Contents

amended. All shares repurchased were made using currently available cash resources and the reacquired shares were retired upon repurchase.

Securities Authorized for Issuance Under Equity Compensation Plans

Information regarding securities authorized for issuance under equity compensation plans is incorporated by reference from our Proxy Statement to be filed for our 2016 Annual Meeting of Stockholders.

Table of Contents

ITEM 6. SELECTED FINANCIAL DATA

The following selected consolidated financial data should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our consolidated financial statements and the related notes included elsewhere in this Annual Report on Form 10-K.

	Years Ended December 31,				
	2015	2014	2013	2012	2011
	(in thousands, except per share amounts)				
Net revenue	$252,203	$272,180	$272,482	$243,703	$205,501
Cost of revenue [1]	171,369	194,009	162,449	136,321	113,406
Gross profit	80,834	78,171	110,033	107,382	92,095
Operating expenses:					
Sales and marketing [1]	44,086	59,988	58,826	56,925	48,520
Research and development [1]	16,480	25,802	23,855	19,255	13,073
General and administrative [1]	46,299	47,808	44,913	41,135	33,647
Restructuring and other [1]	3,662	3,314	—	—	—
Goodwill and other intangibles impairments	—	25,108	—	—	—
Total operating expenses	110,527	162,020	127,594	117,315	95,240
Income (loss) from operations	(29,693)	(83,849)	(17,561)	(9,933)	(3,145)
Interest expense and other, net	(9,316)	(11,008)	(4,420)	(774)	(1,127)
Loss before income taxes	(39,009)	(94,857)	(21,981)	(10,707)	(4,272)
Income tax provision (benefit)	1,404	302	871	32,107	(19,383)
Net income (loss)	$(40,413)	$(95,159)	$(22,852)	$(42,814)	$15,111
Net income (loss) per common share:					
Basic	$(0.47)	$(1.15)	$(0.29)	$(0.58)	$0.23
Diluted	$(0.47)	$(1.15)	$(0.29)	$(0.58)	$0.21
Weighted-average shares used in computing net income (loss) per common share:					
Basic	85,417	82,872	78,408	74,270	66,656
Diluted	85,417	82,872	78,408	74,270	73,585

(1) Reported amounts include stock-based compensation expense as follows:

	Years Ended December 31,				
	2015	2014	2013	2012	2011
	(in thousands)				
Cost of revenue	$2,666	$3,995	$3,303	$2,780	$1,877
Sales and marketing	3,393	6,193	9,831	8,146	4,456
Research and development	1,299	2,800	2,414	1,880	1,167
General and administrative	6,029	7,911	8,072	8,077	4,099
Restructuring and other	2,579	—	—	—	—
Total stock-based compensation	15,966	20,899	23,620	20,883	11,599

Table of Contents

	As of December 31,				
	2015	2014	2013	2012	2011
	(in thousands)				
Consolidated Balance Sheet Data:					
Cash, cash equivalents and short-term investments	$208,712	$215,382	$275,133	$109,442	$108,865
Working capital	236,431	249,590	315.815	149,431	134,796
Total assets	319,605	339,846	399,946	224,472	238,961
Obligations under capital leases, current and non-current	317	521	657	964	1,664
Convertible notes, net	128,092	120,730	113,915	—	—
Total stockholders' equity	150,094	171,288	240,697	186,927	197,016

Table of Contents

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") should be read in conjunction with our annual consolidated financial statements and notes thereto which appear elsewhere in this Annual Report on Form 10-K.

This discussion contains "forward-looking statements" that involve risks and uncertainties, as well as assumptions that, if they never materialize or prove incorrect, could cause our results to differ materially from those expressed or implied by such forward-looking statements. These statements are based on the beliefs and assumptions of our management based on information currently available to management. Such forward-looking statements are subject to risks, uncertainties and other important factors that could cause actual results and the timing of certain events to differ materially from future results expressed or implied by such forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those identified below, and those discussed in the section of this Annual Report on Form 10-K titled "Special Note Regarding Forward Looking Statements and Industry Data" and "Risk Factors". Furthermore, such forward-looking statements speak only as of the date of this report. Except as required by law, we undertake no obligation to update any forward-looking statements to reflect events or circumstances after the date of such statements.

Overview

ServiceSource International, Inc. (NASDAQ: SREV) is the global leader in customer and revenue lifecycle solutions that power enterprise revenue relationships. Based on the science of Revenue Lifecycle Management (RLM), ServiceSource provides some of the world's leading business to business (B2B) companies with expert, technology-enabled services and solutions that are proven to grow and retain revenue from existing customers, directly or through a channel. With a holistic approach to managing the entire revenue lifecycle (which includes onboarding, client success, quoting, up-sell, cross-sell, warranty services and renewals), ServiceSource solutions help companies drive improved customer adoption, expansion and retention for our B2B clients.

Our solutions are comprised of a unique and precise mix of managed services, a purpose-built RLM technology platform, and best-practice processes developed over more than 15 years of exclusive focus on revenue retention, revenue growth, and client success. With the experience of nearly $8.4 billion in recurring revenue sold in 2015 and global deployments across 40 languages and 150 countries, ServiceSource solutions can uniquely leverage industry and company data, leading-edge technology and best-practices drawn from our significant and in-depth database of renewal benchmarks. By integrating managed services, cloud software and data, we provide our clients with insights into their end customers' businesses, end-to-end management and optimization of end customer onboarding, adoption, subscription, asset management, and service contract renewal processes whether managed by us directly or through our client's channel partners.

Our managed services business leverages either a pay-for-performance or a flat-rate model whereby our clients pay us a commission based on renewal sales that we generate on their behalf. Our cloud software technologies are an integral component to our unique RLM technology platform and may be managed by ServiceSource or provided directly to the client. Such cloud technologies include: ServiceSource Revenue Analytics, Renew OnDemand and the ServiceSource Customer Success application, all of which automate and provide data driven insights into these highly valuable but typically manual business processes. This blend of technology capabilities, managed services and best-practice process can drive higher subscription, maintenance and support revenue while improving end customer retention and increasing business predictability.

The scalability of our solution enables us to sell in over 40 languages from six centers around the globe. Our solution is designed to optimize recurring revenue across different revenue models, distribution models, and segments, including hardware, software, Software-as-a-Service (SaaS), industrial systems, information and media, as well as technology-enabled health care and life sciences.

Key Business Metrics

In assessing the performance of our business, we consider a variety of business metrics in addition to the financial metrics discussed below under, “Basis of Presentation.” These key metrics include Opportunity Under Management and number of engagements, both of which are non-GAAP metrics.

Opportunity Under Management. For the year ended December 31, 2015, our Opportunity Under Management in our managed services business was approximately $9.9 billion. Opportunity Under Management is a non-GAAP metric that represents our estimate of the value of all end customer service contracts that we have the opportunity to sell on behalf of our

Table of Contents

clients over a designated period of time. In addition, we processed more than $4.0 billion of contract value through our cloud technologies in 2015 for which we received fees. Opportunity Under Management is not a measure of our expected revenue. Opportunity Under Management reflects our estimate over a designated period of time and should not be used as an estimate of our opportunity for any particular quarter within that period. Also, the value of end customer contracts actually delivered during a twelve-month period should not be expected to occur in even quarterly increments due to seasonality and other factors impacting our clients and their end customers. We estimated the value of such end customer contracts based on a combination of factors, including the value of end customer contracts made available to us by our clients in past periods, the minimum value of end customer contracts that our clients are required to give us the opportunity to sell pursuant to the terms of our contracts with them, periodic internal business reviews of our expectations as to the value of end customer contracts that will be made available to us by our clients, the value of end customer contracts included in the Service Performance Analysis (SPA) and collaborative discussions with our clients assessing their expectations as to the value of service contracts that they make available to us for sale. While the minimum value of end customer contracts that our clients are required to give us represented a portion of our estimated Opportunity Under Management, a significant portion of the Opportunity Under Management is estimated based on the other factors described above. As our experience with our business, our clients and their contracts has grown, we have continually refined the process, improved the assumptions and expanded the data related to our calculation of the Opportunity Under Management. When estimating Opportunity Under Management, we must, to a large degree, rely on the assumptions described above, which may prove incorrect. These assumptions are inherently subject to significant business and economic uncertainties and contingencies, many of which are beyond our control. Our estimates therefore may prove inaccurate, causing the actual value of end customer contracts delivered to us in a given period to differ from our estimate of Opportunity Under Management. These factors include:

- the extent to which clients deliver a greater or lesser value of end customer contracts than may be required or otherwise expected;
- changes in the pricing or terms of service contracts offered by our clients;
- increases or decreases in the end customer base of our clients;
- the extent to which the renewal rates we achieve on behalf of a client early in an engagement affect the amount of opportunity that the client makes available to us later in the engagement;
- client cancellations of their contracts with us; and
- changes in our clients' businesses, sales organizations, management, sales processes or priorities.

Our managed services revenue also depends on our booking rate and commissions. Our bookings is the total amount of Opportunity Under Management that we renew on behalf of our clients. Our commission rate is an agreed-upon percentage of the renewal value of end customer contracts that we sell on behalf of our clients.

Our booking rate is impacted principally by our ability to successfully sell service contracts on behalf of our clients. Other factors impacting our booking rate include: the manner in which our clients price their service contracts for sale to their end customers; the stage of life-cycle associated with the products and underlying technologies covered by the service contracts offered to the end customer; the extent to which our clients or their competitors introduce new products or underlying technologies; the nature, size and age of the service contracts; and the extent to which we have managed the renewals process for similar products and underlying technologies in the past.

In determining commission rates for an individual engagement, various factors, including our booking rate, as described above, are evaluated. These factors include: historical, industry specific and client specific renewal rates for similar service contracts; the magnitude of the Opportunity Under Management in a particular engagement; the number of end customers associated with these opportunities; and the opportunity to receive additional performance commissions when we exceed certain renewal levels. We endeavor to set our commission rates at levels commensurate with these factors and other factors that may be relevant to a particular engagement. Accordingly, our commission rates vary, often significantly, from engagement to engagement. In addition, we sometimes agree to lower commission rates for engagements with significant Opportunity Under Management.

In 2014 and 2015, we experienced a decline in Opportunity Under Management for our managed services business due to a number of contractions and non-renewals by some of our clients. We expect the reduction in Opportunity

Under Management experienced in 2014 and 2015 will continue to impact our revenues into 2016 until we can replace this decline in Opportunity Under Management.

Table of Contents

Number of Engagements. We track the number of engagements we have with our clients. We often have multiple engagements with a single client, particularly where we manage the sales of service renewals relating to different product lines, technologies, types of contracts or geographies for the client. When the set of renewals we manage on behalf of a client is associated with a separate client contract or a distinct product set, type of end customer contract or geography and therefore requires us to assign a service sales team to manage the renewals, we designate the set of renewals and associated revenues and costs as a unique engagement. For example, we may have one engagement consisting of a service sales team selling maintenance contract renewals of a particular product for a client in the United States and another engagement consisting of a sales team selling warranty contract renewals of a different product for the same client in Europe. These would count as two engagements. We had approximately 154, 191 and 150 engagements as of December 31, 2015, 2014 and 2013 respectively.

Factors Affecting our Performance

Sales Cycle. We sell our integrated solution through our sales organization. At the beginning of the sales process, our quota-carrying sales representatives contact prospective clients and educate them about our offerings. Educating prospective clients about the benefits of our solution can take time, as many of these prospects have not historically relied upon integrated solutions like ours for service revenue management, nor have they typically put out a formal request for proposal or otherwise made a decision to focus on this area. As part of our sales process, we utilize our solutions design team to perform a SPA of our prospect's service revenue. The SPA includes an analysis of best-practices and benchmarks the prospect's service revenue against industry peers. Through the SPA process, which typically takes several weeks, we are able to assess the characteristics and size of the prospect's service revenue, identify potential areas of performance improvement, and formulate our proposal for managing the prospect's service revenue. The length of our sales cycle for a new client, inclusive of the SPA process and measured from our first formal discussion with the client until execution of a new client contract, is typically longer than six months and has increased in recent periods.

We generally contract with new clients to manage a specified portion of their service revenue opportunity, such as the opportunity associated with a particular product line or technology, contract type or geography. We negotiate the engagement specific terms of our client contracts, including commission rates, based on the output of the SPA, including the areas identified for improvement. Once we demonstrate success to a client with respect to the opportunity under contract, we seek to expand the scope of our engagement to include other opportunities with the client. For some clients, we manage all or substantially all of their service contract renewals.

For cloud technologies, the SPA may be more limited and focused on the benefits of the respective technology and therefore may take less time.

Implementation Cycle. After entering into an engagement with a new client, and to a lesser extent after adding an engagement with an existing client, we incur sales and marketing expenses related to the commissions owed to our sales personnel. These commissions are based on the estimated total contract value, with a material portion of the commission expensed upfront and the remaining portion expensed ratably over a period of twelve to fourteen months. We also make upfront investments in technology and personnel to support the engagement. These expenses are typically incurred one to three months before we begin generating sales and recognizing revenue. Accordingly, in a given quarter, an increase in new clients, and, to a lesser extent, an increase in engagements with existing clients, or a significant increase in the contract value associated with such new clients and engagements, will negatively impact our gross margin and operating margins until we begin to achieve anticipated sales levels associated with the new engagements, which is typically two to three quarters after we begin selling contracts on behalf of our clients. Although we expect new client engagements to contribute to our operating profitability over time, in the initial periods of a client relationship, the near term impact on our profitability can be negatively impacted by slower-than anticipated growth in revenues for these engagements as well as the impact of the upfront costs we incur, the lower initial level of associated service sales team productivity and lack of mature data and technology integration with the client. As a result, an increase in the mix of new clients as a percentage of total clients may initially have a negative impact on our operating results. Similarly, a decline in the ratio of new clients to total clients may positively impact our near-term operating results.

Contract Terms. Substantially all of our managed services revenue comes from our pay-for-performance model. Under our pay-for-performance model, we earn commissions based on the value of service contracts we sell on behalf of our clients. In some cases, we earn additional performance-based commissions for exceeding pre-determined service renewal targets.

Our new client contracts typically have an initial term between two and four years. Our contracts generally require our clients to deliver a minimum value of qualifying service revenue contracts for us to renew on their behalf during a specified period. To the extent that our clients do not meet their minimum contractual commitments over a specified period, they may be subject to fees for the shortfall. Our client contracts are cancelable on relatively short notice, subject in most cases to the

Table of Contents

payment of an early termination fee by the client. The amount of this fee is based on the length of the remaining term and value of the contract.

We invoice our clients on a monthly basis based on commissions we earn during the prior month, and with respect to performance-based commissions, on a quarterly basis based on our overall performance during the prior quarter. Revenue is recognized in the period in which our services are performed or, in the case of performance commissions, when the performance condition is achieved. Because the invoicing for our services generally coincides with or immediately follows the sale of service contracts on behalf of our clients, we do not generate or report a significant deferred revenue balance. However, the combination of factors such as, but not limited to, minimum contractual commitments, the performance improvement potential identified by our SPA process, our success in generating improved renewal rates for our clients, and our clients' historical renewal rates, for example, help to provide us with revenue visibility, but may all affect our performance favorably or unfavorably.

M&A Activity. Our clients, particularly those in the technology sector, participate in an active environment for mergers and acquisitions. Large technology companies have maintained active acquisition programs to increase the breadth and depth of their product and service offerings and small and mid-sized companies have combined to better compete with large technology companies. A number of our clients have merged, purchased other companies or been acquired by other companies. We expect merger and acquisition activity to continue to occur in the future.

The impact of these transactions on our business can vary. Acquisitions of other companies by our clients can provide us with the opportunity to pursue additional business to the extent the acquired company is not already one of our clients. Similarly, when a client is acquired, we may be able to use our relationship with the acquired company to build a relationship with the acquirer. In some cases we have been able to maintain our relationship with an acquired client even where the acquiring company handles its other service contract renewals through internal resources. In other cases, however, acquirers have elected to terminate or not renew our contract with the acquired company.

Economic Conditions and Seasonality. An improving economic outlook generally has a positive, but mixed, impact on our business. As with most businesses, improved economic conditions can lead to increased end customer demand and sales. In particular, within the technology sector, we believe that the recent economic downturn led many companies to cut their expenses by choosing to let their existing maintenance, support and subscription agreements lapse. An improving economy may have the opposite effect.

However, an improving economy may also cause companies to purchase new hardware, software and other technology products, which we generally do not sell on behalf of our clients, instead of purchasing maintenance, support and subscription services for existing products. To the extent this occurs, it would have a negative impact on our opportunities in the near term that would partially offset the benefits of an improving economy.

We believe the current uncertainty in the economy, combined with shifting market forces toward subscription-based models, is impacting a number of our clients and prospective clients, particularly in the traditional enterprise software and hardware segments. These forces have placed pressure on end customer demand for their renewal contracts and also have led to some slower decision making in general. This economic and industry environment has adversely affected the conversion rates for end customers and contracts. To the extent these conditions continue they will impact our future revenues.

In addition to the uncertainty in the macroeconomic environment, we experience a seasonal variance in our revenue typically for the third quarter of the year as a result of lower or flat renewal volume corresponding to the timing of our clients' product sales particularly in the international regions. The impact of this seasonal fluctuation can be amplified if the economy as a whole is experiencing disruption or uncertainty, leading to deferral of some renewal decisions. As we increase our subscription revenue base, this seasonality will become less apparent. However, for at least the foreseeable future, we would expect this pattern to continue.

Establishment of "Software-as-a-Service" Business unit. Within the software industry, there is a growing trend toward providing software to clients using a SaaS model. Under this model, SaaS companies provide access to software applications to customers on a remote basis, and provide their customers with a subscription to use the software, rather than licensing software to their customers.

We have several SaaS-based applications that we develop and support: Renew OnDemand (our purpose-built offering to manage and maximize recurring revenue), ServiceSource Revenue Analytics (our SaaS offering to help companies with predictive analytics for recurring revenue), and other SaaS cloud technologies such as ServiceSource Customer Success. Our research and development costs are primarily related to SaaS based applications and development of other technologies that are integrated with our overall solutions. We intend to maintain client support, training and professional service organizations to support deployments of our SaaS based applications and solutions. Our 2015 research and development costs were related to

Table of Contents

the further development of our SaaS based applications and the design and development of other technologies that are integrated with our overall solutions. We expect our research and development costs to decline in 2016 as we complete the development of specific, major releases.

Basis of Presentation

Net Revenue

Substantially all of our net revenue is attributable to commissions we earn from the sale of renewals of maintenance, support and subscription agreements on behalf of our clients. We generally invoice our clients for our services in arrears on a monthly basis for sales commissions, and on a quarterly basis for certain performance sales commissions; accordingly, we typically have no deferred revenue related to these services. We do not set the price, terms or scope of services in the service contracts with end customers and do not have any obligations related to the underlying service contracts between our clients and their end customers.

We also earn revenue from the sale of subscriptions to our cloud based applications. To date, subscription revenue has been a small percentage of total revenue. We expect revenues generated from subscriptions of Renew OnDemand and ServiceSource SaaS cloud technologies to decline in 2016. Subscription fees are accounted for separately from commissions, and they are billed in advance over a monthly, quarterly or annual basis. Subscription revenue is recognized ratably over the related subscription term.

We have generated a significant portion of our revenue from a limited number of clients. Our top ten clients accounted for 57%, 51% and 50% of our net revenue for the years ended December 31, 2015, 2014 and 2013, respectively. No single client represented 10% or more of our revenues in 2015. One client accounted for 10% or more of our revenues in 2014 and 2013.

In the first quarter of 2015, our largest client at the time notified the Company of its intention to reduce the scope of their managed services and engagement and subscription of our legacy system contracted effective April 2015.

The loss of revenue from any of our top clients for any reason, including the failure to renew our contracts, termination of some or all of our services, a change of relationship with any of our key clients or their acquisition, can cause a significant decrease in our revenue. The client cancellations and reductions in 2015 returned to historical rates after being above these historical averages in 2014. Since revenue recognized from client cancellations and reductions continues a quarter or two past the date of termination, depending on client contract, revenues in the first half of 2016 as compared to the prior year period will be slightly impacted. The timing of cancellations and client reductions can have a material impact to our revenue.

Our business is geographically diversified. During 2015, 66% of our net revenue was earned in North America and Latin America (NALA), 24% in Europe, Middle East and Africa (EMEA) and 10% in Asia Pacific-Japan (APJ). Net revenue for a particular geography generally reflects commissions earned from sales of service contracts managed from our sales centers in that geography. Predominantly all of the service contracts sold and managed by our sales centers relate to end customers located in the same geography. APJ is our newest region, and as a result accounts for less of our net revenue. In addition, our Kuala Lumpur and Manila locations are global service delivery centers where we have centralized, for our worldwide operations, the key contract renewal processes that do not require regional expertise, such as client data management and quoting. We do not generate any client revenue out of Kuala Lumpur or Manila, so they are effectively cost centers which contribute to our APJ region.

