

THE LIGHTHOUSE



November 2016

- Software
- Online & Digital
- Tech Enabled Business Services

TABLE OF CONTENTS

1. Capital Market Trends	3
2. Public Market Valuations	4
3. M&A Transactions	20
4. Selected Transactions	31
5. Pharos Overview	37

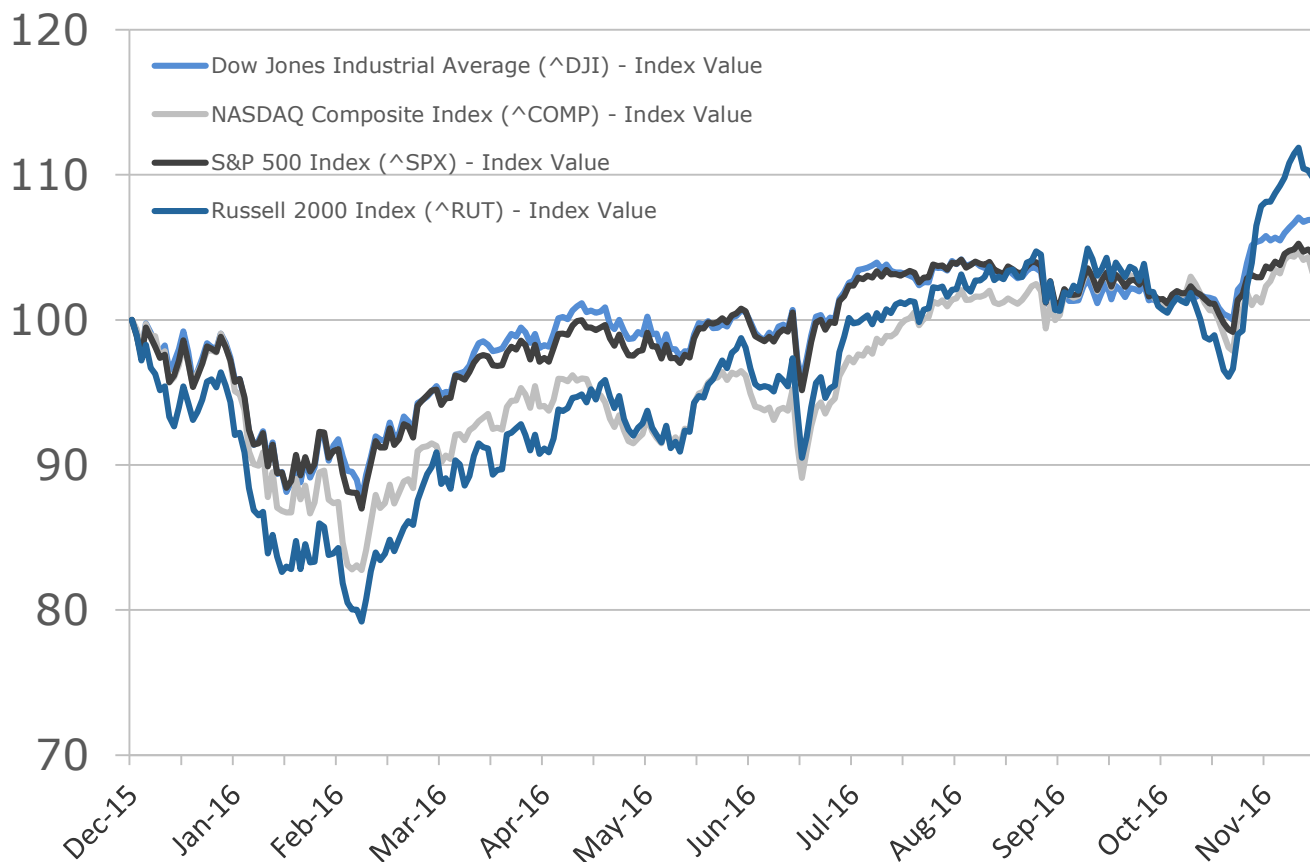
If you would like to be included on (or removed from) the distribution list for *The Lighthouse*, please contact Archit Vijoy at avijoy@pharus.com.