Cost of Revenue and Gross Profit

Our cost of revenue expenses include employee compensation expense, technology costs, including those related to the delivery of our cloud-based technologies, and allocated overhead costs. Compensation expense includes salary, bonus, benefits and stock-based compensation for our dedicated service sales teams. Our allocated overhead includes

costs for facilities, information technology and depreciation, including amortization of internal-use software associated with our service revenue technology platform and cloud applications. Allocated costs for facilities consist of rent, maintenance and compensation of personnel in our facilities departments. Our allocated costs for information technology include costs associated with third-party data centers where we maintain our data servers, compensation of our information technology personnel and the cost of support and maintenance contracts associated with computer hardware and software. To the extent our client base or Opportunity Under Management expands, we may need to hire additional service sales personnel and invest in infrastructure to support such growth. Our cost of revenue may fluctuate significantly and increase or decrease on an absolute basis and as a percentage of revenue in the near term, including for the reasons discussed above under, “Factors Affecting Our Performance—Implementation Cycle”. We saw material reductions in cost of revenue expenses in 2015 related primarily to our efforts to better align our personnel costs with the decrease in revenue during 2015. We expect cost of revenues to remain flat as

Table of Contents

additional cost reduction measures will be offset by incremental investments in technology, the addition of new service delivery centers and the expansion of our client engagements. Gross profit as a percent of revenue is expected to be flat to slightly improved for 2016.

Operating Expenses

Sales and Marketing. Sales and marketing expenses are the largest component of our operating expenses and consist primarily of compensation expenses and sales commissions for our sales and marketing staff, allocated expenses and marketing programs and events. We sell our solutions through our global sales organization, which is organized across three geographic regions: NALA, EMEA and APJ. Our commission plans provide that payment of commissions to our sales representatives is contingent on their continued employment, and we recognize expense over a period that is generally between twelve and fourteen months following the execution of the applicable contract. When commissions are paid out upon contract signing and are not contingent on future payments and continued employment, we expense the sales commission upon contract signing. We currently expect sales and marketing expenses to decline in 2016 and decrease or remain flat as a percentage of revenue in future years.

Research and Development. Research and development expenses consist primarily of employee compensation expense, allocated costs and the cost of third-party service providers. We focus our research and development efforts on developing new products and applications related to our technology platform. In connection with the development and enhancements of our SaaS cloud applications, we capitalize certain expenditures related to the development and enhancement of internal-use software related to our technology platform. We expect research and development spending to decline in 2016 and decrease or remain flat as a percentage of revenue in future years.

General and Administrative. General and administrative expenses consist primarily of employee compensation expense for our executive, human resources, finance and legal functions, and related expenses for professional fees for accounting, tax and legal services, as well as allocated expenses. We expect that our general and administrative expenses will increase in 2016 as we invest in additional facilities, expand our learning and development function and we invest in additional information technology.

Restructuring and Other. Restructuring and other expenses consist primarily of stock compensation expense related to the accelerated vesting of certain equity awards, employees' separation payments and related employee benefits and charges related to cancellation of contracts. We completed this restructuring in 2015.

Goodwill and other intangibles impairment. No impairment charges were recognized in 2015. The goodwill and other intangibles impairment charge recorded in 2014 is related to the outcome of our impairment analysis which resulted in a non-cash goodwill impairment charge of $22.7 million relating to our Cloud and Business Intelligence (CBI) reporting unit, and a charge of $2.5 million related to the impairment of intangible assets. Our policy is to perform an annual impairment analysis of goodwill in the fourth quarter of each year and between annual tests if events or circumstances indicate that it is more likely than not that the asset is impaired. Additionally, any further decline in the Company's market capitalization or other events or circumstances may require additional impairment charges to be recorded in future periods against any remaining other intangibles

Interest Expense and Other, Net

Interest expense. Interest expense consists primarily of interest expense associated with our convertible debt, fees related to our credit facility, capital lease payments; accretion of debt discount; and amortization of debt issuance costs. We recognize accretion of debt discount and amortization of interest costs using the effective interest method. We expect our interest expense to increase slightly in 2016 from accretion of debt discount, amortization of deferred financing costs and contractual interest costs as a result of our August 2013 issuance of $150.0 million aggregate principal amount of convertible notes due August 2018.

Other, Net. Other, net consists primarily of foreign exchange gains and losses and the interest income earned on our cash, cash equivalents and marketable securities investments. We expect other income to vary depending on the movement in foreign currency exchange rates and the related impact on our foreign exchange gain (loss) and the return of interest on our investments.

Income Tax Provision (Benefit)

We account for income taxes using an asset and liability method, which requires the recognition of taxes payable or refundable for the current year and deferred tax assets and liabilities for the expected future tax consequences of temporary

Table of Contents

differences that currently exist between the tax basis and the financial reporting basis of our taxable subsidiaries' assets and liabilities using the enacted tax rates in effect for the year in which the differences are expected to reverse. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in operations in the period that includes the enactment date. The measurement of deferred tax assets is reduced, if necessary, by the amount of any tax benefits that, based on available evidence, are not expected to be realized.

We evaluate our ability to realize the tax benefits associated with deferred tax assets on a jurisdictional basis. This evaluation utilizes the framework contained in ASC 740, Income Taxes, wherein management analyzes all positive and negative evidence available at the balance sheet date to determine whether all or some portion of our deferred tax assets will not be realized. Under this guidance, a valuation allowance must be established for deferred tax assets when it is more likely than not (a probability level of more than 50 percent) that they will not be realized. In assessing the realization of our deferred tax assets, we consider all available evidence, both positive and negative.

In performing our evaluation, we place significant emphasis on guidance contained in ASC 740, which states that "a cumulative loss in recent years is a significant piece of negative evidence that is difficult to overcome."

We account for unrecognized tax benefits using a more-likely-than-not threshold for financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. We establish reserves for tax-related uncertainties based on estimates of whether, and the extent to which, additional taxes will be due. We record an income tax liability, if any, for the difference between the benefit recognized and measured and the tax position taken or expected to be taken on our tax returns. To the extent that the assessment of such tax positions change, the change in estimate is recorded in the period in which the determination is made. The reserves are adjusted in light of changing facts and circumstances, such as the outcome of a tax audit. The provision for income taxes includes the impact of reserve provisions and changes to reserves that are considered appropriate.

Results of Operations

The table below sets forth our consolidated results of operations for the periods presented. The period-to-period comparison of financial results presented below is not necessarily indicative of financial results to be achieved in future periods.

Table of Contents

	Years Ended December 31,		
	2015	2014	2013
Consolidated statement of operations data:	(in thousands)		
Net revenue	$252,203	$272,180	$272,482
Cost of revenue	171,369	194,009	162,449
Gross profit	80,834	78,171	110,033
Operating expenses:			
Sales and marketing	44,086	59,988	58,826
Research and development	16,480	25,802	23,855
General and administrative	46,299	47,808	44,913
Restructuring and other	3,662	3,314	—
Goodwill and other intangibles impairments	—	25,108	—
Total operating expenses	110,527	162,020	127,594
Loss from operations	(29,693)	(83,849)	(17,561)
Interest expense and other, net	(9,316)	(11,008)	(4,420)
Loss before income taxes	(39,009)	(94,857)	(21,981)
Income tax provision	1,404	302	871
Net loss	$(40,413)	$(95,159)	$(22,852)
Includes stock-based compensation of:			
Cost of revenue	$2,666	$3,995	$3,303
Sales and marketing	3,393	6,193	9,831
Research and development	1,299	2,800	2,414
General and administrative	6,029	7,911	8,072
Restructuring and other	2,579	—	—
Total stock-based compensation	$15,966	$20,899	$23,620

The following table sets forth our operating results as a percentage of net revenue:

	Years Ended December 31,		
	2015	2014	2013
	(as % of net revenue)		
Net revenue	100%	100%	100%
Cost of revenue	68%	71%	60%
Gross profit	32%	29%	40%
Operating expenses:			
Sales and marketing	17%	22%	22%
Research and development	7%	9%	9%
General and administrative	18%	18%	16%
Restructuring and other	1%	1%	—%
Goodwill and other intangibles impairment	—%	9%	—%
Total operating expenses	43%	59%	47%
Loss from operations	(11)%	(30)%	(7)%

Table of Contents

Years Ended—December 31, 2015 and 2014

Net Revenue

	Years Ended December 31,					
	2015		2014			
	Amount	% of Net Revenue	Amount	% of Net Revenue	Change	% Change
	(in thousands)					
Net revenue						
Managed Services	$227,645	90 %	$240,573	89 %	$(12,928)	(5)%
Cloud and Business Intelligence	24,558	10 %	31,607	11 %	(7,049)	(22)%
Total net revenue	$252,203	100 %	$272,180	100 %	$(19,977)	(7)%

Net revenue decreased $20.0 million, or 7%, in 2015 compared to 2014. The overall decrease in revenue in 2015 was due to client cancellations and engagement reductions, including some of our top clients, in excess of new client engagement additions from 2014. The client cancellations and reductions in 2015 were in line with our historical rates.

Managed services revenue decreased by $12.9 million, or 5%, in 2015 related to the higher than average client cancellations and reductions in 2014.

The $7.0 million, or 22%, decrease in revenue from our CBI business in 2015, compared to 2014, was primarily attributable to a loss of subscription revenue related to the elimination of certain services provided to one of our largest clients.

Cost of Revenue and Gross Profit

	Years Ended December 31,					
	2015		2014			
	Amount	% of Net Revenue	Amount	% of Net Revenue	Change	% Change
	(in thousands)					
Cost of Revenue						
Managed Services	$155,898	62 %	$170,820	63 %	$(14,922)	(9)%
Cloud and Business Intelligence	15,471	6 %	23,189	9 %	(7,718)	(33)%
Total cost of revenue	$171,369	68 %	$194,009	72 %	$(22,640)	(12)%

	Years Ended December 31,					
	2015		2014			
	Amount	% of Net Revenue	Amount	% of Net Revenue	Change	% Change
	(in thousands)					
Gross profit						
Managed Services	$71,747	28 %	$69,753	26 %	$1,994	3 %
Cloud and Business Intelligence	9,087	4 %	8,418	3 %	669	8 %
Total gross profit	$80,834	32 %	$78,171	29 %	$2,663	3 %

The $14.9 million, or 9%, decrease in our cost of revenue for our managed services business in 2015 compared to 2014 reflects a $15.9 million decrease in employee compensation expense as a result of lower headcount that corresponded with our efforts to better align employee costs with the decrease in revenue, offset by a $3.8 million increase in temporary labor, and a $3.4 million decrease in allocated overhead.

The $7.7 million, or 33%, decrease in our cost of revenue for our CBI business in 2015 compared to 2014, reflected a $4.0 million reduction in employee compensation costs related to lower headcount that corresponded with our efforts to better align

Table of Contents

employee costs with the decrease in revenue. Also contributing to the decrease was a $2.8 million reduction in temporary labor and consultant costs, a $2.1 million reduction in information technology spending, a $0.4 million decrease in travel expenses and a $0.3 million decrease in allocated overhead offset by a $1.8 million increase in depreciation expenses, related to certain internally developed software projects placed into service during the year.

The $2.0 million, or 3%, increase in managed services gross profit in 2015 compared to 2014 was mainly driven by the lower headcount and related personnel costs.

Gross profit in 2015 compared to 2014 increased by $0.7 million, or 8%, for our CBI business due to continued focus on cost reductions. Also, contributing to the cost reductions were lower cost of professional services and lower support and hosting costs related to our software solutions.

Operating Expenses

	Years Ended December 31,							
	2015		2014					
	Amount	% of Net Revenue	Amount	% of Net Revenue	Change		% Change	
	(in thousands)							
Operating expenses:								
Sales and marketing	$44,086	17 %	$59,988	22 %	$(15,902)		(27)%	
Research and development	16,480	7 %	25,802	9 %	(9,322)		(36)%	
General and administrative	46,299	18 %	47,808	18 %	(1,509)		(3)%	
Restructuring and other	3,662	1 %	3,314	1 %	348		11 %	
Goodwill and other intangibles impairment	—	— %	25,108	9 %	(25,108)		(100)%	
Total operating expenses	$110,527	43 %	$162,020	59 %	$(51,493)		(32)%	
Includes stock-based compensation of:								
Sales and marketing	$3,393		$6,193		$(2,800)			
Research and development	1,299		2,800		(1,501)			
General and administrative	6,029		7,911		(1,882)			
Restructuring and other	2,579		$—		$—			
Total stock-based compensation	$13,300		$16,904		$(6,183)			

Sales and marketing expenses

The $15.9 million, or 27%, decrease in sales and marketing expenses in 2015 compared to 2014 resulted primarily from decreased employee compensation expense of $8.3 million due to lower headcount. The lower headcount period over period is the result of our efforts to rationalize our cost structure. Also, contributing to the decrease was a $3.4 million decrease in temporary labor and consultant costs, a $1.0 million decrease in travel expenses, a $1.4 million decrease in marketing programs and a $0.6 million decrease in recruiting fees. We expect sales and marketing expenses to decrease in 2016 as we seek to better match our expense levels to our revenue.

Research and development expenses

The $9.3 million, or 36%, decrease in research and development expense in 2015 compared to 2014 was primarily due to a $4.2 million increase in capitalized internal-use software costs, $3.9 million decrease in employee compensation expense and a $0.7 million decrease in temporary labor, travel and recruiting costs, all related to our efforts to reduce research and development spend starting in the second half of 2014. We also expect to continue capitalizing internal-use software costs in the future and the amount capitalized will depend on the level of expenditures on research and development.

General and administrative expenses

The $1.5 million, or 3%, decrease in general and administrative expense in 2015 compared to 2014 reflected a $1.4 million decrease in employee compensation expense related to lower headcount and a $4.9 million decrease across the

Table of Contents

following: temporary labor and professional fees, facilities costs, technology spend, recruiting and depreciation, all offset by a $4.2 million reduction in overhead allocations to other departments.

We anticipate spending in 2016 for general and administrative functions to remain flat or slightly increase from 2015 as we balance cost reduction activities with global investments in the business.

Restructuring and other expenses

The increase in restructuring and other expenses in 2015 of $0.3 million, or 11%, was related to the recognition of additional employee termination related costs in 2015. The 2015 charge consists primarily of $2.6 million of stock compensation expense related to the accelerated vesting of certain equity awards granted to our former interim CFO and CEO, and separation payments. The Company completed this restructuring effort in 2015.

Goodwill and other intangibles impairment expenses

The decrease in goodwill and other intangible expenses in 2015 compared to 2014 is due to no impairment charges being recognized in 2015. Refer to the goodwill and other intangibles impairment expenses in the 2014 versus 2013 section below for a discussion of the 2014 impairment charges.

Interest Expense and Other, Net

	Years Ended December 31,							
	2015		2014					
	Amount	% of Net Revenue	Amount	% of Net Revenue	Change		% Change	
	(in thousands)							
Interest expense	$10,393	4 %	$9,886	4 %	$507		5	%
Other, net	$(1,077)	— %	$1,122	— %	$(2,199)		(196)	%

Interest expense for 2015 increased by $0.5 million, or 5%, as compared to 2014 due to the accretion of debt discount related to the convertible notes issued in August 2013.

Other, net for 2015 decreased by $2.2 million due primarily to lower foreign currency expenses as a result of the U.S. dollar strengthening against the Euro and other foreign currencies where we have operations.

Income Tax Provision

	Years Ended December 31,			
	2015	2014	Change	% Change
	(in thousands)			
Income tax provision	$1,404	$302	$1,102	*

*Not considered meaningful.

For the year ended December, 31, 2015, we recorded a charge to income tax expense of $1.4 million. This includes the impact of state income tax law changes that were recorded during the second quarter ended June 30, 2015 and affects the manner in which the Company apportions revenue to the state of Tennessee. The remaining portion of our tax expense relates to anticipated taxes in jurisdictions where we have profitable operations, including certain U.S. states, offset by benefits available from state tax credits. No benefit was otherwise provided for losses incurred in U.S. and Singapore, because these losses are offset by a full valuation allowance. In November 2015, the Philippine Economic Zone Authority granted a four year tax holiday to the Company's Philippine affiliate, commencing with its fiscal year, beginning January 1, 2016.

For the year ended December 31, 2014, a charge to income tax expense of $0.3 million was recorded. This amount primarily represents anticipated taxes in jurisdictions where we have profitable operations, including certain U.S. states, offset by benefits from state credits. No benefit was otherwise provided for losses incurred in U.S. and Singapore, because these losses are offset by a full valuation allowance. The benefit associated with losses in Ireland is also offset by a full valuation allowance, except to the extent of losses which may be carried back to offset taxable income in the preceding year. In

Table of Contents

December 2013, our Malaysia affiliate was granted a 10-year tax holiday as an Operational Headquarters (OHQ), commencing January 1, 2014.

Years Ended—December 31, 2014 and 2013

Net Revenue

	Years Ended December 31,					
	2014		2013			
	Amount	% of Net Revenue	Amount	% of Net Revenue	Change	% Change
	(in thousands)					
Net revenue						
Managed Services	$240,573	89 %	$255,547	94 %	$(14,974)	(6)%
Cloud and Business Intelligence	31,607	11 %	16,935	6 %	14,672	87 %
Total net revenue	$272,180	100 %	$272,482	100 %	$(302)	— %

Net revenue decreased $0.3 million in 2014 compared to 2013. The overall decrease in revenue in 2014 was due to client cancellation and reductions, including among some of our top clients, in excess of new client additions and expansions for the managed services segment. Offsetting this decrease was an increase in Scout Analytics revenue in 2014.

Managed services revenue decreased by 6% in 2014, compared to 2013 due to the restructuring of certain of the managed services revenue contracts with our installed base clients to include a subscription to our SaaS platform, which resulted in a shift of some revenue from managed services to CBI. The client cancellation and reductions occurred heavily in the second part of 2014, and therefore had a limited impact on 2014.

The increase in revenue from our CBI business in 2014, compared to 2013, was primarily attributable to nearly $10 million from the restructuring of certain contracts with our installed based clients that were originally only Managed Services to include a subscription to our SaaS platform and approximately $4 million in revenue attributable to our Scout SaaS platform acquired in January 2014. CBI benefited from expansions from several clients but was offset by cancellations from other clients.

Cost of Revenue and Gross Profit

	Years Ended December 31,					
	2014		2013			
	Amount	% of Net Revenue	Amount	% of Net Revenue	Change	% Change
	(in thousands)					
Cost of Revenue						
Managed Services	$170,820	63 %	$147,278	54 %	$23,542	16 %
Cloud and Business Intelligence	23,189	9 %	15,171	6 %	8,018	53 %
Total cost of revenue	$194,009	72 %	$162,449	60 %	$31,560	19 %

	Years Ended December 31,					
	2014		2013			
	Amount	% of Net Revenue	Amount	% of Net Revenue	Change	% Change
	(in thousands)					
Gross profit						
Managed Services	$69,753	26 %	$108,269	40 %	$(38,516)	(36)%

Cloud and Business Intelligence	8,418	3	%	1,764	1	%	6,654	377	%
Total gross profit	$78,171	29	%	$110,033	41	%	$(31,862)	(29)	%

Table of Contents

The 19% increase in our cost of revenue in 2014 compared to 2013 reflects a $22.4 million increase in the compensation expense of service sales personnel for managed services as a result of increased headcount and higher average salaries, and a $2.0 million increase in our information technology and depreciation expenses related to the expansion of the service sales teams and amortization related to developed technology assets developed internally and related to our acquisition of Scout Analytics in 2014.

The $8.0 million increase in our cost of revenue for our CBI business in 2014 compared to 2013, reflected a $3.4 million increase in compensation expense partially due to incremental employees of Scout Analytics that was acquired January 2014, employees that moved to revenue generating efforts rather than engineering related work in 2013, a $2.5 million increase for information technology, depreciation and amortization expense and a $0.5 million increase in stock compensation expense with the increase in headcount and addition of resources related to our acquisition of Scout Analytics.

Gross profit in 2014 was adversely impacted for our managed services business due to the restructuring of some of the managed services contracts with our installed base clients to include a subscription to our SaaS platform. This change had the effect of reducing the revenue for our managed services business, without reducing the cost structure to serve the client in many cases. In addition, to better support our clients, we have increased our investment across several key accounts, both in terms of increased managed services and professional services personnel. This increased allocation of resources has continued to compress our gross margins across both of our business segments.

Gross profit in 2014 increased for our CBI business due to the improved scale in our SaaS business, increase in revenue from restructuring of certain managed services contracts with our installed base clients to include a subscription to our SaaS platform and revenue from Scout Revenue Analytic solution acquired in January 2014, offset by a shift in expenses from research and development to cost of revenue, as we transitioned from development to client deployment of these products.

Operating Expenses

	Years Ended December 31,							
	2014		2013					
	Amount	% of Net Revenue	Amount	% of Net Revenue		Change	% Change	
	(in thousands)							
Operating expenses:								
Sales and marketing	$59,988	22 %	$58,826	22 %		$1,162	2	%
Research and development	25,802	9 %	23,855	9 %		1,947	8	%
General and administrative	47,808	18 %	44,913	16 %		2,895	6	%
Restructuring and other	$3,314	1 %	$—	— %		$3,314	100	%
Goodwill and other intangibles impairment	$25,108	9 %	$—	— %		$25,108	100	%
Total operating expenses	$162,020	59 %	$127,594	47 %		$34,426	27	%
Includes stock-based compensation of:								
Sales and marketing	$6,193		$9,831			$(3,638)		
Research and development	2,800		2,414			386		
General and administrative	7,911		8,072			(161)		
Total stock-based compensation	$16,904		$20,317			$(3,413)		

Sales and marketing expenses

The 2% increase in sales and marketing expenses in 2014 is due to an increase in the number of sales and marketing personnel, primarily in NALA and EMEA resulting in a $4.0 million increase in employee compensation expense and recruiting costs. Also, the increase in headcount reflected hiring for the Revenue Analytics sales team and overall increase in sales effort primarily in the first half of 2014. There was also a total of $1.6 million increase in consulting fees related to strategic initiatives in 2014 and higher overall costs including depreciation expenses and Scout Analytics related expenses, which was partially offset by lower marketing expenses of $0.5 million as a result of lower spending on brand development. Stock compensation expense decreased by $3.6 million from 2013 due to streamlining of sales management in 2014 where certain executive roles that existed in 2013 did not exist in 2014 and the lower stock price from 2013 reduced the cost of stock compensation.

Table of Contents

Research and development expenses

The 8% increase in research and development expense in 2014 was primarily due to higher headcount, professional fees and the addition of the Scout Analytics engineering team in January 2014 of $5.3 million. Capitalization of internally developed software increased $3.0 million compared to 2013 due to development of our Renew OnDemand and Revenue Analytics offerings and related applications. Travel declined $0.3 million due to an effort to reduce spending in the second half of 2014. We expect research and development spending to decrease or remain the same on an absolute basis and as a percentage of revenue in the near term as we focus on achieving profitability through a combination of revenue growth and spending controls.

General and administrative expenses
The 6% increase in general and administrative expense in 2014 compared to 2013 reflected a $2.9 million increase in compensation expense due to hiring across finance, human resources and information technology as the team expanded to support the new business lines and integration of our acquisition.

Restructuring and other expenses

The increase in restructuring and other expenses in 2014 of $3.3 million was related to the Company executing a restructuring effort during the second half of 2014. The charge consists primarily of employees' severance payments, related employee benefits, retention bonuses and cancellation of contracts.

Goodwill and other intangibles impairment expenses

The goodwill and other intangibles impairment charge recorded in 2014 is related to the outcome of impairment analysis which resulted in a non-cash goodwill impairment charge of $22.7 million relating to our CBI reporting unit, and a charge of $2.5 million related to the impairment of intangible assets related to the cancellation of a product line acquired in the Scout acquisition. The Company recorded a $21.0 million goodwill impairment as part of its interim impairment performed in the third quarter and a $1.7 million goodwill impairment charge in the fourth quarter as part of its annual impairment analysis. All goodwill impairment charges were related to the CBI business unit due to the slower than expected adoption of its SaaS products in tandem with the costs to support the platform. The Company also recorded an intangible asset impairment of $2.5 million related to the carrying value of the intangible assets impacted by the cancellation of a product line acquired in the Scout acquisition in the fourth quarter.

Interest Expense and Other, Net

	Years Ended December 31,								
	2014			2013					
	Amount	% of Net Revenue		Amount	% of Net Revenue		Change	% Change	
	(in thousands)								
Interest expense	$9,886	4	%	$3,754	1	%	$6,132	163	%
Other, net	$1,122	—	%	$666	—	%	$456	68	%

Interest expense for 2014 increased by $6.1 million as compared to 2013 due to accretion of debt discount and the amortization of debt issuance costs of $7.5 million and interest expense of $2.3 million for the convertible notes issued in August 2013. The increase in interest expense is due 2014 incurring a full year of these costs and 2013 incurring these costs starting August 2013.

Other, net for 2014 increased by $0.5 million due primarily to higher foreign currency expenses as compared to 2013.

Income Tax Provision

	Years Ended December 31,			%
	2014	2013	Change	Change
	(in thousands)			
Income tax provision	$302	$871	$(569)	(65)%

Table of Contents

For the year ended December 31, 2014, a charge to income tax expense of $0.3 million was recorded. This amount primarily represents anticipated taxes in jurisdictions where we have profitable operations, including certain U.S. states, offset by benefits available from state tax credits. No benefit was otherwise provided for losses incurred in U.S. and Singapore, because these losses are offset by a full valuation allowance. The benefit associated with losses in Ireland is also offset by a full valuation allowance, except to the extent of losses which may be carried back to offset taxable income in the preceding year. In December 2013, our Malaysia affiliate was granted a 10-year tax holiday as an Operational Headquarters (OHQ), commencing January 1, 2014.

In 2013, a charge to income tax expense of $0.9 million was recorded. This amount primarily represents anticipated taxes in jurisdictions where we have profitable operations, including certain U.S. states, offset by benefits from state credits. No benefit was otherwise provided for losses incurred in U.S. and Singapore, because these losses are offset by a full valuation allowance. In December 2013, our Malaysia affiliate was granted a 10-year tax holiday as an Operational Headquarters (OHQ), commencing January 1, 2014. The 2013 tax provision includes a benefit of $0.2 million resulting from a revaluation of previously recorded Malaysia deferred tax liabilities as a result of the OHQ tax holiday.

Liquidity and Capital Resources

At December 31, 2015, we had cash, cash equivalents and short-term investments of $208.7 million, which primarily consisted of cash, money market accounts, corporate bonds and U.S. government obligations held by well-capitalized financial institutions. In addition, at December 31, 2015, we had cash and cash equivalents of $6.0 million held outside of the U.S. by our foreign subsidiaries that was generated by such subsidiaries and which is used to satisfy their current operating requirements. We consider the undistributed earnings of our foreign subsidiaries to be indefinitely reinvested in foreign operations and our current plans do not require us to repatriate these earnings to fund our U.S. operations as we have sufficient cash, cash-equivalents and short-term investments held in the U.S.

Our primary operating cash requirements include the payment of employee compensation and related costs, working capital requirements related to accounts receivable and accounts payable, as well as costs for our facilities and information technology infrastructure. Historically, we have financed our operations principally from cash provided by our operating activities, proceeds from stock offerings and the exercise of stock options, and to a lesser extent, from a convertible note issuance and borrowings under various credit facilities, with no such borrowings in 2014 or 2015. We believe our existing cash and cash equivalents and short-term investments will be sufficient to meet our working capital and capital expenditure needs for at least the next twelve months.

In August 2013, we issued $150.0 million aggregate principal amount of 1.50% convertible notes due August 1, 2018 (the "Notes") and concurrently entered into convertible notes hedges and separate warrant transactions. The Notes will mature on August 1, 2018, unless earlier converted. Upon conversion, the Notes will be settled in cash, shares of our stock, or any combination thereof, at our option. We received proceeds of $145.1 million from the issuance of the convertible notes, net of associated fees, received $21.8 million from the issuance of the warrants and paid $31.4 million for the note hedges. The Notes are classified as a non-current liability on our consolidated balance sheet as of December 31, 2015.

Share Repurchase Program

In August 2015, the Board authorized a stock repurchase program (“the program”) repurchase up to $30.0 million worth of common stock of the Company. The program expires in August 2017. The aggregate amount available under the program was approximately $28.8 million at December 31, 2015. The Company’s share repurchase program does not obligate it to acquire any specific number of shares. Under the program, shares may be repurchased in privately negotiated and/or open market transactions, including under plans complying with Rule 10b5-1 under the Securities

Exchange Act of 1934, as amended.

During the year ended December 31, 2015, the Company repurchased 295,097 shares of its common stock under the program at an average price of $4.11 per share for a total of $1.2 million. All repurchases were made using currently available cash resources and the reacquired shares were retired upon repurchase

Credit Facility

The Company’s three-year credit agreement which provided for a secured revolving line of credit based on eligible accounts receivable up to $10.0 million expired on July 5, 2015. There were no borrowings under this facility during 2014 or 2015. The expiration of this revolving line of credit had no impact on our ability to fund our business operations.

Table of Contents

Letter of Credit and Restricted Cash

In May 2015 the Company commenced a 7-year office lease expiring in November 2022 for a new corporate headquarters in San Francisco, California. In connection with this new lease commitment, the Company was required to issue a $1.2 million letter of credit to the landlord. The letter of credit is secured by $1.2 million of a money market account which is classified as restricted cash in other assets, net, in our consolidated balance sheet as of December 31, 2015.

Summary Cash Flows

The following table sets forth a summary of our cash flows for the periods indicated:

	Years Ended December 31,		
	2015	2014	2013
	(in thousands)		
Net cash provided by (used in) operating activities	$2,623	$(23,762)	$15,675
Net cash used in investing activities	(25,194)	(61,872)	(82,472)
Net cash provided by financing activities	4,321	4,168	159,765
Net increase (decrease) in cash and cash equivalents, net of the effect of exchange rates on cash and cash equivalents	$(18,048)	$(79,750)	$93,564

Operating Activities

In 2015, net cash provided by operating activities was $2.6 million. Our net loss during the period was $40.4 million, which was impacted by non-cash charges of $13.7 million for depreciation and amortization, and $8.0 million of amortization of debt discount and issuance costs, $13.4 million for stock-based compensation, and $2.6 million for restructuring and other. Cash provided by operations as a result of changes in our working capital, include a $12.0 million decrease in accounts receivable and a $4.0 million increase in accrued liabilities and other. Uses of cash were related to a $2.8 million increase in prepaid expenses, a $0.5 million decrease in accrued taxes and a $1.6 million decrease in accounts payable.

In 2014, net cash used in operating activities was $23.8 million. Our net loss during the period was $95.2 million, which was impacted by non-cash charges of $13.2 million for depreciation and amortization, and $7.5 million of amortization of debt discount and issuance costs, $20.9 million for stock-based compensation and $25.1 million for goodwill and other intangibles impairment. Cash provided by operations as a result of changes in our working capital, including a $3.7 million decrease in accounts receivable, a $0.5 million increase in accrued taxes, and a $1.1 million increase in accrued liabilities and other. Uses of cash were related to a $0.6 million increase in prepaid expenses, and a $0.3 million decrease in accounts payable.

In 2013, net cash provided by operating activities was $15.7 million. Our net loss during the period was $22.9 million, adjusted by non-cash charges of $11.7 million for depreciation and amortization, $23.6 million for stock-based compensation and $2.8 million of amortization of debt discount and issuance costs. Cash provided by operations as a result of changes in our working capital, including a $3.8 million increase in accrued employee compensation and benefits, a $3.6 million increase in accrued liabilities and other, and a $0.5 million increase in accounts payable. Uses of cash were related to a $7.5 million increase in accounts receivable and a $1.3 million increase in prepaid expenses. Our working capital management, particularly around accounts receivable and accrued employee compensation and benefits, contributed to an improvements in our net cash flows from operations in 2013.

Investing Activities

In 2015 cash used in investing activities was principally related to the net purchase, sale and maturities of short-term investments of $12.0 million and for purchases of property and equipment of $12.0 million which includes $7.2 million of internally developed software costs.

In 2014 cash used in investing activities was principally related to the net purchase, sale and maturities of short-term investments of $20.0 million, acquisition of Scout Analytics of $32.6 million, and for the purchases of property and equipment of $9.4 million.

In 2013 cash used in investing activities was principally related to the net purchase, sale and maturities of short-term investments of $72.7 million and purchases of property and equipment of $5.3 million and as investments of $4.5

million in a privately held company.

Table of Contents

Financing Activities

Cash provided by financing activities was $4.3 million during 2015 and consisted primarily of option exercises and the purchase of common stock under our employee stock purchase plan offset by $1.2 million from the repurchase of common stock.

Cash provided by financing activities was $4.2 million during 2014 and consisted primarily of option exercises and the purchase of common stock under our employee stock purchase plan of $4.4 million, offset by payment of capital leases obligations.

Cash provided by financing activities was $159.8 million during 2013 and consisted primarily of proceeds from the issuance of convertible notes of $145.1 million, issuance of warrants of $21.8 million, and option exercises and the purchase of common stock under our employee stock purchase plan of $25.0 million. These proceeds were partially offset by our payment of $31.4 million for the convertible note hedges.

Off-Balance Sheet Arrangements

We do not have any relationships with other entities or financial partnerships, such as entities often referred to as structured finance or special-purpose entities, which have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes

Contractual Obligations and Commitments

Our principal commitments consist of obligations under operating leases for office space and computer equipment, and purchase commitments and unrecognized tax benefits during our normal course of business.

At December 31, 2015, the future minimum payments under these commitments were as follows (in thousands):

	Payments due by period				
	Total	Less than 1 year	1-3 years	4-5 years	More than 5 years
Obligations under capital leases	$317	$119	$198	$—	$—
Operating lease obligations	49,119	9,375	24,932	11,156	3,656
	$49,436	$9,494	$25,130	$11,156	$3,656

The contractual commitment amounts in the table above are associated with agreements that are enforceable and legally binding, which specify significant terms, including payment terms, related services and the approximate timing of the transaction. Obligations under contracts that we can cancel without a significant penalty are not included in the table above.

Also excluded from the table above is the income tax liability we recorded for the difference between the benefit recognized and measured and the tax position taken or expected to be taken on our tax returns (“unrecognized tax benefits”). As of December 31, 2015, our liability for unrecognized tax benefits was immaterial. Reasonably reliable estimates of the amounts and periods of related future payments cannot be made at this time.

In May 2015, the Company commenced a 7-year office lease expiring in November 2022, for a new corporate headquarters in San Francisco, California to occupy 24,394 square feet. The total minimum lease payments are estimated to be approximately $13.3 million over the lease term and are reflected in the table above.

In October 2015, the Company signed a 6-year office lease expiring in July 2021, for a new service delivery center in Manila, Philippines to occupy 46,134 square feet. The total minimum lease payments are estimated to be approximately $7.0 million over the lease term and are reflected in the table above.

In December 2015, the Company signed a 5-year office lease expiring in February 2021, for a new service delivery center in Sofia, Bulgaria to occupy 22,104 square feet. The total minimum lease payments are estimated to be approximately $1.8 million over the lease term and are reflected in the table above.

Critical Accounting Policies and Estimates

Revenue Recognition

Our revenue is derived primarily from managed services. Other revenues include subscriptions to our cloud applications and professional services.

Table of Contents

Revenue is recognized when all of the following criteria have been met:

- Persuasive evidence of an arrangement exists. Client contracts are generally used to determine the existence of an arrangement.

- Delivery has occurred. The service has been or is being provided to the client.

- Our fee is fixed or determinable. We assess whether the fee is fixed or determinable based on the payment terms associated with the transaction and whether the selling price is subject to refund or adjustment.

- The collectability of our fee is reasonably assured. We assess collectability based primarily on the creditworthiness of the client as determined by credit checks and analysis, as well as the client's payment history.

Managed Services

Revenue from managed services consists of fees earned from the sales of services contracts on behalf of our clients or assisting our clients in their sales process. Our contract obligations include administering and managing the sales and/or renewal process for our client's service contracts, providing adequately trained staff, reporting, and holding periodic business reviews with our clients. Under our contracts, clients are obligated to provide us with a detailed listing of sales prospects, access to their databases or management systems, and sales and marketing materials. Our fees are generally calculated as a fixed percentage of the overall sales value associated with the successful renewal of service contracts sold on behalf of our clients. In addition, some of our client contracts include performance-based fees determined by the achievement of specified performance metrics. Our managed service contracts typically entitle us to additional fees and adjustments resulting from instances where our clients fail to provide us with a specified minimum value of contract renewals or they fail to provide contract renewal data within the time frames specified in our contract. We also receive termination fees in the event a client cancels a contract without cause prior to its terminations date. Our managed service contracts can also be canceled by our clients without a termination fee if we fail to achieve certain performance levels.

Our fees from managed services are recognized on a net basis since we act as an agent on behalf of our clients. We do not perform the underlying maintenance services; determine pricing, terms or scope of services to our client's end customers. Performance incentive fees and early termination fees are recorded in the period when the performance criteria have been met.

Subscriptions and Professional Services

Subscription revenue is comprised of subscriptions fees to access our cloud based applications, and professional services is generated from implementation and project based services. Subscription revenue is recognized ratably over the contract term, commencing when our cloud applications are made available to our clients. Our subscription service arrangements are generally non-cancelable and do not contain refund-type provisions. Professional services are deemed delivered and revenue recognized upon the successful completion of implementation projects or when project milestones have been achieved and accepted by the client.

Multiple-Deliverable Arrangements

We have entered into a limited number of multiple element arrangements wherein our clients utilize a combination of managed services, subscriptions to our cloud applications and professional services. We separate deliverables at the inception of the arrangement as if each deliverable has stand-alone value to our client. Arrangement consideration is allocated based on the relative best estimate of selling prices of each deliverable. However, substantially all fees

earned from our managed services are contingent in nature as the commissions we earn are based on our performance against the specific terms of each contract. Therefore, contingent fees from managed services are excluded from the allocation of relative best selling prices at inception of our multiple element arrangements.

According to the accounting guidance prescribed in Accounting Standards Codification (ASC) 605, Revenue Recognition, selling prices for each deliverable is determined based on the selling price hierarchy of vendor-specific objective evidence (VSOE), third-party evidence (TPE), and best estimated selling price (BESP). We have not been able to establish VSOE for our deliverables due to the customer-specific nature of our products and services. Also, we have not been able to reliably determine the stand-alone selling prices of competitor's products and services, and as a result, we cannot rely on TPE for our deliverables. Therefore, we utilize estimates of BESP to determine the selling prices of our deliverables. BESP is determined through consultation with management, taking into consideration our marketing and pricing strategies. As these

Table of Contents

strategies evolve, we may modify our pricing practices in the future, which could result in changes in the estimates used to estimate BESP which could change the allocation of revenue for our multiple element arrangements.

Stock-Based Compensation

We measure and recognize compensation expense for share-based payment awards made to our employees and directors, including employee stock options and restricted stock units, based on the grant-date fair values of the awards.

We estimate the fair value of stock options granted using the Black-Scholes option-pricing model. This model requires us to make estimates and assumptions including, among other things, estimates regarding the length of time an employee will retain vested stock options before exercising them, the estimated volatility of our common stock price using peer company volatility and the number of options that will be forfeited prior to vesting. The fair value is then amortized on a straight-line basis over the requisite service periods of the awards, which is generally the vesting period. Changes in these estimates and assumptions can materially affect the determination of the fair value of share-based compensation and consequently, the related amount recognized in our consolidated statements of operations.

Stock-based compensation expense for our restricted stock units and performance based restricted stock awards is determined using the fair value of our common stock on the date of grant, and the expense is recognized on a straight-line basis over the vesting period. Performance based restricted stock awards compensation expense is only recorded if it is probable that the performance conditions will be met.

Valuation analysis of goodwill and intangible assets

We perform our annual goodwill impairment analysis in the fourth quarter of each year according to the provisions of ASC 350-20-35. A two-step quantitative impairment test of goodwill is required, unless the simplified method described below is elected. In the first step, the fair value of each reporting unit is compared to its carrying value. If the fair value exceeds carrying value, goodwill is not impaired and further quantitative testing is not required. If the carrying value exceeds fair value, then the second step of the impairment test is required to determine the implied fair value of the reporting unit’s goodwill. The implied fair value of goodwill is calculated by deducting the fair value of all tangible and intangible net assets of the reporting unit, excluding goodwill, from the fair value of the reporting unit as determined in the first step. If the carrying value of the reporting unit’s goodwill exceeds its implied fair value, then an impairment loss must be recorded equal to the difference.

Simplified Method

In September 2011, the Financial Accounting Standards Board approved changes to the goodwill impairment guidance which are intended to reduce the cost and complexity of the annual impairment test, which is referred to as the simplified method. The revised standard gives an entity the option to first assess qualitative factors to determine whether performing the current two-step quantitative impairment test is necessary. Such qualitative factors that may indicate impairment and the need to perform a two-step include, but are not limited to, macro-economic conditions such as deterioration in the entity's operating environment or industry or market considerations; entity-specific events such as increasing costs, declining financial performance, or loss of key personnel; or other events such as an expectation that a reporting unit will be sold or a sustained decrease in the stock price on either an absolute basis or relative to peers.

If an entity believes, as a result of its qualitative assessment, that it is more-likely-than-not (i.e. > 50% chance) that the fair value of a reporting unit is less than its carrying amount, the two-step quantitative impairment test will be required. Otherwise, no further testing will be required.

Our goodwill valuation analysis is based on our respective reporting units (Managed Services and CBI), which are consistent with our operating segments identified in Note 15-Segment and Geographic Information of the Notes to Consolidated Financial Statements. We used the simplified method to determine the fair value of our reporting units as of December 31, 2015, which was based on an assessment of the qualitative factors noted above in relation to the $6.3 million of goodwill recorded on our Consolidated Balance Sheet, all of which is assigned to our Managed

Services reporting unit. Based on our qualitative assessment, we concluded that a two-step quantitative impairment test was not required and that our goodwill asset was not impaired as of December 31, 2015.