The information contained herein is obtained from sources we believe to be reliable but its accuracy and completeness, and that of the opinions based thereon, is not guaranteed. Pharos Advisors Holdings, or one or more of its partners, may have an interest in any of the securities or companies discussed herein. All rights reserved by Pharos Advisors Holdings, LLC. 2016 Copyright Pharos Advisors Holdings, LLC.

1. CAPITAL MARKET TRENDS

RELATIVE PERFORMANCE OF MAJOR INDICES

Through November 30, 2016 (Base = 100, 12/01/2015)



Index	As of 30-Nov-16	Change %		
		1 Year	3 Months	1 Month
Dow Jones	19,123.58	7.9%	3.9%	5.4%
Nasdaq	5,323.68	4.2%	2.1%	2.6%
S&P 500	2,198.81	5.7%	1.3%	3.4%
Russell 2000	1,322.34	10.4%	6.6%	11.0%

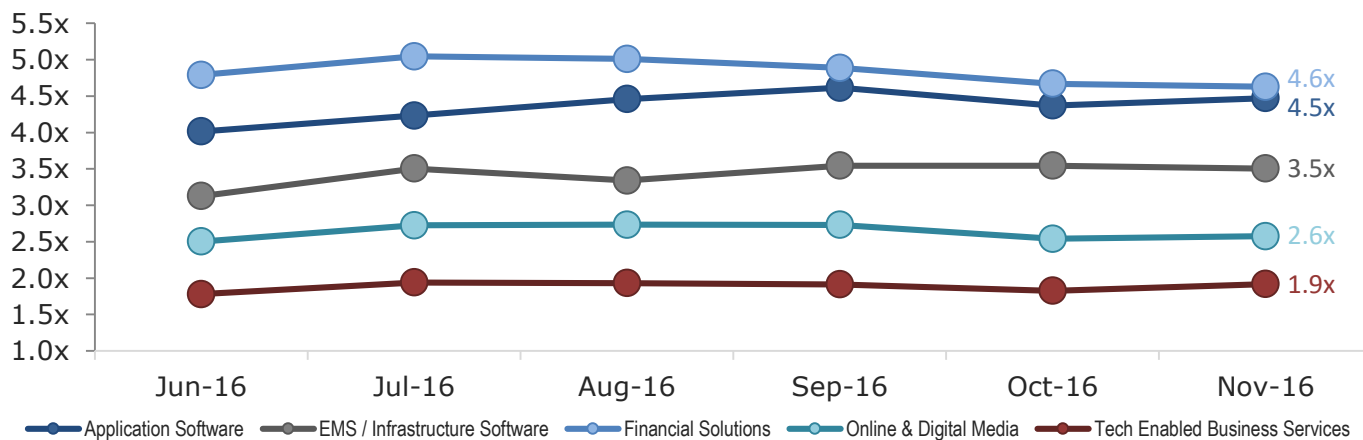
2

PUBLIC MARKET VALUATIONS



2. PUBLIC MARKET VALUATIONS

HISTORICAL MEDIAN TEV / REVENUE MULTIPLES



	Jun-16	Jul-16	Aug-16	Sep-16	Oct-16	Nov-16
Application Software						
Customer Relationship Management (CRM) & Customer Engagement	3.7x	3.9x	3.8x	3.7x	3.8x	3.5x
Accounting & Enterprise Resource Planning (ERP)	3.2x	3.6x	4.0x	4.0x	4.3x	4.5x
Supply Chain Management (SCM) & Logistics	6.5x	6.1x	6.4x	6.6x	5.5x	5.9x
HR & Workforce Management	5.7x	6.4x	5.7x	5.6x	5.5x	4.6x
Education Technology	2.1x	2.2x	2.2x	2.4x	2.3x	2.1x
Industrial & Automation Software	2.5x	2.5x	2.5x	2.8x	2.4x	2.9x
Business Intelligence & Data	3.8x	4.2x	4.3x	4.5x	4.1x	4.2x
Design & Engineering Software	4.0x	4.3x	4.5x	4.7x	4.7x	4.8x
EMS / Infrastructure Software						
Security Software	3.1x	3.5x	3.2x	3.6x	3.4x	3.5x
System and Network Management Software	2.6x	3.4x	3.3x	3.4x	3.4x	3.5x
Platform / OS	3.8x	4.1x	4.0x	3.9x	3.8x	3.9x
Financial Solutions						
Banking Solutions	5.2x	5.4x	5.0x	4.9x	4.6x	4.8x
Capital Market & Investment Solutions	5.4x	5.6x	5.7x	5.6x	5.5x	5.5x
Consumer Data & Analytics	4.9x	5.1x	5.2x	5.3x	5.4x	4.7x
Payment Processing	2.8x	3.0x	2.9x	3.0x	2.8x	3.0x
Insurance Solutions	6.3x	7.0x	7.2x	7.0x	7.1x	7.0x
Online & Digital Media						
Digital Advertising & Marketing	1.8x	1.7x	1.3x	1.2x	1.0x	1.4x
Digital Media & Video	3.1x	2.7x	2.9x	2.9x	2.5x	2.4x
Digital Advertising Agencies & Service Providers	1.5x	1.5x	1.5x	1.5x	1.5x	1.5x