Significant management judgments are required in order to assess goodwill and intangible asset impairment, including the following:

- identification of comparable companies to benchmark under the market approach giving due consideration to the following factors:

Table of Contents

financial condition and operating performance of the reporting unit being evaluated relative to companies operating in the same or similar business,
economic, environmental, and political factors faced by such companies, and
- impact of goodwill impairment recognized in prior years,
- susceptibility of our reporting unit to fair value fluctuations,
- reporting unit revenue, gross profit, and operating expense growth rates,
- financial forecasts,
- discount rate to apply to estimated cash flows,
- terminal values,
- reasonable gross profit levels,
- estimated control premium a willing buyer is likely to pay, including consideration of the following:
  - the most similar transactions in relevant industries and determined the average premium indicated by the transactions deemed to be most similar to a hypothetical transaction involving our reporting units,
  - weighted average and median control premiums offered in relevant industries,
  - industry specific control premiums, and
  - specific transaction control premiums.
- significant events or changes in circumstances including the following:
  - significant negative industry or economic trends,
  - significant decline in our stock price for a sustained period,
  - our market capitalization relative to net book value,
  - significant changes in the manner of our use of the acquired assets,
  - significant changes in the strategy for our overall business, and
  - our assessment of growth and profitability in each reporting unit over the coming years.

Given the uncertainty of the economic environment and the potential impact on our business, there can be no assurance that our estimates and assumptions regarding the duration of the ongoing economic malaise, made for purposes of our goodwill impairment testing at December 31, 2015 will prove to be accurate predictions of the future. If our assumptions regarding forecasted revenue or gross profit rates are not achieved, we may be required to record additional goodwill impairment charges in future periods relating to any of our reporting units, whether in connection with the next annual impairment testing in the fourth quarter of 2016 or prior to that, if any such change constitutes an interim triggering event. It is not possible to determine if any such future impairment charge would result, or, if it does, whether such charge would be material.

We have engaged a third party valuation firm in the past to assist management in its goodwill impairment analysis. All estimates, key assumptions, and forecasts were either provided by or reviewed by us. While we chose to utilize a third party valuation firm, the impairment analysis and related valuations represent the conclusions of management and not the conclusions or statements of any third party.

Income Taxes

We account for income taxes using an asset and liability method, which requires the recognition of taxes payable or refundable for the current year and deferred tax assets and liabilities for the expected future tax consequences of temporary differences that currently exist between the tax basis and the financial reporting basis of our taxable subsidiaries' assets and liabilities using the enacted tax rates in effect for the year in which the differences are expected to reverse. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in operations in the period that includes the enactment

Table of Contents

date. The measurement of deferred tax assets is reduced, if necessary, by the amount of any tax benefits that, based on available evidence, are not expected to be realized.

We regularly assess the need for a valuation allowance against our deferred tax assets. In making that assessment, we consider both positive and negative evidence related to the likelihood of realization of the deferred tax assets on a jurisdictional basis to determine, based on the weight of available evidence, whether it is more likely than not that some or all of the deferred tax assets will not be realized. Examples of positive and negative evidence include future growth, forecasted earnings, future taxable income, the mix of earnings in the jurisdictions in which we operate, historical earnings, taxable income in prior years, if carryback is permitted under the law and prudent and feasible tax planning strategies. In the event we were to determine that we would not be able to realize all or part of our net deferred tax assets in the future, an adjustment to the deferred tax assets valuation allowance would be charged to earnings in the period in which we make such a determination, or goodwill would be adjusted at our final determination of the valuation allowance related to an acquisition within the measurement period. If we later determine that it is more likely than not that the net deferred tax assets would be realized, we would reverse the applicable portion of the previously provided valuation allowance as an adjustment to earnings at such time.

We account for unrecognized tax benefits using a more-likely-than-not threshold for financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. We establish reserves for tax-related uncertainties based on estimates of whether, and the extent to which, additional taxes will be due. We record an income tax liability, if any, for the difference between the benefit recognized and measured and the tax position taken or expected to be taken on our tax returns. We recognize interest accrued and penalties related to unrecognized tax benefits in the income tax provision. To the extent that the assessment of such tax positions change, the change in estimate is recorded in the period in which the determination is made. The reserves are adjusted in light of changing facts and circumstances, such as the outcome of a tax audit. The provision for income taxes includes the impact of reserve provisions and changes to reserves that are considered appropriate.

Recent Accounting Pronouncements

See “Note 2. Summary of Significant Accounting Policies” of the Notes to Consolidated Financial Statements in Item 8. Financial Statements and Supplementary Data for a full description of recent accounting pronouncements including the respective expected dates of adoption and effects on Consolidated Balance Sheets and Consolidated Statements of Operations.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Foreign Currency Risk

Our results of operations and cash flows are subject to fluctuations due to changes in foreign currency exchange rates, particularly changes in the Euro, British pound, Singapore dollar and Malaysian Ringgit. To date, we have not entered into any foreign currency hedging contracts, but may consider entering into such contracts in the future. We believe our operating activities act as a natural hedge for a substantial portion of our foreign currency exposure because we typically collect revenue and incur costs in the currency in the location in which we provide our solution from our sales centers. However, our global service delivery centers in Kuala Lumpur and Manila incur costs in the Malaysian Ringgit and Philippine Peso, respectively, but we do not generate revenue or cash proceeds in these currencies and, as a result, have related foreign currency risk exposure. As our international operations grow, we will continue to reassess our approach to managing our risk relating to fluctuations in currency rates.

We performed a sensitivity analysis of our foreign currency exposure at December 31, 2015 to assess the potential impact of fluctuations in exchange rates for all foreign denominated assets and liabilities. A 10% appreciation or depreciation for all currencies against the U.S. dollar at December 31, 2015 would not have had a material impact on our results of operations or our cash flows.

Interest Rate Risk

At December 31, 2015, we had cash and cash equivalents of $72.3 million and short-term investments of $136.4 million, which primarily consisted of corporate bonds, agency securities, asset-backed securities and U.S. treasury securities. The carrying amount of our cash equivalents reasonably approximates fair value due to the short maturities of these instruments. The primary objectives of our investment activities are the preservation of capital, the fulfillment of liquidity needs and the fiduciary control of cash and investments. We do not enter into investments for trading or speculative purposes. Our investments are exposed to market risk due to fluctuations in interest rates, which may affect our interest income and the fair market value of our investments. Due to the short-term nature of our investment portfolio, however, we do not believe an

Table of Contents

immediate 10% increase or decrease in interest rates would have a material effect on the fair market value of our portfolio. We therefore do not expect our operating results or cash flows to be materially affected by a sudden change in market interest rates. We do not believe our cash equivalents have significant risk of default or illiquidity. While we believe our cash equivalents do not contain excessive risk, we cannot provide absolute assurance that in the future our investments will not be subject to adverse changes in market value. In addition, we maintain significant amounts of cash and cash equivalents at one or more financial institutions that are in excess of federally insured limits. We cannot be assured that we will not experience losses on these deposits

As of December 31, 2015, we had $150.0 million aggregate principal amount of convertible senior notes outstanding and capital lease obligations of $0.3 million, all of which are fixed rate instruments. Therefore, our results of operations are not subject to fluctuations in interest rates.

Inflation Risk

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

Table of Contents

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

ServiceSource International, Inc.

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS AND SCHEDULE

Report of Independent Registered Public Accounting Firm	56
Consolidated Balance Sheets at December 31, 2015 and 2014	57
Consolidated Statements of Operations for the years ended December 31, 2015, 2014 and 2013	59
Consolidated Statements of Comprehensive Loss for the years ended December 31, 2015, 2014 and 2013	60
Consolidated Statements of Stockholders' Equity for the years ended December 31, 2015, 2014 and 2013	61
Consolidated Statements of Cash Flows for the years ended December 31, 2015, 2014 and 2013	62
Notes to Consolidated Financial Statements	63

Table of Contents

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders of ServiceSource International, Inc.

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of operations, comprehensive loss, stockholders' equity and cash flows present fairly, in all material respects, the financial position of ServiceSource International, Inc. and its subsidiaries at December 31, 2015 and December 31, 2014, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2015 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2015, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on these financial statements and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers LLP
San Jose, California
March 8, 2016

56

Table of Contents

ServiceSource International, Inc.
Consolidated Balance Sheets
(In thousands, except per share amounts)

	December 31, 2015	2014
Assets		
Current assets:		
Cash and cash equivalents	$72,334	$90,382
Short-term investments	136,378	125,000
Accounts receivable, net	56,563	70,163
Deferred income taxes	97	398
Prepaid expenses and other	8,167	6,815
Total current assets	273,539	292,758
Property and equipment, net	25,903	25,658
Deferred income taxes, net of current portion	1,759	2,488
Goodwill and intangibles, net	9,444	10,957
Other assets, net	8,960	7,985
Total assets	$319,605	$339,846
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	$1,067	$2,922
Accrued taxes	1,112	1,721
Accrued compensation and benefits	22,116	20,056
Deferred revenue	5,770	7,018
Accrued expenses	4,716	8,882
Other current liabilities	2,327	2,569
Total current liabilities	37,108	43,168
Obligations under capital leases, net of current portion	198	329
Convertible notes, net	128,092	120,730
Other long-term liabilities	4,113	4,331
Total liabilities	169,511	168,558
Commitments and contingencies (Note 11)		
Stockholders' equity:		
Preferred stock, $0.001 par value; 20,000,000 shares authorized and none issued and outstanding	—	—
Common stock; $0.0001 par value; 1,000,000 shares authorized, 86,893 shares issued and 86,772 shares outstanding as of December 31, 2015; 83,928 shares issued and 83,807 shares outstanding at December 31, 2014	8	8
Treasury stock	(441)	(441)
Additional paid-in capital	331,922	312,017
Accumulated deficit	(181,822)	(141,409)
Accumulated other comprehensive income	427	1,113
Total stockholders' equity	150,094	171,288
Total liabilities and stockholders' equity	$319,605	$339,846

Table of Contents

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

Table of Contents

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

	Years Ended December 31,		
	2015	2014	2013
Net revenue	$252,203	$272,180	$272,482
Cost of revenue	171,369	194,009	162,449
Gross profit	80,834	78,171	110,033
Operating expenses:			
Sales and marketing	44,086	59,988	58,826
Research and development	16,480	25,802	23,855
General and administrative	46,299	47,808	44,913
Restructuring and other	3,662	3,314	—
Goodwill and other intangibles impairment	—	25,108	—
Total operating expenses	110,527	162,020	127,594
Loss from operations	(29,693)	(83,849)	(17,561)
Interest expense and other, net	(9,316)	(11,008)	(4,420)
Loss before income taxes	(39,009)	(94,857)	(21,981)
Income tax provision	1,404	302	871
Net loss	$(40,413)	$(95,159)	$(22,852)
Net loss per common share:			
Basic	$(0.47)	$(1.15)	$(0.29)
Diluted	$(0.47)	$(1.15)	$(0.29)
Weighted-average shares used in computing net loss per common share:			
Basic	85,417	82,872	78,408
Diluted	85,417	82,872	78,408

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

Table of Contents

ServiceSource International, Inc.
Consolidated Statements of Comprehensive Loss
(In thousands)

	Years Ended December 31,		
	2015	2014	2013
Net loss	$(40,413)	$(95,159)	$(22,852)
Other comprehensive income:			
Foreign currency translation adjustments	12	471	579
Unrealized (loss) gain on short-term investments, net of tax	(698)	(212)	167
Total other comprehensive income (loss), net of tax	(686)	259	746
Total comprehensive loss, net of tax	$(41,099)	$(94,900)	$(22,106)

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

Table of Contents

ServiceSource International, Inc.

Consolidated Statements of Stockholders' Equity
(In thousands)

	Common Stock		Treasury Shares/Stock					
	Shares	Amount	Shares	Amount	Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Income (Loss)	Total
Balances at January 1, 2013	75,258	$8	(121)	(441)	210,650	(23,398)	108	186,927
Proceeds from the exercise of stock options and employee stock purchase plan	5,887	—	—	—	24,976	—	—	24,976
Vested restricted stock units converted to shares	514	—	—	—	—	—	—	—
Equity component of the convertible notes issuance, net	—	—	—	—	37,297	—	—	37,297
Issuance of warrants	—	—	—	—	21,763	—	—	21,763
Bond hedges	—	—	—	—	(31,408)	—	—	(31,408)
Stock-based compensation	—	—	—	—	23,608	—	—	23,608
Income tax deficiency from stock-based compensation	—	—	—	—	(360)	—	—	(360)
Comprehensive loss:								
Net loss	—	—	—	—	—	(22,852)	—	(22,852)
Other comprehensive income	—	—	—	—	—	—	746	746
Total comprehensive loss								(22,106)
Balances at January 1, 2014	81,659	$8	$ (121)	$ (441)	$286,526	$ (46,250)	$ 854	$240,697
Proceeds from the exercise of stock options and employee stock purchase plan	937	—	—	—	4,386	—	—	4,386
Vested restricted stock units converted to shares	1,332	—	—	—	—	—	—	—
Stock-based compensation	—	—	—	—	20,959	—	—	20,959
Income tax benefit from stock-based compensation	—	—	—	—	146	—	—	146
Comprehensive loss:								
Net loss	—	—	—	—	—	(95,159)	—	(95,159)
Other comprehensive income	—	—	—	—	—	—	259	259
Total comprehensive loss								(94,900)
Balances at January 1, 2015	83,928	$8	$ (121)	$ (441)	$312,017	$ (141,409)	$ 1,113	$171,288
Proceeds from the exercise of stock options and employee stock purchase	1,505	—	—	—	5,761	—	—	5,761

plan								
Vested restricted stock units converted to shares	1,755	—	—	—	—	—	—	—
Payroll taxes on restricted stock unit releases	—	—	—	—	(974)	—	—	(974)
Share repurchases	(295)	—	—	—	(1,212)	—	—	(1,212)
Stock-based compensation	—	—	—	—	13,751	—	—	13,751
Acceleration of stock-based compensation expense due to restructuring	—	—	—	—	2,579	—	—	2,579
Income tax benefit from stock-based compensation	—	—	—	—	—	—	—	—
Comprehensive loss:								
Net loss	—	—	—	—	—	(40,413)	—	(40,413)
Other comprehensive income	—	—	—	—	—	—	(686)	(686)
Total comprehensive loss								(41,099)
Balances at December 31, 2015	86,893	$8	$ (121)	$ (441)	$331,922	$ (181,822)	$ 427	$150,094

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

Table of Contents

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

	Years Ended December 31,		
	2015	2014	2013
Cash flows from operating activities			
Net loss	$(40,413)	$(95,159)	$(22,852)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:			
Depreciation and amortization	13,736	13,219	11,652
Amortization of debt discount and issuance costs	8,048	7,474	2,761
Amortization of premium on short-term investments	(101)	(245)	750
Deferred income taxes	789	(514)	217
Stock-based compensation	13,387	20,899	23,620
Tax (benefit) deficit from stock-based compensation	—	(146)	360
Restructuring and other	2,579	952	—
Goodwill and other intangibles impairment	—	25,108	—
Changes in operating assets and liabilities:			
Accounts receivable, net	12,002	3,716	(7,470)
Deferred revenue	(1,204)	(371)	3,069
Prepaid expenses and other	(2,799)	(631)	(1,336)
Accounts payable	(1,562)	(278)	521
Accrued taxes	(539)	477	71
Accrued compensation and benefits	2,706	248	3,772
Accrued expenses	(3,940)	1,978	457
Other liabilities	(66)	(489)	83
Net cash provided by (used in) operating activities	2,623	(23,762)	15,675
Cash flows from investing activities			
Acquisition of property and equipment	(11,975)	(9,357)	(5,261)
Restricted cash	(1,244)	—	—
Investment in privately held company	—	—	(4,500)
Cash paid for acquisition, net of cash acquired	—	(32,550)	—
Purchases of short-term investments	(95,421)	(84,415)	(89,747)
Sales of short-term investments	82,351	60,407	14,436
Maturities of short-term investments	1,095	4,043	2,600
Net cash used in investing activities	(25,194)	(61,872)	(82,472)
Cash flows from financing activities			
Proceeds from issuance of convertible notes	—	—	150,000
Issuance costs related to the issuance of convertible senior notes	—	—	(4,867)
Payments of convertible note hedges	—	—	(31,408)
Proceeds from the issuance of warrants	—	—	21,763
Repayment of long-term debt and capital lease obligations	(170)	(364)	(329)
Repurchase of common stock	(1,212)	—	—
Proceeds from common stock issuances	5,703	4,386	24,966
Tax benefit (deficit) from stock-based compensation	—	146	(360)
Net cash provided by financing activities	4,321	4,168	159,765
Net (decrease) increase in cash and cash equivalents	(18,250)	(81,466)	92,968
Effect of exchange rate changes on cash and cash equivalents	202	1,716	596

Cash and cash equivalents at beginning of period	90,382	170,132	76,568
Cash and cash equivalents at end of period	$72,334	$90,382	$170,132
Supplemental disclosure of cash flow information			
Cash paid for interest	$2,286	$2,440	$125
Income taxes paid, net	854	146	1,168
Supplemental disclosure of non-cash investing and financing activities			
Acquisition of property and equipment through accounts payable and accrued liabilities	111	385	34

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

Table of Contents

ServiceSource International, Inc
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. The Company

ServiceSource International, Inc. ("ServiceSource" or the "Company") is a global leader in customer and revenue lifecycle solutions that power enterprise revenue relationships, partnering with B2B technology and technology-enabled companies to optimize maintenance, support and subscription revenue streams, while also improving end customer relationships and loyalty. The Company delivers these results via dedicated service teams and integral cloud-based technologies, leveraging benchmarks and best-practices derived from its rich database of service and renewal behavior. By integrating managed services, cloud software and data, the Company provides its clients with insights into their end customers' businesses, end-to-end management and optimization of the service-contract renewals process and customer success activities, including data management, quoting, selling and recurring revenue business intelligence. The Company receives commissions from its clients based on renewal sales that the Company generates on their behalf under a pay-for-performance or flat-rate model. In addition, the Company also offers a purpose-built cloud application to maximize the renewal of subscriptions, maintenance and support contracts and receives subscription fees from its clients for the SaaS product. The Company’s corporate headquarters is located in San Francisco, California. The Company has additional U.S. offices in Colorado, Tennessee and Washington, and International offices in Bulgaria, Ireland, Japan, Malaysia, Philippines, Singapore, and the United Kingdom.

2. Summary of Significant Accounting Policies

Basis of Consolidation

The accompanying consolidated financial statements of ServiceSource include the accounts of the Company and its wholly-owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation.

Use of Estimates

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America (“GAAP”) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amount of net revenue and expenses during the reporting period. The Company’s significant accounting judgments and estimates include, but are not limited to: revenue recognition, the valuation and recognition of stock-based compensation, recognition and measurement of current and deferred income tax assets and liabilities and uncertain tax positions and the provision for bad debts.

The Company bases its estimates and judgments on historical experience and on various assumptions that it believes are reasonable under the circumstances. However, future events are subject to change and estimates and judgments routinely require adjustment. Actual results may differ from these estimates, and these differences may be material.

Reclassifications

Amounts shown in the Accrued liabilities and other caption in the Consolidated Balance Sheet as of December 31, 2014 and the Consolidated Statement of Cash Flows for the year ended December 31, 2014 and 2013 have been reclassified into Accrued expenses and Other current liabilities to reflect the current period presentation.

Segment Reporting

The Company operates its business as two reportable segments, Managed Services and Cloud and Business Intelligence ("CBI"). Operating segments are defined as components of an enterprise that engage in business activities for which discrete financial information is available and is evaluated by the chief operating decision maker (CODM) (which for ServiceSource is its Chief Executive Officer) in deciding how to allocate resources and assess performance. See Note 15 for segment information.

Significant Risks and Uncertainties

The Company is subject to certain risks and uncertainties that could have a material and adverse effect on its future financial position or results of operations. The Company's clients are primarily high technology companies and any downturn in these industries, changes in clients' sales strategies, or widespread shift away from end customers purchasing maintenance

Table of Contents

and support contracts could have an adverse impact on the Company's consolidated results of operations and financial condition.

Financial instruments that potentially subject the Company to concentration of credit risk consist principally of cash, cash equivalents, short-term investments, accounts receivable and the Note Hedges (Note 10). The Company is also exposed to a variety of market risks, including the effects of changes in foreign currency exchange rates and interest rates.

Cash is maintained in demand deposit accounts at U.S., European and Asian financial institutions that management believes are credit worthy. Deposits in these institutions may exceed the amount of insurance provided on these deposits.

Accounts receivable are derived from services performed for clients located primarily in the U.S., Europe and Asia. The Company attempts to mitigate the credit risk in its trade receivables through its ongoing credit evaluation process and historical collection experience. The Company maintains an allowance for doubtful accounts based upon the expected collectability of its accounts receivable, which takes into consideration an analysis of historical bad debts and other available information.

Two customers represented 13% and 12%, respectively, of accounts receivable as of December 31, 2015. One customer represented 12% of accounts receivable as of December 31, 2014.

Fair Value of Financial Instruments

The Company accounts for certain assets and liabilities at fair value. As defined in the authoritative guidance on fair value measurements, fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The guidance establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. An asset or liability's level is based on the lowest level of input that is significant to the fair value measurement. The guidance requires that assets and liabilities carried at fair value be classified and disclosed in one of the following three categories:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: Inputs other than quoted prices included within Level 1 that are either directly or indirectly observable;

Level 3: Unobservable inputs in which little or no market activity exists, therefore requiring an entity to develop its own assumptions about the assumptions that market participants would use in pricing.

Financial instruments not measured at fair value on a recurring basis include cash, restricted cash recorded in other assets, accounts receivable, accounts payable, accrued taxes, accrued expenses and other accrued liabilities and convertible notes. With the exception of the convertible notes and the financial instruments discussed in Note 6 - Fair Value of Financial Instruments, the fair value of the Company's financial instruments approximate carrying value due to their short maturities.

Strategic Investment in Private Company

In 2013, we made an equity investment in a private company for $4.5 million, which represented less than 5% of the outstanding equity of the company. We carry this investment on a cost basis and periodically evaluate it to determine if there is an impairment in its carrying value. To date there has been no reduction to the cost basis of this investment.

Foreign Currency Translation and Remeasurement

Assets and liabilities of non-U.S. subsidiaries that operate in a local currency environment, where that local currency is the functional currency, are translated to U.S. dollars at exchange rates in effect at the balance sheet date. Net revenue and expenses are translated at monthly average exchange rates. The Company accumulates net translation adjustments in equity as a component of accumulated other comprehensive income (loss). For non-U.S. subsidiaries whose functional currency is the U.S. dollar, transactions that are denominated in foreign currencies have been remeasured in U.S. dollars, and any resulting gains and losses are reported in the accompanying consolidated statements of operations. Foreign currency transaction (gains) losses of $(0.9) million, $0.8 million and $1.0 million, were included in other (expense) income, net during 2015, 2014 and 2013, respectively.

Accounts Receivable and Allowance for Doubtful Accounts

Accounts receivable are stated at their carrying values net of an allowance for doubtful accounts. The Company evaluates the ongoing collectability of its accounts receivable based on a number of factors such as the credit quality of its clients, the age

Table of Contents

of accounts receivable balances, collections experience, current economic conditions and other factors that may affect a client's ability to pay. In circumstances where the Company is aware of a specific client's inability to meet its financial obligations to the Company, a specific allowance for doubtful accounts is estimated and recorded, which reduces the recognized receivable to the estimated amount that management believes will ultimately be collected. Account balances are charged off against the allowance when it is probable that the receivable will not be recovered. The following are changes in the allowance for doubtful accounts during 2015, 2014 and 2013 (in thousands):

	December 31,		
	2015	2014	2013
Balance, beginning of year	$37	$128	$253
Charged to expense	137	37	123
Recoveries	(37)	(128)	(248)
Balance, end of year	$137	$37	$128

Property and Equipment

The Company records property and equipment at cost, less accumulated depreciation and amortization. Depreciation is recorded using the straight-line method over estimated useful lives of seven years for office furniture and equipment, two to three years for computer hardware and three to seven years for software. Leasehold improvements are amortized on a straight-line basis over the lesser of the lease term or the estimated useful life of the related assets, ranging from three to fifteen years.

When assets are retired, the cost and accumulated depreciation and amortization are removed from their respective accounts and any loss on such retirement is reflected in operating expenses. When assets are otherwise disposed of, the cost and related accumulated depreciation and amortization are removed from their respective accounts and any gain or loss on such sale or disposal is reflected in interest expense and other, net.

Asset Retirement Obligations

The fair value of a liability for an asset retirement obligation ("ARO") is recognized in the period in which it is incurred. The Company's asset retirement obligations are primarily associated with leasehold improvements in APJ, which, at the end of a lease, are contractually obligated to be removed in order to comply with the lease agreement. At the inception of a lease with such conditions, the Company records an ARO liability and a corresponding capital asset in an amount equal to the estimated fair value of the obligation. These assets and liabilities are reflected in other liabilities and other assets in the accompanying Consolidated Balance Sheets. The associated retirement costs are capitalized and included as part of the carrying value of the long-lived asset and amortized over the useful life of the asset. Upon satisfaction of the ARO conditions, any difference between the recorded ARO liability and the actual retirement costs incurred is recognized as an operating gain or loss in the consolidated statements of earnings. The following table summarizes the activity of the Company's asset retirement obligation liability (in thousands):

Asset retirement obligations as of December 31, 2013	$778
Additions	267
Accretion expense	28
Asset retirement obligations as of December 31, 2014	1,073
Revisions in estimated cash flows	(229)
Accretion expense	46
Asset retirement obligations as of December 31, 2015	$890

Capitalized Internal-Use Software

Expenditures related to software developed or obtained for internal use are capitalized and amortized over a period of two to five years on a straight-line basis. The Company capitalizes direct external costs associated with developing or obtaining internal-use software. In addition, the Company also capitalizes certain payroll and payroll-related costs for employees or professional fees for consultants who are directly associated with the development of such applications.

Costs associated with preliminary project stage activities, training, maintenance and all other post-implementation stage activities are expensed as incurred and are recorded in research and development on the accompanying consolidated statements of operations. Capitalized

Table of Contents

costs related to internal-use software under development are treated as construction-in-progress until the program, feature or functionality is ready for its intended use, at which time amortization commences.

Goodwill

Goodwill assets have indefinite useful lives and are not amortized, but are tested for impairment at least annually or as circumstances indicate their value may no longer be recoverable. The Company does not have intangible assets with indefinite useful lives other than goodwill.

The Company tests for goodwill impairment at the reporting unit level on an annual basis in the fourth quarter of each of its fiscal years, and at any other time at which events occur or circumstances indicate that the carrying amount of goodwill may exceed its fair value. To assess if goodwill is impaired a qualitative assessment, referred to as the simplified method, is first performed to determine whether further quantitative impairment testing is necessary. This qualitative analysis evaluates factors including, but not limited to, macro-economic conditions such as deterioration in the entity's operating environment or industry or market considerations; entity-specific events such as increasing costs, declining financial performance, or loss of key personnel; or other events such as an expectation that a reporting unit will be sold or a sustained decrease in the stock price on either an absolute basis or relative to peers. If, as a result of the qualitative assessment, the Company considers it more-likely-than-not that the fair value of a reporting unit is less than its carrying amount, then a two-step quantitative impairment test is performed. The first step requires comparing the fair value of the reporting unit to its net book value, including goodwill. A potential impairment exists if the fair value of the reporting unit is lower than its net book value. The second step of the process, which is performed only if a potential impairment exists, involves determining the difference between the fair value of the reporting unit's net assets other than goodwill and the fair value of the reporting unit. If this difference is less than the net book value of goodwill, impairment exists and is recorded.

Application of the goodwill impairment test requires judgment, including the identification of reporting units, assigning assets and liabilities to reporting units, assigning goodwill to reporting units, and determining the fair value of each reporting unit. Significant judgments required to estimate the fair value of reporting units include estimating future cash flows and determining appropriate discount rates, growth rates and other assumptions. Changes in these estimates and assumptions could materially affect the determination of fair value of each reporting unit which could trigger impairment.

If a two-step quantitative impairment test is required, the fair value of each reporting unit is determined based upon the income approach. Under the income approach, the Company estimates the fair value of the reporting unit based upon the present value of estimated future cash flows. Cash flow projections are determined by management to be commensurate with the risk inherent in current business model. Key assumptions used to estimate the fair value of the reporting units include the discount rate, compounded annual revenue growth rates, operating expense assumptions, and terminal value capitalization rate. The discount rate used is based on the weighted-average cost of capital adjusted for the relevant risk associated with business-specific characteristics and the uncertainty related to the reporting unit's ability to execute on the projected cash flows. The discount rate and terminal value capitalization rate are derived from the use of market data which are Level 3 inputs within the fair value hierarchy.

The guidance for goodwill impairment testing based on reporting units. The $6.3 million of goodwill in the Consolidated Balance Sheet as of December 31, 2015 is assigned to the Managed Service reporting unit. Goodwill related to the CBI reporting unit generated from the January 25, 2014 acquisition of Scout Analytics was fully impaired in 2014. The Company used the simplified method described above to determine if any impairment existed as of December 31, 2015 and concluded that a two-step quantitative impairment test was not required and that its goodwill asset was not impaired as of December 31, 2015. Refer to Note 4 Goodwill and Other Intangibles Impairment for more information.

Senior Convertible Notes

In accounting for the senior convertible notes (the “Notes”) at issuance, the Company separated the Notes into debt and equity components pursuant to the accounting standards for convertible debt instruments that may be fully or partially settled in cash upon conversion. The fair value of the debt component was estimated using an interest rate for nonconvertible debt, with terms similar to the Notes, excluding the conversion feature. The carrying amount of the liability component was calculated by measuring the fair value of a similar liability that does not have an associated convertible feature. The excess of the principal amount of the Notes over the fair value of the debt component was recorded as a debt discount and a corresponding increase in additional paid-in capital. The debt discount is accreted to interest expense over the term of the Notes using the effective interest method. The amount recorded to additional paid-in capital is not to be remeasured as long as it continues to meet the conditions for equity classification.

Table of Contents

Impairment of Long-Lived Assets

The Company evaluates the recoverability of its long-lived assets, which include tangible assets and amortizable intangible such as internal-use software. Acquired intangible assets are amortized over their useful lives on a straight line basis which represents the pattern in which the Company derives benefit from the asset. The Company evaluates long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying value of long-lived assets may not be recoverable. The Company recognizes such impairment in the event the net book value of such assets exceeds the future undiscounted cash flows attributable to such assets. In 2014, the Company recorded intangible assets as part of its acquisition of Scout Analytics. The Company recorded an impairment of intangible assets in relation to its Cloud and Business Intelligence business unit in 2014 of $2.5 million related to the cancellation of a product line originally acquired in the Scout acquisition. No impairment of any long-lived assets was identified or recorded during 2015.

Operating Leases

The Company’s operating lease agreements for office facilities include provisions for certain rent holidays, tenant incentives and escalations in the base price of the rent payment. The Company records rent holidays and rent escalations on a straight-line basis over the lease term and records the difference between expense and cash payments as deferred rent. Tenant incentives are recorded as deferred rent and amortized on a straight-line basis over the lease term. Deferred rent is included in other accrued liabilities in the accompanying consolidated balance sheets.

Deferred Debt Issuance Costs

The Company defers debt issuance costs, which primarily consists of the debt discount on the convertible debt and issuance costs related to the convertible debt. Such costs primarily relates to convertible notes (Note 10) and is amortized using the effective interest method over the term of the debt instrument. The amortization of deferred debt issuance costs is recorded as interest expense. Unamortized deferred debt issuance costs were $23.9 million at December 31, 2015 and $32.0 million as of December 31, 2014. Amortization of deferred debt issuance costs was $8.0 million in 2015, $7.5 million in 2014 and $2.8 million in 2013, respectively. Estimated future amortization of deferred debt issuance costs expense will approximate $8.7 million in 2016, $9.4 million in 2017 and $5.8 million in 2018.

Comprehensive Income (Loss)

Comprehensive income (loss) consists of two components, net income (loss) and other comprehensive income (loss). Other comprehensive income (loss) refers to revenue, expenses, gains and losses recorded as an element of equity but are excluded from net income (loss). The Company’s other comprehensive income (loss) consists of foreign currency translation adjustments from those subsidiaries not using the U.S. dollar as their functional currency and unrealized gains and losses on available-for-sale securities. The Company has disclosed accumulated comprehensive other income (loss) as a separate component of stockholders' equity.

Revenue Recognition

The Company’s revenue is derived primarily from recurring revenue management. Other revenues include subscriptions to the Company’s cloud applications and professional services

Revenue is recognized when persuasive evidence of an arrangement exists, delivery has occurred, the sales price is fixed or determinable and collectability is reasonably assured from clients and no significant obligations remain unfulfilled by the Company.

Recurring Revenue Management

Revenue from recurring revenue management consists of fees earned from the sales of services contracts on behalf of the Company’s customers, which are referred to as clients, or assisting in their sales process. The Company’s contract obligations include administering and managing the sales and/or renewal processes for client contracts; providing adequately trained staff; reporting; and holding periodic business reviews with clients. Client obligations include providing a detailed listing of sales prospects, access to their databases or systems and sales or marketing materials. Fees are generally based on a fixed percentage of the overall sales value associated with the service contracts. However some client contracts include performance-based fees determined by the achievement of specified

performance metrics. Recurring revenue management contracts entitle the Company to additional fees and adjustments which are invoked in various circumstances including a client's failure to provide the Company with a specified minimum value of sales prospects, untimely delivery of client sales prospect data or other obligations inhibiting the Company's ability to perform its obligations. In addition, many client contracts contain early termination fees.

Table of Contents

Recurring revenue management services are deemed delivered when clients accept purchased orders from their sales prospects (the end customer) and no significant post-delivery obligations remain for the Company. Fees from recurring revenue management services are recognized on a net basis since the Company acts as an agent on behalf of its clients. The Company does not provide the services being renewed by the end customers, nor does it determine pricing, terms or scope of services to the end customers. Performance incentive fees and early termination fees are recorded in the period when either the performance criteria have been met or a triggering event has occurred.

Subscriptions

Subscription revenue is comprised of subscriptions fees to access the Company’s cloud based applications. Subscription revenue is recognized ratably over the contract term, generally over a period of one to three years, commencing when the cloud applications are made available. The Company's subscription service arrangements are generally non-cancelable and do not contain refund-type provisions.

Professional Services

Professional services revenue is generated from implementation services. Professional services are deemed delivered upon the successful completion of implementation projects or when project milestones have been achieved and accepted by the client.

Multiple Element Arrangements

The Company enters into multiple element arrangements when clients utilize a combination of recurring revenue management services, subscriptions and professional services. Deliverables are separated at the inception of the arrangement if each deliverable has stand-alone value to the client. The Company believes that it has stand-alone value for professional services. Arrangement consideration is allocated based on the relative best selling prices of each deliverable. However, most fees earned from recurring revenue management services are contingent in nature as the fees earned by the Company are based on performance against the specific terms of each contract. Therefore, contingent fees from recurring revenue management services are excluded from the allocation of relative best selling prices at inception of multiple element arrangements.

Selling prices for each deliverable is determined based on the selling price hierarchy of vendor-specific objective evidence (VSOE), third-party evidence (TPE), and best estimated selling price (BESP). Generally, the Company has not been able to establish VSOE for its deliverables as the items have not been sold separately. The Company has not been able to reliably determine the stand-alone selling prices of competitors’ products and services, and therefore cannot rely on TPE for its deliverables. Therefore, the Company utilizes BESP to determine the selling prices of its deliverables. The objective of BESP is to determine the price at which the Company would price a product or service if it were sold on a stand-alone basis. BESP is generally used for offerings that are not typically sold separately or for new offerings including Renew OnDemand. BESP is determined by considering multiple factors including, but not limited to, pricing practices, market conditions, competitive landscape, internal costs, geographies and gross margin. The determination of BESP is made through consultation with and formal approval with management, taking into consideration the Company’s marketing strategy. As these marketing strategies evolve, the Company may modify its pricing practices in the future, which could result in changes to selling prices.

Once arrangement consideration is allocated to the various deliverables in a multiple element arrangement, revenue is recognized when all other revenue recognition criteria has been achieved.

Advertising Costs

Advertising is expensed as incurred as a component of sales and marketing expenses on the consolidated statements of operations. Advertising expense was $0.1 million each year during 2015, 2014 and 2013.

Income Taxes

The Company accounts for income taxes using an asset and liability method, which requires the recognition of taxes payable or refundable for the current year and deferred tax assets and liabilities for the expected future tax consequences of temporary differences that currently exist between the tax basis and the financial reporting basis of our taxable subsidiaries’ assets and liabilities using the enacted tax rates in effect for the year in which the differences

are expected to reverse. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in operations in the period that includes the enactment date. The measurement of deferred tax assets is reduced, if necessary, by the amount of any tax benefits that, based on available evidence, are not expected to be realized.

The Company files U.S. federal and state and foreign income tax returns in jurisdictions with varying statutes of limitations. In the normal course of business the Company is subject to examination by taxing authorities throughout the world.

Table of Contents

These audits include questioning the timing and amount of deductions, the allocation of income among various tax jurisdictions and compliance with federal, state, local and foreign tax laws. The Company accounts for unrecognized tax benefits using a more-likely-than-not threshold for financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. The Company establishes reserves for tax-related uncertainties based on estimates of whether, and the extent to which, additional taxes will be due. The Company records an income tax liability, if any, for the difference between the benefit recognized and measured and the tax position taken or expected to be taken on our tax returns. The Company recognizes interest accrued and penalties related to unrecognized tax benefits in the income tax provision.

Stock-Based Compensation

The Company measures and recognizes compensation expense for all share-based awards made to employees and directors based on estimated fair values. The fair value of employee and director options is estimated on the date of grant using the Black-Scholes option-pricing model. The value of awards that are ultimately expected to vest is recognized as an expense over the requisite service periods. Since share-based compensation expense is based on awards ultimately expected to vest, it is reduced for expected forfeitures.

For awards that are expected to result in a tax deduction, a deferred tax asset is established as the Company recognizes compensation expense. If the tax deduction exceeds the cumulative recorded compensation expense, the tax benefit associated with the excess deduction is considered a windfall benefit. The excess tax benefit from share compensation plans is recorded in members' equity and classified as a financing cash flow on the consolidated statements of cash flows.

Net Income (Loss) Per Common Share

Basic net income (loss) per share is computed by dividing income available to common shareholders by the weighted-average number of shares of common stock outstanding during the period. Diluted net income (loss) per share is computed by dividing income available to common shareholders by the weighted-average number of shares of common stock outstanding during the period increased to include the number of additional shares of common stock that would have been outstanding if the potentially dilutive securities had been issued. Potentially dilutive securities include outstanding stock options, shares to be purchased under the Company's employee stock purchase plan and unvested restricted stock units ("RSUs"). The dilutive effect of potentially dilutive securities is reflected in diluted earnings per share by application of the treasury stock method. Under the treasury stock method, an increase in the fair market value of the Company's common stock can result in a greater dilutive effect from potentially dilutive securities.

Recent Accounting Pronouncements

In May 2014, the Financial Accounting Standard Board ("FASB") issued Accounting Standard Update ("ASU") No. 2014-09, Revenue from Contracts with Customers (Topic 606), which supersedes the revenue recognition requirements in the FASB's Accounting Standards Codification ("ASC") 605, Revenue Recognition. This ASU is based on the principle that revenue is recognized to depict the transfer of 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 ASU also requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments and assets recognized from costs incurred to obtain or fulfill a contract. In July 2015, the FASB approved a one year deferral of the effective date to December 15, 2017, and early application would be permitted, but not before the original effective date of December 15, 2016, so the effective date will be the first quarter of fiscal year 2018 using one of two retrospective application methods. The Company is currently evaluating the impact ASU No. 2014-09 will have on its consolidated financial statements.

In April 2015, the FASB issued ASU No. 2015-03, Simplifying the Presentation of Debt Issuance Cost, which requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. The new guidance is

effective for the Company beginning in the first quarter of fiscal year 2017, with early adoption permitted. The Company is currently evaluating the impact that adoption of ASU No. 2015-03 will have on its consolidated financial statements.

In April 2015, the FASB issued ASU No. 2015-05, Intangibles - Goodwill and Other - Internal Use Software, which provides guidance to customers about whether a cloud computing arrangement includes a software license. If a cloud computing arrangement includes a software license, the update specifies that the customer should account for the software license element of the arrangement consistent with the acquisition of other software licenses. The update further specifies that the customer should account for a cloud computing arrangement as a service contract if the arrangement does not include a software license. ASU No. 2015- 05 will be effective for the Company in fiscal year 2016. Early adoption is permitted. An entity can elect to adopt the amendments either (1) prospectively to all arrangements entered into or materially modified after

Table of Contents

the effective date or (2) retrospectively. The Company is currently evaluating the impact that adoption of ASU No. 2015-03 will have on its consolidated financial statements.

In November 2015, the FASB issued ASU No. 2015-17 Balance Sheet Classification of Deferred Taxes, which requires that deferred tax assets and liabilities to be classified as noncurrent in the consolidated balance sheet. The standard will be effective for financial statements issued for annual periods beginning after December 15, 2016, and interim periods within those annual periods. Early adoption is permitted for financial statements that have not been previously issued. The standard may be applied either prospectively to all deferred tax assets and liabilities or retrospectively to all periods presented. The Company is currently evaluating the impact that adoption of ASU No. 2015-17 will have on its consolidated financial statements.

In February 2016, the FASB issued ASU 2016-02 “Leases (Topic 842).” This standard requires entities that lease assets to recognize on the balance sheet the assets and liabilities for the rights and obligations created by those leases. The standard is effective for fiscal years and the interim periods within those fiscal years beginning after December 15, 2018. The guidance is required to be applied by the modified retrospective transition approach. Early adoption is permitted. The Company is currently assessing the impact of the adoption of this authoritative guidance on our consolidated financial statements.