Online Retail & Marketplaces	3.0x	3.0x	3.0x	3.3x	2.9x	2.8x
Digital Gaming	1.8x	2.5x	2.4x	2.5x	2.3x	2.4x
Social Media	6.9x	6.7x	6.3x	6.4x	5.7x	6.1x
Digital Commerce Solutions	1.2x	1.3x	1.3x	1.3x	1.3x	1.3x
Other Digital Companies	3.5x	3.7x	3.2x	3.2x	3.0x	3.0x
Tech Enabled Business Services						
IT Services, Integration & Consulting	1.4x	1.5x	1.4x	1.5x	1.4x	1.4x
Business Process Management (BPM)	2.5x	2.5x	2.5x	2.8x	2.6x	2.7x
Data Center Hosting & Services	7.0x	7.2x	7.2x	7.0x	7.2x	6.6x
Call Center	0.9x	0.9x	1.0x	1.0x	1.0x	0.9x

2. PUBLIC MARKET VALUATIONS

CURRENT & FORWARD MARKET MULTIPLES

	Median TEV/Revenue		Median TEV/EBITDA	
	LTM	NTM	LTM	NTM
Application Software				
Customer Relationship Management (CRM) & Customer Engagement	3.5x	3.1x	27.0x	23.0x
Accounting & Enterprise Resource Planning (ERP)	4.5x	4.1x	20.8x	12.4x
Supply Chain Management (SCM) & Logistics	5.9x	5.2x	24.5x	21.1x
HR & Workforce Management	4.6x	3.7x	23.6x	26.9x
Education Technology	2.1x	2.1x	13.1x	11.2x
Industrial & Automation Software	2.8x	2.7x	18.6x	13.7x
Business Intelligence & Data	4.2x	3.6x	15.0x	12.4x
Design & Engineering Software	4.8x	4.2x	17.4x	13.9x
EMS / Infrastructure Software				
Security Software	3.5x	3.3x	21.3x	13.7x
System and Network Management Software	3.5x	3.4x	16.3x	10.6x
Platform / OS	3.9x	3.9x	13.2x	11.1x
Financial Solutions				
Banking Solutions	4.9x	4.6x	14.8x	13.1x
Capital Market & Investment Solutions	5.5x	5.1x	16.2x	14.1x
Consumer Data & Analytics	4.7x	4.3x	15.9x	13.5x
Payment Processing	3.0x	2.9x	14.4x	11.6x
Insurance Solutions	7.0x	7.0x	17.5x	17.5x
Online & Digital Media				
Digital Advertising & Marketing	1.4x	1.8x	16.1x	11.6x
Digital Media & Video	2.4x	2.1x	14.7x	10.9x
Digital Advertising Agencies & Service Providers	1.5x	1.5x	10.0x	9.4x
Online Retail & Marketplaces	2.8x	2.3x	21.2x	16.3x
Digital Gaming	2.4x	2.0x	13.9x	8.8x
Social Media	6.1x	4.7x	24.2x	14.4x
Digital Commerce Solutions	1.3x	1.3x	12.3x	9.3x
Other Digital Companies	3.0x	2.8x	15.8x	11.9x
Tech Enabled Business Services				
IT Services, Integration & Consulting	1.4x	1.4x	10.7x	9.4x
Business Process Management (BPM)	2.7x	2.2x	13.3x	11.1x
Data Center Hosting & Services	6.6x	6.3x	18.4x	15.1x
Call Center	0.9x	0.9x	7.2x	6.9x