3. Net Income (Loss) Per Common Share

The basic and diluted net income (loss) per share calculations are presented below (in thousands, except for per share amounts):

	Years Ended December 31,		
	2015	2014	2013
Basic net loss per common share			
Net loss	$(40,413)	$(95,159)	$(22,852)
Weighted-average common shares outstanding	85,417	82,872	78,408
Basic net loss per share	$(0.47)	$(1.15)	$(0.29)

	Years Ended December 31,		
	2015	2014	2013
Diluted net loss per common share			
Net loss used to determine diluted earnings per common shares	$(40,413)	$(95,159)	$(22,852)
Weighted-average common shares outstanding used in basic calculation	85,417	82,872	78,408
Adjustment for dilutive potential shares	—	—	—
Weighted-average common shares for diluted net loss per share	85,417	82,872	78,408
Diluted net loss per share	$(0.47)	$(1.15)	$(0.29)

Potential shares of common stock that are not included in the determination of diluted net loss per share because they are anti-dilutive for the periods presented consist of weighted stock options, non-vested restricted stock, and shares to be purchased under our Employee Stock Purchase Plan having an anti-dilutive effect of 9.5 million, 6.4 million and 2.0 million shares for the years ended December 31, 2015, 2014 and 2013, respectively.

4. Goodwill and Other Intangibles Impairment

On January 22, 2014, the Company acquired Scout Analytics, Inc. (“Scout”), a privately held company for a total purchase consideration of $32.5 million, net of cash acquired. Scout provides cloud-based recurring revenue

management solutions that enable information services, media publishing, and SaaS companies to understand how end customers engage with their online content. As a result of the acquisition, the Company recorded $22.7 million of goodwill and $9.0 million of other intangible assets.

Goodwill Impairment

During the third quarter of 2014, the Company's market capitalization had a significant decline, the Company experienced slowing revenue growth and losses in 2014 for the CBI reporting unit in the near term and the Company experienced churn of the CBI client base. Therefore, the Company determined that there were sufficient indicators to require the Company to perform an interim impairment analysis in the third quarter of 2014.

Based on the analysis, the Company determined that the carrying amount of the goodwill for the CBI reporting unit was in excess of its fair value and that a quantitative impairment test was necessary. The fair value of the reporting unit was determined using the income approach, which estimates the fair value based on the future discounted cash flows. Under the income approach, the company assumed a forecasted cash flow period of nine years, long-term annual growth rates of 4% and a discount rate of 16%. As required by the quantitative step of the impairment test, the Company performed an allocation of the

Table of Contents

fair value to all the assets and liabilities of the reporting unit, including identifiable intangible assets, based on their estimated fair values, to determine the implied fair value of goodwill. Accordingly, the Company recorded a goodwill impairment charge related to the CBI reporting unit of $21.0 million, during the quarter ended September 30, 2014 for the difference between the carrying value of the goodwill in the reporting unit and its implied fair value. Consistent with the approach in the third quarter, the Company performed an analysis for the CBI reporting unit and again determined that the fair value was less than the carrying value. The Company then performed the quantitative step of the impairment analysis which resulted in the impairment of all of the reporting unit's remaining goodwill in the amount of $1.7 million in the fourth quarter of 2014.

In total, the Company recorded a $22.7 million non-cash goodwill impairment charge in 2014 for its CBI reporting unit. No impairment of goodwill was recognized on the remaining $6.3 million of goodwill assigned to the Managed Services reporting unit for the year ended December 31, 2015.

The changes in the carrying amount of goodwill by reporting units are as follows:

	Managed Services	Cloud and Business Intelligence	Total
	(in thousands)		
Balance as of December 31, 2013	$6,334	$—	$6,334
Addition due to acquisition	$—	$22,653	$22,653
Impairment	$—	$(22,653)	$(22,653)
Balance as of December 31, 2014	$6,334	$—	$6,334
Addition due to acquisition	$—	$—	$—
Impairment	$—	$—	$—
Balance as of December 31, 2015	$6,334	$—	$6,334

Intangible Assets Impairment

In the fourth quarter of 2014, due to a move to a competing solution by the reseller of a technology acquired from the Scout acquisition, and lack of alternative uses of this technology, the Company decided to not further pursue opportunities with this technology and fully impaired the intangible assets related to this technology, trademarks and client contracts and recorded at charge of $2.5 million for the year-ended December 31, 2014. No impairment of intangible assets was recognized for the year ended December 31, 2015.

Intangible Assets

Intangible Assets consisted of the following:

	Gross Carrying Amount	Accumulated Amortization	Net
	(in thousands)		
Balance as of December 31, 2013	$—	$—	$—
Addition	$9,020	$—	$9,020
Amortization expenses	$—	$(1,940)	$(1,940)
Impairment	$(2,970)	$513	$(2,457)
Balance as of December 31, 2014	$6,050	$(1,427)	$4,623
Addition	$—	$—	$—
Amortization expenses	$—	$(1,513)	$(1,513)
Impairment	$—	$—	$—
Balance as of December 31, 2015	$6,050	$(2,940)	$3,110

Amortization expense for intangibles assets recognized was $1.5 million, $1.9 million and $0.0 million during the years ended December 31, 2015, 2014, and 2013, respectively. The Company's intangible asset is comprised of $1.5 million of developed technology assets, $1.1 million of customer relationships assets and $0.5 million of trade name

assets as of December 31, 2015.

Table of Contents

The estimated future amortization expense of purchased intangible assets as of December 31, 2015 was as follows:

	December 31, 2015 (in thousands)
2016	$1,513
2017	1,513
2018	84
Total	$3,110

5. Cash, Cash Equivalents and Short-term Investments

Cash equivalents consist of highly liquid fixed-income investments with original maturities of three months or less at the time of purchase. The Company has cash and cash equivalents held on its behalf by a third party of $0.8 million and $0.9 million as of December 31, 2015 and 2014 respectively. Short-term investments consist of readily marketable securities with a remaining maturity of more than three months from time of purchase. The Company classifies all of its cash equivalents and short-term investments as “available for sale,” as these investments are free of trading restrictions. These marketable securities are carried at fair value, with the unrealized gains and losses, net of tax, reported as accumulated other comprehensive income and included as a separate component of stockholders’ equity. Gains and losses are recognized when realized. When the Company determines that an other-than-temporary decline in fair value has occurred, the amount of the decline that is related to a credit loss is recognized in earnings. Gains and losses are determined using the specific identification method. The Company’s realized gains and losses in the years ended December 31, 2015 and 2014 were insignificant.

Cash and cash equivalents and short-term investments consisted of the following as of December 31, 2015 and 2014 (in thousands):

December 31, 2015

	Amortized Cost	Unrealized Gains	Unrealized Losses	Estimated Fair Value
Cash	$72,105	$—	$—	$72,105
Cash equivalents:				
Money market mutual funds	229	—	—	229
Total cash and cash equivalents	72,334	—	—	72,334
Short-term investments:				
Corporate bonds	54,434	—	(389)	54,045
U.S. agency securities	36,010	—	(187)	35,823
Asset-backed securities	30,665	—	(132)	30,533
U.S. Treasury securities	16,024	—	(47)	15,977
Total short-term investments	137,133	—	(755)	136,378
Cash, cash equivalents and short-term investments	$209,467	$—	$(755)	$208,712

Table of Contents

December 31, 2014

	Amortized Cost	Unrealized Gains	Unrealized Losses	Estimated Fair Value
Cash	$89,589	$—	$—	$89,589
Cash equivalents:				
Money market mutual funds	793	—	—	793
Total cash and cash equivalents	90,382	—	—	90,382
Short-term investments:				
Corporate bonds	49,110	29	(120)	49,019
U.S. agency securities	42,004	56	(17)	42,043
Asset-backed securities	21,083	8	(34)	21,057
U.S. Treasury securities	12,859	27	(5)	12,881
Total short-term investments	125,056	120	(176)	125,000
Cash, cash equivalents and short-term investments	$215,438	$120	$(176)	$215,382

The following table summarizes the cost and estimated fair value of short-term fixed income securities classified as short-term investments based on stated effective maturities as of December 31, 2015 (in thousands):

	Amortized Cost	Estimated Fair Value
Less than 1 year	$12,527	$12,498
Due in 1 to 5 years	124,835	124,109
Total	$137,362	$136,607

As of December 31, 2015, the Company did not consider any of its investments to be other-than-temporarily impaired.

6. Fair Value of Financial Instruments

The Company measures certain financial instruments at fair value on a recurring basis. The Company uses a three-tier fair value hierarchy, which prioritizes the inputs used in the valuation methodologies in measuring fair value:

- Level 1 valuations are based on quoted prices in active markets for identical assets or liabilities.

- Level 2 valuations are based on inputs that are observable, either directly or indirectly, other than quoted prices included within Level 1. Such inputs used in determining fair value for Level 2 valuations include quoted prices in active markets for similar assets or liabilities, quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

- Level 3 valuations are based on information that is unobservable and significant to the overall fair value measurement.

All of the Company’s cash equivalents and short-term investments are classified within Level 1 or Level 2.

The following table presents information about the Company’s financial instruments that are measured at fair value as of December 31, 2015 and indicates the fair value hierarchy of the valuation (in thousands):

Table of Contents

Description	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)
Cash equivalents:			
Money market mutual funds	$229	$229	$—
Total cash equivalents	229	229	—
Short-term investments:			
Corporate bonds	54,045	—	54,045
U.S. agency securities	35,823	—	35,823
Asset-backed securities	30,533	—	30,533
U.S. Treasury securities	15,977	—	15,977
Total short-term investments	136,378	—	136,378
Cash equivalents and short-term investments	$136,607	$229	$136,378

The following table presents information about the Company's financial instruments that are measured at fair value as of December 31, 2014 and indicates the fair value hierarchy of the valuation (in thousands):

Description	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)
Cash equivalents:			
Money market mutual funds	$793	$793	$—
Total cash equivalents	793	793	—
Short-term investments:			
Corporate bonds	49,019	—	49,019
U.S. agency securities	42,043	—	42,043
Asset-backed securities	21,057	—	21,057
U.S. Treasury securities	12,881	—	12,881
Total short-term investments	125,000	—	125,000
Cash equivalents and short-term investments	$125,793	$793	$125,000

The convertible notes issued by the Company in August 2013 are shown in the accompanying consolidated balance sheets at their original issuance value, net of unamortized discount, and are not marked to market each period. The approximate fair value of the convertible notes was $126.0 million and $111.2 million as of December 31, 2015 and 2014 respectively. The fair value of the convertible notes was determined using quoted market prices for similar securities, which, due to limited trading activity, are considered Level 2 in the fair value hierarchy.

The Company did not have any other financial instruments or long-term debt measured at fair value as of December 31, 2015 and 2014, respectively.

74

Table of Contents

7. Property and Equipment, Net

Property and equipment balances were comprised of the following (in thousands):

	December 31,	
	2015	2014
Computers and equipment	$18,471	$16,335
Software	46,142	38,273
Leasehold improvements	12,338	12,643
Furniture and fixtures	8,853	9,584
	85,804	76,835
Less: accumulated depreciation and amortization	(59,901)	(51,177)
	$25,903	$25,658

Depreciation and amortization expense during the years ended December 31, 2015, 2014 and 2013, was $13.7 million, $13.2 million and $11.7 million, respectively.

Total property and equipment assets under capital lease at December 31, 2015 and 2014, was $3.3 million and $3.3 million, respectively. Accumulated depreciation related to assets under capital lease as of these dates were $3.2 million and $3.1 million, respectively.

The Company capitalized costs of $7.2 million, $3.0 million and $0.0 million, during 2015, 2014 and 2013, respectively, related to internal-use software. As of December 31, 2015 and 2014, the carrying value of capitalized costs related to internal-use software, net of accumulated amortization, was $11.7 million and $8.5 million, respectively. Amortization of capitalized costs related to internal-use software was $5.0 million, $2.9 million and $4.4 million during 2015, 2014 and 2013, respectively.

8. Other Accrued Liabilities

Other current accrued liabilities balances were comprised of the following (in thousands):

	December 31,	
	2015	2014
Accrued Interest - Convertible Notes	$948	$938
Deferred rent	738	855
ESPP Withholding	641	776
Total	$2,327	$2,569

9. Credit Facility and Capital Leases

Revolving Credit Facility

On July 5, 2012, the Company entered into a three-year credit agreement which provided for a secured revolving line of credit based on eligible accounts receivable up to $30.0 million with a $2.0 million letter of credit sublimit. On May 5, 2014, the Company entered into an amendment to the credit agreement which reduced the secured revolving line of credit to $10.0 million. The credit agreement expired on July 5, 2015.

Letter of Credit

On February 3, 2015, the Company issued a $1.2 million letter of credit in connection with a lease for a new San Francisco office facility. The letter of credit is secured by $1.2 million of a money market account which is classified as restricted cash in other assets, net, in the accompanying consolidated balance sheet.

Capital Leases

The Company has capital lease agreements that are collateralized by the underlying property and equipment and expire through September 2019. The weighted-average imputed interest rates for capital lease agreements were 4.4%, 5.8% and 2.6% at December 31, 2015, 2014 and 2013, respectively.

Table of Contents

The future contractual maturities of capital lease obligations as of December 31, 2015 are as follows (in thousands):

Years Ending	
2016	$119
2017	80
2018	67
2019	51
2020	—
Total	$317

10. Convertible Notes

Senior Convertible Notes

In August 2013, the Company issued senior convertible notes (the "Notes") raising gross proceeds of $150.0 million. The Notes are governed by an Indenture, dated August 13, 2013 (the "Indenture"), between the Company and Wells Fargo Bank, National Association, as trustee. The Notes will mature on August 1, 2018, unless earlier repurchased or converted, and bear interest at a rate of 1.50% per year payable semi-annually in arrears on February 1 and August 1 of each year, commencing February 1, 2014.

The Notes are convertible at an initial conversion rate of 61.6770 of common stock per $1,000 principal amount of Notes, which represents an initial conversion price of approximately $16.21 per share of common stock, subject to anti-dilution adjustments upon certain specified events, including in certain circumstances, upon a make-whole fundamental change (as defined in the Indenture). Upon conversion, the Notes will be settled in cash, shares of the Company’s common stock, or any combination thereof, at the Company’s option.

Prior to February 1, 2018, the Notes are convertible only upon the following circumstances:

- during any calendar quarter commencing after December 31, 2013, (and only during such calendar quarter), if for at least 20 trading days (whether or not consecutive) during the period of 30 consecutive trading days ending on the last trading day of the immediately preceding calendar quarter, the last reported sale price of common stock on such trading day is greater than or equal to 130% of the applicable conversion price on such trading day.
- during the five business day period after any five consecutive trading day period in which the trading price per $1,000 principal amount of the Notes for each trading day of that five consecutive trading day period was less than 98% of the product of the last reported sale price of common stock and the applicable conversion rate on each such trading day; or
- upon the occurrence of specified corporate events described in the Indenture.

Holders of the Notes may convert their Notes at any time on or after February 1, 2018, until the close of business on the second schedule trading day immediately preceding the maturity date, regardless of the foregoing circumstances. The holders of the Notes may require the Company to repurchase all or a portion of their Notes at a cash repurchase price equal to 100% of the principal amount of the Notes being repurchased, plus accrued and unpaid interest, if any, upon a fundamental change (as defined in the Indenture). In addition, upon certain events of default (as defined in the Indenture), the trustee by notice to the Company, or the holders of at least 25% in principal amount of the outstanding Notes by notice to the Company and the trustee, may, and the trustee at the request of such holders shall, declare 100% of the principal amount of the Notes, plus accrued and unpaid interest, if any, on all the Notes to be due and payable. In case of certain events of bankruptcy, insolvency or reorganization involving the Company, 100% of the principal of and accrued and unpaid interest on the Notes will automatically become due and payable.

To account for the Notes at issuance, the Company separated the Notes into debt and equity components pursuant to the accounting standards for convertible debt instruments that may be fully or partially settled in cash upon conversion. The fair value of debt component was estimated using an interest rate for nonconvertible debt, with terms similar to the Notes, excluding the conversion feature. The carrying amount of the liability component was calculated by measuring the fair value of a similar liability that does not have an associated convertible feature. The excess of the principal amount of the Notes over the fair value of the debt component was recorded as a debt discount and a

corresponding increase in additional paid-in capital. The debt discount is accreted to interest expense over the term of the Notes using the interest method. The amount recorded to additional paid-in capital is not to be remeasured as long as it continues to meet the conditions of equity classification. Upon issuance of the $150.0 million of Notes, the Company recorded $111.5 million to debt and $38.5 million to additional paid-in capital.

Table of Contents

The Company incurred transaction costs of approximately $4.9 million related to the issuance of the Notes. In accounting for these costs, the Company allocated the costs to the debt and equity components in proportion to the allocation of proceeds from the issuance of the Notes to such components. Transaction costs allocated to the debt component of $3.6 million are deferred as an asset and amortized to interest expense over the term of the Notes. The transaction costs allocated to the equity component of $1.3 million were recorded to additional paid-in capital. The transactions costs allocated to the debt component were recorded as deferred offering costs in other non-current assets.

The net carrying amount of the liability component of the Notes as of December 31, 2015 and 2014 consists of the following (in thousands):

	December 31,	
	2015	2014
Principal amount	$150,000	$150,000
Unamortized debt discount	(21,908)	(29,270)
Net carrying amount	$128,092	$120,730

The following table presents the interest expense recognized related to the Notes for the year ended December 31, 2015 and 2014 (in thousands):

	December 31,	
	2015	2014
Contractual interest expense at 1.5% per annum	$2,250	$2,250
Amortization of debt issuance costs	686	635
Accretion of debt discount	7,362	6,815
Total	$10,298	$9,700

The net proceeds from the Notes were approximately $145.1 million after payment of the initial purchasers' offering expense. The Company used approximately $31.4 million of the net proceeds from the Notes to pay the cost of the Note Hedges described below, which was partially offset by $21.8 million of the proceeds from the Company's sale of the Warrants also described below.

Note Hedges

Concurrent with the issuance of the Notes, the Company entered into note hedges ("Note Hedges") with certain bank counterparties, with respect to its common stock. The Company paid $31.4 million for the Note Hedges. The Note Hedges cover approximately 9.25 million shares of the Company's common stock at a strike price of $16.21 per share. The Note Hedges will expire upon the maturity of the Notes. The Note Hedges are intended to reduce the potential dilution to the Company's common stock upon conversion of the Notes and/or offset the cash payment in excess of the principal amount of the Notes the Company is required to make in the event that the market value per share of the Company's common stock at the time of exercise is greater than the conversion price of the Notes.

Warrants

Separately, the Company entered into warrant transactions, whereby it sold warrants to the same bank counterparties as the Note Hedges to acquire approximately 9.25 million shares of the Company's common stock at an initial strike price of $21.02 per share ("Warrants"), subject to anti-dilution adjustments. The Company received proceeds of approximately $21.8 million from the sale of the Warrants. If the fair value per share of the Company's common stock exceeds the strike price of the Warrants, the Warrants will have a dilutive effect on earnings per share, unless the Company elects, subject to certain conditions, to settle the Warrants in cash.

The amounts paid and received for the Note Hedges and the Warrants have been recorded in additional paid-in capital. The fair value of the Note Hedges and the Warrants are not remeasured through earnings each reporting period.

11. Commitments and Contingencies

Operating Leases

The Company leases its office space and certain equipment under non-cancelable operating lease agreements with various expiration dates through November 2022. Rent expense during 2015, 2014 and 2013 was $9.4 million, $9.2

million and

77

Table of Contents

$8.6 million, respectively. The Company recognizes rent expense on a straight-line basis over the lease period and accrues for rent expense incurred but not paid.

In May 2015, the Company commenced a 7-year office lease expiring in November 2022, for a new corporate headquarters in San Francisco, California to occupy 24,394 square feet. The total minimum lease payments are estimated to be approximately $13.3 million over the lease term.7

In October 2015, the Company signed a 6-year office lease expiring in July 2021, for a new service delivery center in Manila, Philippines to occupy 46,134 square feet. The total minimum lease payments are estimated to be approximately $7.0 million over the lease term.

In December 2015, the Company signed a 5-year office lease expiring in February 2021, for a new service delivery center in Sofia, Bulgaria to occupy 22,104 square feet. The total minimum lease payments are estimated to be approximately $1.8 million over the lease term.

Future annual minimum lease payments under all non-cancelable operating leases as of December 31, 2015 were as follows (in thousands):

Fiscal Year	
2016	$9,375
2017	9,167
2018	8,556
2019	7,209
2020	6,034
Thereafter	8,778
Total	$49,119

Purchase Orders

The Company had $11.1 million in non-cancelable purchase commitments with our suppliers as of December 31, 2015.

Litigation

On July 8, 2015, a single plaintiff filed a putative securities class action lawsuit, Weller v. ServiceSource International, Inc. et al., in the U.S. District Court for the Northern District of California (the “Weller Lawsuit”) against the Company and the Company’s former Chief Executive Officer. The Weller Lawsuit was brought on behalf of purchasers of Company stock during the period January 22, 2014 through May 1, 2014, and alleges violations under Sections 10(b) and 20(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). In connection with the mandatory lead plaintiff appointment process under the Private Securities Litigation Reform Act (PSLRA), various law firms issued press releases between July 2015 and September 2015 to search for additional shareholders that would be willing to serve as lead plaintiffs in this lawsuit. This solicitation period ended on September 29, 2015 and no other shareholders came forward, leaving only the named plaintiff as the sole shareholder seeking to be appointed lead plaintiff. The court appointed Weller as lead plaintiff on October 21, 2015. At this time, no motion to certify a class has been filed. The Company believes that the claims are meritless, and will vigorously defend itself against such claims.

From time to time, the Company may be subject to other litigation or threatened litigation arising in the ordinary course of our business. Although the results of litigation and claims cannot be predicted with certainty, the Company is currently not aware of any litigation or threats of litigation in which the final outcome could have a material adverse effect on our business, operating results, financial position, or cash flows. Regardless of the outcome, litigation can have an adverse impact on the Company because of defense and settlement costs, diversion of management resources, and other factors. The Company records a contingent liability when it is probable that a loss has been incurred and the amount is reasonably estimable in accordance with accounting for contingencies.

12. Share Repurchase Program and Stock-Based Compensation

Share Repurchase Program

In August 2015, the Board authorized a stock repurchase program ("the program") to repurchase up to $30.0 million worth of common stock of the Company. The program expires in August 2017. The aggregate amount available under the program was approximately $28.8 million as of December 31, 2015. The Company’s share repurchase program does not obligate it to acquire any specific number of shares. Under the program, shares may be repurchased in privately negotiated and/

Table of Contents

or open market transactions, including under plans complying with Rule 10b5-1 under the Exchange Act. The Company cash settles with the program broker periodically and reflects any unsettled amounts as a current liability at each period end.

The following shares of common stock were repurchased under the above-described repurchase plan:

Period	Shares (in thousands)	Weighted-average price per share	Amount (includes commissions) (in thousands)
For the three months ended September 30, 2015	159	4.12	$655
For the three months ended December 31, 2015	136	4.09	557
Total for the year ended December 31, 2015	295		$1,212

Stock Option Plans

The Company maintains the following stock plans: the 2011 Equity Incentive Plan (the “2011 Plan”) and the 2011 Employee Stock Purchase Plan. The Company’s board of directors, by delegation to its compensation committee, administers the 2011 Plan and has authority to determine the directors, officers, employees and consultants to whom options, restricted stock units or restricted stock awards may be granted, the option price or restricted stock purchase price, the timing of when each share is exercisable and the duration of the exercise period and the nature of any restrictions or vesting periods applicable to an option or restricted stock grant

Under the 2011 Plan, options granted are generally subject to a four-year vesting period whereby 25% of the options become vested after a one-year period and the remainder then vests monthly through the end of the vesting period. Vested options may be exercised up to ten years from the grant date, as defined in the 2011 Plan. Vested but unexercised options expire 90 days after termination of employment with the Company. The restricted stock units and awards typically vest over four years with annual vesting as to one-fourth of the grant on each anniversary date with vesting contingent upon employment with the Company.

The Company elected to recognize the compensation cost of all stock-based awards on a straight-line basis over the vesting period of the award. Further, the Company applied an estimated forfeiture rate to unvested awards when computing the share compensation expenses. The Company estimated the forfeiture rate for unvested awards based on its historical experience on employee turnover behavior and other factors.

At the end of each fiscal year, the share reserve under the 2011 Plan increases automatically by an amount equal to 4% of the outstanding shares as of the end of that most recently completed fiscal year or 3,840,000 shares, whichever is less. On January 1, 2016, 3.5 million additional shares were reserved under the 2011 Equity Incentive Plan pursuant to the automatic increase.

Determining Fair Value of Stock Options

The estimated fair value of stock options and awards granted during 2015, 2014 and 2013, was approximately $18.6 million, $19.4 million and $29.3 million, respectively. The Company estimates the fair value of stock option awards at the date of grant using the Black-Scholes option-pricing model. Options are granted with an exercise price equal to the fair value of the common stock as of the date of grant. Compensation expense is amortized net of estimated forfeitures on a straight-line basis over the requisite service period of the options, which is generally four years. Restricted stock vest over four years and upon vesting, entitles the holder to one share of common stock for each restricted stock and has an exercise price of $0.0001 per share, which is equal to the par value of the Company’s common stock. The fair value of the restricted stock is based on the Company’s closing stock price on the date of grant, and compensation expense, net of estimated forfeitures, is recognized on a straight-line basis over the vesting period.

The fair value of each grant of options during 2015, 2014 and 2013 was determined by the Company using the methods and assumptions discussed below. The Company stratifies its population of outstanding share options into two relatively homogeneous groups to estimate the expected term and forfeiture rate of options grants. Each of these inputs is subjective and generally requires significant judgment to determine.

Expected Term—The expected term represents the period that the Company’s share-based awards are expected to be outstanding. The Company calculated the expected term of share options using four data points: options exercised, options expired, options forfeited and options outstanding. The weighted-average of the four data points were used to

calculate the expected term.

Table of Contents

Expected Volatility—The expected volatility was based on the historical stock volatility of several of the Company's self-designated publicly listed comparable companies over a period equal to the expected terms of the options, as the Company has limited trading history to use the volatility of its own common shares.
Risk-Free Interest Rate—The risk-free interest rate was based on the implied yield on U.S. Treasury zero-coupon issues for each option grant date with maturities approximately equal to the option's contractual term.
Expected Dividend Yield—The Company has not paid dividends on its common shares nor does it expect to pay dividends in the foreseeable future.
Forfeiture Rate—The Company estimated its forfeiture rate based on an analysis of its actual forfeitures and will continue to evaluate the adequacy of the forfeiture rate based on actual forfeiture experience, analysis of employee turnover behavior, and other factors. The impact from a forfeiture-rate adjustment will be recognized in full in the period of adjustment, if the actual number of future forfeitures differs from that estimated by the Company.
The weighted average Black-Scholes option-pricing model assumptions for years ended 2015, 2014 and 2013 were as follows:

	Years Ended December 31,		
	2015	2014	2013
Expected term (in years)	5.0	5.0	5.0
Expected volatility	34%	37%	43%
Risk-free interest rate	1.64%	1.57%	1.19%
Expected dividend yield	—%	—%	—%

Employee Stock Purchase Plan
The Company's 2011 Employee Stock Purchase Plan (the "ESPP") is intended to qualify under Section 423 of the Internal Revenue Code of 1986. Under the ESPP, employees are eligible to purchase common stock through payroll deductions of up to 10% of their eligible compensation, subject to any plan limitations. The purchase price of the shares on each purchase date is equal to 85% of the lower of the fair market value of the Company's common stock on the first and last trading days of each six-month offering period.
The Company estimates the fair value of purchase rights under the ESPP using the Black-Scholes option-pricing model. The fair value of each purchase right under the ESPP was estimated on the date of grant using the Black-Scholes option valuation model and the straight-line attribution approach with the following weighted-average assumptions:

	Years Ended December 31,		
	2015	2014	2013
Expected term (in years)	0.5 -1.0	0.5 -1.0	0.5 -1.0
Expected volatility	35%	32%	27%
Risk-free interest rate	0.24%-0.37%	0.05%-0.09%	0.13%-0.17%
Expected dividend yield	—%	—%	—%

The expected term represents the period of time from the beginning of the offering period to the purchase date. The Company uses its peer market volatility for a period equivalent to the expected term of the options to estimate the expected volatility. The risk-free interest rate that the Company uses in the Black-Scholes option valuation model is based on U.S. Treasury zero-coupon issues with remaining terms similar to the expected term. The Company has never declared or paid any cash dividends and does not plan to pay cash dividends in the foreseeable future, and, therefore, used an expected dividend yield of zero in the valuation model.
The ESPP provides that additional shares are reserved under the plan annually on the first day of each fiscal year in an amount equal to the lesser of (i) 1.5 million shares, (ii) one percent of the outstanding shares of common stock on the last day of the immediately preceding fiscal year, or (iii) an amount determined by the board of directors and/or the

compensation committee of the board of directors. As of December 31, 2015, 1,483,429 shares had been issued under the ESPP and 2,559,144 shares were available for future issuance. On January 1, 2016, 0.9 million additional shares were reserved under the 2011 Employee Stock Purchase Plan.

Table of Contents

Stock Awards Issued to Employees

Option and RSU activity under the Option Plans for 2015, 2014 and 2013 was as follows (shares and aggregate intrinsic value in thousands):

		Options Outstanding		Restricted Stock Outstanding
	Shares Available for Grant	Number of Shares	Weighted-Average Exercise Price	Number of Shares
Outstanding—January 1, 2013	4,024	15,189	6.98	3,928
Additional shares reserved under the 2011 equity incentive plan	3,025	—	—	—
Granted	(6,565)	3,023	7.43	3,542
Options exercised/ Restricted stock released	—	(5,147)	4.47	(920)
Canceled/Forfeited	5,271	(4,157)	12.77	(1,119)
Outstanding — December 31, 2013	5,755	8,908	5.89	5,431
Additional shares reserved under the 2011 equity incentive plan	3,279	—	—	—
Granted	(8,554)	4,345	4.46	4,209
Options exercised/ Restricted stock released	—	(518)	5.13	(1,332)
Canceled/Forfeited	5,502	(2,665)	6.77	(2,832)
Outstanding — December 31, 2014	5,982	10,070	5.08	5,476
Additional shares reserved under the 2011 equity incentive plan	3,364	—	—	—
Granted	(6,696)	4,206	4.45	2,490
Options exercised/ Restricted stock released	—	(1,126)	4.13	(1,966)
RSU shares withheld for taxes	212			212
Canceled/Forfeited	4,193	(2,534)	5.65	(1,660)
Outstanding — December 31, 2015	7,055	10,616	4.79	4,552

	Number of Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value
Options vested and expected to vest—December 31, 2015	9,770	$4.82	6.54	$2,868
Options exercisable—December 31, 2015	4,520	5.18	3.57	775
Restricted stock expected to vest- December 31, 2015	3,514	—	1.36	16,201

The weighted-average grant date fair value of options granted during 2015, 2014 and 2013 was $1.45, $1.56 and $3.18, respectively. The weighted average grant date fair values of restricted stock units granted during 2015, 2014 and 2013 was $5.03, $4.62 and $8.26, respectively.

The aggregate intrinsic value of options exercised under the Option Plans was $1.3 million, $1.7 million and $23.9 million, in 2015, 2014 and 2013, respectively, determined as of the date of option exercise. The intrinsic value is calculated as the difference between the fair value of the common shares on the exercise date and the exercise price of the option shares. The total estimated fair value of options shares vested in 2015, 2014 and 2013 was $11.0 million, $4.8 million and $15.9 million, respectively.

Stock-based compensation expense is based on applying estimated fair values determined at the grant date to those options granted in the year that are ultimately expected to vest. Accordingly, the fair values calculated on the total population of grants have been reduced for estimated forfeitures expected to occur in the future.

The table below summarizes stock-based compensation expense as allocated within the Company's consolidated statements of operations (in thousands):

Table of Contents

	Years Ended December 31,		
	2015	2014	2013
	(in thousands)		
Includes stock-based compensation of:			
Cost of revenue	$2,666	$3,995	$3,303
Sales and marketing	3,393	6,193	9,831
Research and development	1,299	2,800	2,414
General and administrative	6,029	7,911	8,072
Restructuring and other	2,579	$—	$—
Total stock-based compensation	$15,966	$20,899	$23,620

The above table does not include $0.4 million of stock-based compensation that was capitalized related to internal-use software in 2015. There was no capitalized stock-based compensation related to internal-use software in 2014 or 2013. As of December 31, 2015 there was $20.3 million of unrecognized compensation expense related to non-vested share-based compensation arrangements granted under the 2011 Plan, which is expected to be recognized over a weighted-average period of 3.07 years.

13. Employee Benefit Plan

The Company maintains a 401(k) defined contribution benefit plan that covers domestic employees who have attained 21 years of age and provide at least 20 hours of service per week. This plan allows U.S. employees to contribute up to 90% of their pre-tax salary in certain investments at the discretion of the employee, up to maximum annual contribution limits established by the U.S. Department of Treasury. During 2015, 2014 and 2013, the Company matched up to 50% of employee contributions up to an annual limit of $2,000. Matching contributions by the Company are fully vested upon completion of the first year of employment. Employer matching contributions, which may be discontinued at the Company's discretion, amounted to $2.1 million, $1.9 million and $1.3 million, during 2015, 2014 and 2013, respectively.

14. Income Taxes

Loss from continuing operations before provision for income taxes for the Company's domestic and international operations was as follows (in thousands):

	Years Ended December 31,		
	2015	2014	2013
U.S.	$(40,720)	$(88,616)	$(20,124)
International	1,711	(6,241)	(1,857)
Loss before provision for income taxes	$(39,009)	$(94,857)	$(21,981)

The income tax provision consisted of the following (in thousands):

	Years Ended December 31,		
	2015	2014	2013
Current:			
Federal	$—	$(16)	$—
Foreign	632	517	501
State and local	(32)	424	153
Total current income tax provision	600	925	654
Deferred:			
Foreign	52	(97)	(90)

State and local	752	(526)	307
Total deferred income tax provision (benefit)	804	(623)	217
Income tax provision	$1,404	$302	$871

Table of Contents

The following table provides a reconciliation of income taxes provided at the federal statutory rate of 34% to the income tax provision (in thousands):

	Years Ended December 31,		
	2015	2014	2013
U.S. income tax at federal statutory rate	$(13,388)	$(32,246)	$(7,464)
State income taxes, net of federal benefit	342	758	544
Foreign tax rate differential	(85)	1,882	1,000
Permanent differences	254	464	231
Non-deductible impairment charges	—	7,702	—
Tax credits	(405)	(1,769)	(1,824)
Valuation allowance	14,349	23,645	8,366
Other, net	337	(134)	18
Income tax provision	$1,404	$302	$871

In November 2015, the Philippine Economic Zone Authority granted a four year tax holiday to the Company's Philippine affiliate, commencing with its fiscal year beginning January 1, 2016. The earnings per share benefit for 2015 is not material.

In December 2013, Malaysia granted a ten year tax holiday to the Company’s Malaysia affiliate, commencing with its fiscal year beginning January 1, 2014. This resulted in a tax benefit in fiscal 2013 of approximately $0.2 million from the elimination of the Malaysia subsidiary’s deferred tax liabilities. The earnings per share benefit in 2015, 2014 and 2013 is not material.

The following table provides the effect of temporary differences that created deferred income taxes as of December 31, 2015 and 2014. Deferred tax assets and liabilities represent the future effects on income taxes resulting from temporary differences and carryforwards at the end of the respective periods (in thousands):

	December 31,	
	2015	2014
Current:		
Accrued liabilities	$2,390	$4,290
State taxes	1	1
Current deferred tax assets	2,391	4,291
Non-current:		
Share-based compensation expense	12,823	14,177
Net operating loss carryforwards	66,541	48,594
Tax credits	5,692	5,325
Amortization of tax intangibles	7,639	5,210
Other, net	26	22
Non-current deferred tax assets	92,721	73,328
Total current and non-current deferred tax assets	95,112	77,619
Deferred tax liabilities:		
Property & equipment	(6,122)	(902)
Convertible debt costs	(1,635)	(2,146)
Net deferred tax assets	87,355	74,571
Less: Valuation allowance	(85,524)	(71,935)
Net deferred tax assets	$1,831	$2,636

As of December 31, 2015 and 2014, management assessed the realizability of deferred tax assets. Management evaluated the need for an amount of any valuation allowance for deferred tax assets on a jurisdictional basis. This evaluation utilizes the framework contained in ASC 740, Income Taxes, wherein management analyzes all positive and negative evidence available at the balance sheet date to determine whether all or some portion of our deferred tax assets will not be realized. Under this

Table of Contents

guidance, a valuation allowance must be established for deferred tax assets when it is more likely than not (a probability level of more than 50 percent) that they will not be realized. In assessing the realization of our deferred tax assets, we consider all available evidence, both positive and negative.

In concluding on the evaluation, management placed significant emphasis on guidance in ASC 740, which states that "a cumulative loss in recent years is a significant piece of negative evidence that is difficult to overcome." Based upon available evidence, it was concluded on a more-likely-than-not basis that most of our U.S. deferred tax assets were not realizable as of December 31, 2015. Significant negative evidence included U.S. pretax losses (as calculated consistent with ASC 740) in each of the Company's 2015 quarters and for the cumulative twelve-quarter period ended December 31, 2015. Additionally, Company forecasts indicated a continuation of U.S pretax losses for calendar 2016.

Management also assessed the available positive and negative evidence to estimate if sufficient future taxable income will be generated to use our existing state deferred tax assets. A significant piece of objective negative evidence evaluated was a state tax law change that occurred during the second quarter ended June 30, 2015 and impacts the manner in which the Company apportions revenue. Such objective evidence limits the ability to consider other subjective evidence such as our projections for future growth. On the basis of this evaluation as of December 31, 2015, the Company has recorded a valuation allowance of approximately $0.5 million to reflect only the portion of the state deferred tax asset that is more likely than not to be realized. Note that changes in tax laws and rates may affect other deferred tax assets and liabilities recorded in the future. These changes are accounted for in the period of enactment and thus are reflected in the Company's December 31, 2015 financial results. As a result of the state tax law change discussed above, the Company has also recorded approximately $0.3 million in our tax provision for the year ended December 31, 2015.

Management also concluded on a more-likely-than-not basis that our Singapore deferred tax assets were not realizable, using the analysis prescribed in ASC 740. Other factors were considered but provided neither positive nor negative objectively-verifiable evidence as to the realization of our deferred tax assets. The remaining deferred tax assets at December 31, 2015 relate to jurisdictions in which we have net adjusted historical pretax profits and sufficient forecast profitability to assure future realization of such deferred tax assets

Based upon available evidence, it was concluded on a more-likely-than-not basis that most of our U.S. deferred tax assets were not realizable in 2014. Significant negative evidence included U.S. pretax losses (as calculated consistent with ASC 740) in each of the Company's 2014 quarters and for the cumulative twelve-quarter period ended December 31, 2014. Additionally, Company forecasts indicated a continuation of U.S pretax losses for calendar 2015.

Management also concluded on a more- likely-than-not basis that our Singapore and Ireland deferred tax assets were not realizable, using the analysis prescribed in ASC 740. Other factors were considered but provided neither positive nor negative objectively-verifiable evidence as to the realization of our deferred tax assets. The remaining deferred tax assets in 2014 relate to jurisdictions in which we have net adjusted historical pretax profits and sufficient forecast profitability to assure future realization of such deferred tax assets.

The change in the valuation allowance for the years ended December 31, 2015 and 2014 was an increase of $13.6 million and $29.8 million, respectively. The change in valuation allowance for the year ended December 31, 2015 of $13.6 million includes a net addition charged to expense of approximately $16.1 million offset by a write-off of approximately $2.5 million related to the effect of stock-based compensation shortfalls.

As of December 31, 2015, the Company had net operating loss carryforwards of approximately $225.2 million for federal income tax purposes and approximately $120.9 million for California income tax purposes. These losses are available to reduce taxable income and expire at various dates beginning in 2017. Approximately $50.2 million of federal net operating loss carryforwards and $35.2 million of California net operating loss carryforwards are related to excess tax benefits from stock-based compensation. The tax benefits associated with net operating losses attributed to stock-based compensation will be credited to additional paid-in capital when realized. The Company uses a "with and without" approach to determine the utilization of excess tax benefits from stock-based compensation. The Company considers only the direct impact of stock option awards when calculating the amount of windfalls or shortfalls attributable to stock-based compensation.

At December 31, 2015, the Company had $2.5 million of U.S. federal research and development credits which expire beginning in 2031, and $3.5 million of California research and development credits which do not expire. The Company also has $0.4 million of California Enterprise Zone Credits which expire beginning in 2023 if not utilized, and $2.2 million of other state tax credits which expire beginning in 2024 if not utilized.

Utilization of the Company’s net operating loss and tax credit carryforwards may be subject to a substantial annual limitation due to the ownership change limitations provided by the Internal Revenue Code and similar state provisions. Such an annual limitation could result in the expiration or elimination of the net operating loss and tax credit carryforwards before utilization. Management believes that the limitation will not limit utilization of the carryforwards prior to their expiration.

Table of Contents

The Company acquired U.S. federal net operating loss carryforwards of Scout Analytics, Inc. upon the acquisition of that entity in January 2014, subject to the ownership change limitations. Acquired U.S. federal net operating losses from Scout total approximately $30.2 million, net of amounts unavailable due to ownership change limitations, which amount is included in the total U.S. federal net operating loss above.

The Company's income taxes payable has been adjusted for the tax benefits associated with employee stock option transactions. These adjustments to stockholders' equity amounted to less than $0.1 million credit and $0.1 million credit for the years ended December 31, 2015 and 2014, respectively.

The Company files U.S. federal and state and foreign income tax returns in jurisdictions with varying statutes of limitations. In the normal course of business the Company is subject to examination by taxing authorities throughout the world. These audits could include examining the timing and amount of deductions, the allocation of income among various tax jurisdictions and compliance with federal, state, local and foreign tax laws. The Company is currently under audit by the state of California for its 2008 through 2010 tax years. The 2005 through 2014 tax years generally remain subject to examination by federal, state and foreign tax authorities.

The Company has implemented the provisions of ASC 740-10, Accounting for Uncertainty in Income Taxes. A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows (in thousands):

	December 31,		
Years Ended	2015	2014	2013
Beginning balance	$948	$880	$433
Additions based on tax positions related to the current year	62	169	317
Additions for tax position of prior years	—	—	130
Reductions for tax positions of prior years	(73)	(101)	—
Ending balance	$937	$948	$880

At December 31, 2015, the Company had a liability for unrecognized tax benefits of $0.9 million, none of which, if recognized, would affect the Company's effective tax rate. The Company does not expect its unrecognized tax benefits to change significantly over the next 12 months.

The Company recognizes interest and penalties accrued related to unrecognized tax benefits in income tax expense. During the year ended December 31, 2015, the interest and penalties recognized were not material. During the years ended December 31, 2014 and 2013, the Company recognized and accrued an insignificant amount of interest or penalties related to unrecognized tax benefits.

The Company considers its undistributed earnings of its foreign subsidiaries permanently reinvested in foreign operations and has not provided for U.S. income taxes on such earnings. As of December 31, 2015 the Company's unremitted earnings from its foreign subsidiaries was $6.9 million. The determination of the unrecognized deferred U.S. income tax liability, if any, is not practicable due to the complexities associated with its hypothetical calculation.

15. Segment and Geographical Information

Segment Information

Managed Services- The Company's managed services solution consists of end-to-end management and optimization of the recurring revenue process, including quoting, selling and business intelligence. The Company's managed services business is built on its pay-for-performance model, whereby clients pay the Company a commission based on renewal sales that it generates on their behalf. The Company's managed services offerings include quoting and selling services, in which dedicated service teams have specific expertise in the clients' businesses, are deployed under the Company's clients' brands and follow a sales process tailored specifically to improve client retention and increase service contract renewals.

Cloud and Business Intelligence- The Company’s cloud and business intelligence solution consist of its subscription sales and professional services to deploy the Company's solutions. Subscription sales consists of selling subscriptions to Renew OnDemand and Scout Analytics, both SaaS applications. The foundation of the Company’s cloud solution is Renew OnDemand, a SaaS-based renewal management system based on its data warehouse of transactional, analytical and industry data that grows with each service renewal transaction and client.

Table of Contents

The Company does not allocate sales and marketing, research and development, or general and administrative expenses to its operating segments because management does not include the information in its measurement of the performance of the operating segments. A measure of assets by segment is not applicable as segment assets are not included in the discrete financial information provided to the CODM.

No client represented 10% or more of the Company's revenues in 2015. One client represented 12% and 14% of the Company's revenue in 2014 and 2013, respectively.

The following tables provide summary financial information by reportable segment (in thousands):

	Year Ended December 31, 2015		Year Ended December 31, 2014		Year Ended December 31, 2013	
	Managed Services	Cloud and Business Intelligence	Managed Services	Cloud and Business Intelligence	Managed Services	Cloud and Business Intelligence
Net Revenue	$227,645	$24,558	$240,573	$31,607	$255,547	$16,935
Cost of Revenue	155,898	15,471	170,820	23,189	147,278	15,171
Gross Profit	$71,747	$9,087	$69,753	$8,418	$108,269	$1,764

Geographical Information

The Company’s business is geographically diverse. During 2015, 66% of our net revenue was earned in North America and Latin America (“NALA”), 24% in Europe, Middle East and Africa (“EMEA”) and 10% in Asia Pacific-Japan (“APJ”). Net revenue for a particular geography generally reflects commissions earned from sales of service contracts managed from sales centers in that geography and subscription sales and professional services to deploy the Company's solutions. Predominantly all of the service contracts sold and managed by the sales centers relate to end customers located in the same geography. All of NALA net revenue represents revenue generated in the United States.

Net revenue by geographic region, is summarized as follows (in thousands):

	Year Ended December 31,		
	2015	2014	2013
Net revenue			
NALA	$166,511	$176,928	$173,188
EMEA	59,708	70,425	73,839
APJ	25,984	24,827	25,455
Total net revenue	$252,203	$272,180	$272,482

The majority of the Company’s assets at December 31, 2015 and 2014 were attributable to its U.S. operations. Property and equipment information is based on the physical location of the assets. The following table presents the long-lived assets, consisting of property and equipment, by geographic location (in thousands):

	December 31,	
	2015	2014
NALA	$21,626	$21,682
EMEA	732	1,207
APJ	3,545	2,769
Total property and equipment, net	$25,903	$25,658

16. Restructuring and Other

The Company announced at the beginning of the third quarter of 2014 a restructuring effort to better align its cost structure with current revenue levels. The restructuring plans are accounted for in accordance with ASC 420, Exit or Disposal

Table of Contents

Cost Obligations. Restructuring and other charges during the years ended December 31, 2015 and 2014, was $3.7 million and $3.3 million, respectively.

Restructuring charges in 2015 consisted of $1.1 million of separation payments and related employee benefits and $2.6 million of stock compensation related to the accelerated vesting of certain equity awards granted to the Company's former interim CFO and CEO. Restructuring charges in 2014 consisted of $2.8 million of separation payments and related employee benefits and $0.5 million of charges related to cancellation of contracts with outside vendors.

Restructuring and other reserve activities for the twelve months ended December 31, 2015 and 2014 are summarized as follows (in thousands):

	Restructuring	Other	Total
Restructuring and other liability at January 1, 2014	$—	$—	$—
Charges to expense and other adjustments	2,054	1,260	3,314
Cash paid	(1,690)	(1,009)	(2,699)
Restructuring and other liability at December 31, 2014	364	251	615
Charges to expense and other adjustments	353	3,309	3,662
Cash paid	(717)	(886)	(1,603)
Acceleration of stock-based compensation expense in additional paid-in capital	—	(2,579)	(2,579)
Restructuring and other liability at December 31, 2015	$—	$95	$95

17. Related Party Transactions

Richard Campione was elected to the Company's Board of Directors (the "Board") on November 29, 2012. On December 19, 2012, the Company entered into a consulting agreement with Mr. Campione under which Mr. Campione provides certain software consulting services to the Company. The Audit Committee of the Board pre-approved this consulting agreement in accordance with the Company's formal policy regarding related party transactions. The Company paid Mr. Campione $0.3 million for consulting services provided during the term of the agreement, which ended April 30, 2013.

On November 13, 2014, the Company entered into an agreement with Altai Capital Management, L.P. (Altai) whereby the Company expanded the number of seats of its Board of directors to 9 from 8 and granted a seat to Altai as long as it holds a 10% or greater equity ownership in the Company. At the Company's 2015 Annual Meeting, Altai Capital voted all of its shares of common stock of the Company in favor of each of the Company's nominees for director.

In addition, the Company and Altai Capital entered into a Registration Rights Agreement. Altai Capital is entitled to demand registration rights. If Altai Capital requests in writing that the Company effect a registration that has an anticipated aggregate offering price to the public of at least $15.0 million, then the Company will be required to register all registrable securities that Altai Capital requests to be registered, subject to certain conditions and limitations. The Company is required to effect only one registration if on a long-form registration statement and up to four registrations if on a short-form registration statement. Depending on certain conditions, however, the Company may defer any such registration for a specified number of days.

Altai Capital is entitled to piggyback registration rights. If the Company registers any of its securities either for its own account or for the account of other security holders, Altai Capital is entitled to include all or part of its shares in the registration, subject to certain conditions and limitations.

Generally, all of the Company's fees, costs and expenses of registrations will be borne by the Company. However, certain costs of any shelf registration statements, in addition to underwriting discounts and commissions, will be borne by Altai Capital. The parties shall provide customary indemnification of each other in connection with any registered offering pursuant to the terms of the Registration Rights Agreement.

Table of Contents

18. Selected Quarterly Financial Data (Unaudited)

The following table sets forth data derived from our unaudited quarterly Condensed Consolidated Statement of Operations data for each of the eight quarters ended December 31, 2015. In management's opinion, the data has been prepared on the same basis as the audited Consolidated Financial Statements included in this report, and reflects all necessary adjustments, consisting only of normal recurring adjustments, necessary for a fair statement of this data.

	Three Months Ended							
	Dec. 31, 2015	Sep. 30, 2015	Jun. 30, 2015	Mar. 31, 2015	Dec. 31, 2014[1]	Sep. 30, 2014[2]	Jun. 30, 2014	Mar. 31, 2014
	(in thousands, except per share amounts)							
Net revenue	$64,960	$59,432	$61,613	$66,197	$74,654	$64,713	$65,997	$66,816
Gross profit	24,667	16,864	18,921	20,382	25,976	15,495	17,479	19,221
Loss from operations	(3,736)	(8,187)	(9,579)	(8,191)	(9,829)	(39,119)	(18,870)	(16,031)
Loss before provision for income taxes	(5,954)	(10,700)	(12,318)	(10,036)	(13,200)	(41,986)	(21,066)	(18,605)
Net loss	$(5,978)	$(10,858)	$(13,407)	$(10,170)	$(13,541)	$(41,786)	$(21,092)	$(18,740)
Net loss per common share:								
Basic and diluted	$(0.07)	$(0.13)	$(0.16)	$(0.12)	$(0.16)	$(0.50)	$(0.25)	$(0.23)

(1) During the three months ended December 31, 2014, the Company recorded a goodwill impairment charge of $1.7 million and an intangible asset impairment charge of $2.5 million.

(2) During the three months ended September 30, 2014, the Company recorded a goodwill impairment charge of $21.0 million.

Table of Contents

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

(a) Evaluation of disclosure controls and procedures

Under the supervision and with the participation of our management, including our chief executive officer and chief financial officer, we conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as of the end of the period covered by this Annual Report on Form 10-K.

In designing and evaluating our disclosure controls and procedures, management recognizes that any disclosure controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs.

Based on management's evaluation, our chief executive officer and chief financial officer concluded that as of December 31, 2015 our disclosure controls and procedures are designed to, and are effective to, provide at a reasonable assurance level that the information we are required to disclose 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 disclosures.

(b) Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). Under the supervision and with the participation of our management, including our chief executive officer and chief financial officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting as of December 31, 2015 based on the guidelines established in Internal Control-Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Our internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external reporting purposes in accordance with U.S. generally accepted accounting principles.

Based on the results of our evaluation, our management concluded that our internal control over financial reporting was effective as of December 31, 2015. The effectiveness of our internal control over financial reporting as of December 31, 2015 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in its report which is included in Item 8 of this Annual Report on Form 10-K.

(c) Changes in internal control over financial reporting

There was no change in our internal control over financial reporting that occurred during the quarter ended December 31, 2015 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

(d) Inherent Limitations on Effectiveness of Controls

Our management, including our chief executive officer and chief financial officer, do not expect that our disclosure controls or our internal control over financial reporting will prevent all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of a simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people or by

management override of the controls. The design of any system of controls 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; over time, controls may become inadequate because of changes in conditions, or the degree of compliance with policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

ITEM 9B. OTHER INFORMATION

None.

Table of Contents

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Information regarding our directors is incorporated by reference from the information contained under the caption "Election of Directors" in our Proxy Statement for our 2016 Annual Meeting of Stockholders (the "2016 Proxy Statement"). Information regarding our current executive officers is incorporated by reference from information contained under the caption "Executive Officers" in our 2016 Proxy Statement. Information regarding Section 16 reporting compliance is incorporated by reference from information contained under the caption "Section 16(a) Beneficial Ownership Reporting Compliance" in our 2016 Proxy Statement. Information regarding the Audit Committee of our Board of Directors and information regarding an Audit Committee financial expert is incorporated by reference from information contained under the caption "Board Committees" in our 2016 Proxy Statement. Information regarding our code of ethics is incorporated by reference from information contained under the caption "Code of Business Conduct and Ethics" in our 2016 Proxy Statement. Information regarding our implementation of procedures for stockholder nominations to our Board of Directors is incorporated by reference from information contained under the caption "Process for Recommending Candidates to the Board of Directors" in our 2016 Proxy Statement.

We intend to disclose any amendment to our code of ethics, or waiver from, certain provisions of our code of ethics as applicable for our directors and executive officers, including our principal executive officer, principal financial and accounting officer, chief accounting officer, and controller, or persons performing similar functions, by posting such information on our website at http://www.servicesource.com.

ITEM 11. EXECUTIVE COMPENSATION

The information required by this item is incorporated by reference from the information contained under the captions "Compensation Discussion and Analysis" and "Executive Compensation" in our 2016 Proxy Statement.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Other than information regarding securities authorized for issuance under equity compensation plans, which is set forth in the Notes to the Consolidated Financial Statements above, the information required by this item is incorporated by reference from the information contained under the caption "Security Ownership" in our 2016 Proxy Statement.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by this item is incorporated by reference from the information contained under the captions "Related Person Transactions and Section 16(a) Beneficial Ownership Reporting Compliance" and "Director Independence" in our 2016 Proxy Statement.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by this item is incorporated by reference from the information contained under the caption "Principal Accountant Fees and Services" in our 2016 Proxy Statement.

Table of Contents

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) (1) All financial statements

Consolidated financial statements filed as part of this report are listed under Part II, Item 8, pages [57] through [62] of this Form 10-K.

(2) Financial Statement Schedules

No schedules are required because either the required information is not present or is not present in amounts sufficient to require submission of the schedule, or because the information required is included in the consolidated financial statements or the notes thereto.

(3) Exhibits

See Item 15(b) below. Each management contract and compensatory plan or arrangement required to be filed has been identified.

(b) Exhibits

The exhibits listed on the accompanying Exhibit Index immediately following the signature page are filed as part of, or are incorporated by reference into, this Annual Report on Form 10-K.

(c) Financial Statement Schedules

Reference is made to Item 15(a)(2) above.

Table of Contents

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

SERVICESOURCE INTERNATIONAL, INC.

Dated:	March 8, 2016	By:	/s/ CHRISTOPHER M. CARRINGTON Christopher M. Carrington Chief Executive Officer (Principal Executive Officer)

SERVICESOURCE INTERNATIONAL, INC.

Dated:	March 8, 2016	By:	/s/ ROBERT N. PINKERTON Robert N. Pinkerton Chief Financial Officer (Principal Financial and Accounting Officer)

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Christopher M. Carrington, Robert N. Pinkerton and Matthew Goldberg, and each of them, his or her true and lawful attorney-in-fact and agent, with full power of substitution, each with power to act alone, to sign and execute on behalf of the undersigned any and all amendments to this Annual Report on Form 10-K, and to perform any acts necessary in order to file the same, with all exhibits thereto and other documents in connection therewith with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requested and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or their or his or her substitutes, shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the ServiceSource International, Inc. and in the capacities and on the dates indicated.

Date	Signature	Title
March 8, 2016	/s/ CHRISTOPHER M. CARRINGTON Christopher M. Carrington	Chief Executive Officer (Principal Executive Officer)
March 8, 2016	/s/ ROBERT N. PINKERTON Robert N. Pinkerton	Chief Financial Officer (Principal Financial and Accounting Officer)
March 8, 2016	/s/ ROBERT G. ASHE Robert G. Ashe	Director
March 8, 2016	/s/ STEVEN M. CAKEBREAD Steven M. Cakebread	Director
March 8, 2016	/s/ RICHARD J. CAMPIONE Richard J. Campione	Director
March 8, 2016	/s/ BRUCE W. DUNLEVIE	Director

Bruce W. Dunlevie

92

Table of Contents

March 8, 2016	/s/ JAMES C. MADDEN James C. Madden	Director
March 8, 2016	/s/ RISHI BAJAJ Rishi Bajaj	Director
March 8, 2016	/s/ THOMAS F. MENDOZA Thomas F. Mendoza	Director
March 8, 2016	/s/ BARRY D. REYNOLDS Barry D. Reynolds	Director

Table of Contents

Index to Exhibits

Exhibit Number	Exhibit Description	Filed Herewith	Incorporated by Reference Herein		
			Exhibit	Form/File No.	Filing Date
3.1	Certificate of Incorporation of the Company filed March 24, 2011		3.1	Form 8-K (No. 001-35108)	April 1, 2011
3.2	Bylaws of the Company dated March 24, 2011		3.2	Form 8-K (No. 001-35108)	April 1, 2011
4.1	Registration and Information Rights Agreement dated as of December 8, 2006, between the Registrant and GA SS Holding LLC, SSLLC Holdings, Inc., Housatonic Micro Fund SBIC, LP and Housatonic Equity Investors SBIC, LP		4.1	Form S-1/A (No. 333-171271)	February 25, 2011
4.2	Securities Purchase Agreement and Registration Rights Schedule dated as of January 31, 2003, between the Registrant and the 2003 Holders		4.2	Form S-1/A (No. 333-171271)	February 25, 2011
4.3	Specimen common stock certificate of the Registrant		4.3	Form S-1/A (No. 333-171271)	March 11, 2011
4.4	Indenture between ServiceSource International, Inc. and Wells Fargo Bank, National Association, dated as of August 13, 2013		4.4	Form 8-K (No. 001-35108)	August 14, 2013
4.5	Registration Rights Agreement dated as of November 13, 2014, by and between the Company and Altai Capital Management, L.P.		10.2	Form 8-K (No. 001-35108)	November 14, 2014
10.1+	Form of Director and Executive Officer Indemnification Agreement		10.1	Form S-1 (No. 333-171271)	December 20, 2010
10.2+	2004 Omnibus Share Plan and forms of agreements thereunder		10.2	Form S-1 (No. 333-171271)	December 20, 2010
10.3+	2008 Share Option Plan and form of agreement thereunder		10.3	Form S-1 (No. 333-171271)	December 20, 2010
10.4+	2011 Equity Incentive Plan and forms of agreements thereunder		4.4	Form S-8 (No. 333-173116)	March 28, 2011
10.5+	2011 Equity Incentive Plan form of Restricted Stock Award Agreement		10.1	Form 8-K (No. 001-35108)	February 10, 2012

10.6+	2011 Employee Stock Purchase Plan and form of agreement thereunder	4.5	Form S-8 (No. 333-173116)	March 28, 2011

Table of Contents

Exhibit Number	Exhibit Description	Filed Herewith	Incorporated by Reference Herein		
			Exhibit	Form/File No.	Filing Date
10.7	Form of Convertible Note Hedge Confirmation		10.3	Form 8-K (No. 001-35108)	August 9, 2013
10.8	Form of Warrant Confirmation		10.4	Form 8-K (No. 001-35108)	August 9, 2013
10.9	Employment and Confidential Information Agreement dated as of November 16, 2014, between the Company and Christopher M. Carrington		10.15	Form 10-K/A (No. 001-35108)	March 17, 2015
10.10+	Separation Agreement dated as of December 31, 2014 between the Company and Richard Campione		10.16	Form 10-K/A (No. 001-35108)	March 17, 2015
10.11+	Letter Agreement, dated November 13, 2014, by and between the Company and Altai Capital		10.1	Form 8-K (No. 001-35108)	November 14, 2014
10.12+	Employment and Confidential Information Agreement dated as of April 6, 2015, between the Company and Robert N. Pinkerton		10.1	Form 10-Q (No. 001-35108)	May 8, 2015
10.13+	Separation Agreement dated as of April 6, 2015 between the Company and Simon Biddiscombe		10.1	Form 10-Q (No. 001-35108)	August 7, 2015
10.14+	Board Resignation Agreement dated as of May 22, 2015 between the Company and Michael Smerklo		10.2	Form 10-Q (No. 001-35108)	August 7, 2015
10.15+	Employment Agreement dated as of June 8, 2015 between the Company and Brian Delaney		10.1	Form 10-Q (No. 001-35108)	November 6, 2015
10.16+	Employment Agreement dated as of April 20, 2015 between the Company and Gregory Hopkins		10.2	Form 10-Q (No. 001-35108)	November 6, 2015
21.1	List of subsidiaries	X			
23.1	Consent of PricewaterhouseCoopers LLP	X			
31.1	Certification of Principal Executive Officer required by Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	X			
31.2	Certification of Principal Financial Officer required by Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the	X			

	Sarbanes-Oxley Act of 2002.	
32.1*	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	X
32.2*	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	X

Table of Contents

Exhibit Number	Exhibit Description	Filed Herewith	Incorporated by Reference Herein		
			Exhibit	Form/File No.	Filing Date
101.INS	XBRL Instance Document				
101.SCH	XBRL Taxonomy Extension Schema				
101.CAL	XBRL Taxonomy Extension Calculation Linkbase				
101.DEF	XBRL Taxonomy Extension Definition Linkbase				
101.LAB	XBRL Taxonomy Extension Label Linkbase				
101.PRE	XBRL Taxonomy Extension Presentation Linkbase				

\+ Management contract or compensatory plan or arrangement.

* In accordance with Item 601(b)(32)(ii) of Regulation S-K and SEC Release No. 33-8238 and 34-47986, Final Rule: Management's Reports on Internal Control Over Financial Reporting and Certification of Disclosure in Exchange Act Periodic Reports, the certifications furnished in Exhibits 32.1 and 32.2 hereto are deemed to accompany this Annual Report on Form 10-K and will not be deemed "filed" for purposes of Section 18 of the Exchange Act. Such certifications will not be deemed to be incorporated by reference into any filings under the Securities Act or the Exchange Act, except to the extent that the registrant specifically incorporates it by reference.