Medians				
Application Software	4.5x	4.0x	19.2x	15.0x
EMS / Infrastructure Software	3.5x	3.3x	17.8x	13.1x
Financial Solutions	4.7x	4.5x	15.5x	13.3x
Online & Digital Media	2.6x	2.2x	15.9x	11.6x
Tech Enabled Business Services	1.9x	1.9x	11.1x	9.8x

2. PUBLIC MARKET VALUATIONS

APPLICATION SOFTWARE

(\$ in millions)		TEV	Market Cap	TEV/Revenue		TEV/EBITDA	
				LTM	NTM	LTM	NTM
Customer Relationship Management (CRM) & Customer Engagement							
Bazaarvoice	NasdaqGS:BV	\$390	\$439	1.9x	1.9x	NM	24.8x
Five9	NasdaqGM:FIVN	\$826	\$838	5.4x	4.6x	NM	NM
Interactive Intelligence	NasdaqGS:ININ	\$1,304	\$1,351	3.1x	2.8x	NM	30.5x
LivePerson	NasdaqGS:LPSN	\$412	\$464	1.8x	1.8x	24.5x	19.5x
MINDBODY	NasdaqGM:MB	\$804	\$875	6.2x	4.8x	NM	NM
NICE Systems	TASE:NICE	\$3,321	\$3,994	3.5x	2.6x	14.7x	10.5x
Pegasystems	NasdaqGS:PEGA	\$2,626	\$2,755	3.5x	3.1x	29.5x	21.1x
Salesforce.com	NYSE:CRM	\$50,210	\$48,895	6.3x	5.2x	94.0x	24.8x
SDL	LSE:SDL	\$412	\$429	1.2x	1.3x	19.8x	11.1x
Veeva	NYSE:VEEV	\$5,819	\$6,330	11.5x	9.4x	54.8x	30.1x
Zendesk	NYSE:ZEN	\$1,818	\$2,030	6.4x	4.7x	NM	NM
Median				3.5x	3.1x	27.0x	23.0x
Accounting & Enterprise Resource Planning (ERP)							
BasWare	HLSE:BAS1V	\$560	\$558	3.6x	3.3x	NM	NM
Blackline	NasdaqGS:BL	\$1,374	\$1,329	12.2x	9.2x	NM	NM
Coupa Software	NasdaqGS:COUP	\$1,612	\$1,527	14.7x	11.8x	NM	NA
Intuit	NasdaqGS:INTU	\$29,673	\$29,178	6.2x	5.8x	20.8x	15.0x
Kingdee International	SEHK:268	\$1,199	\$1,276	4.6x	4.1x	34.2x	12.4x
Model N	NYSE:MODN	\$184	\$250	1.7x	1.7x	NM	NM
Oracle	NYSE:ORCL	\$151,063	\$165,006	4.1x	4.0x	10.3x	8.8x
QAD	NasdaqGS:QADA	\$416	\$537	1.5x	1.5x	53.7x	23.8x
Sage	LSE:SGE	\$9,258	\$8,867	4.7x	4.1x	16.1x	14.4x
SAP	DB:SAP	\$102,490	\$99,681	4.5x	4.2x	16.8x	12.2x
Upland Software	NasdaqGM:UPLD	\$188	\$168	2.6x	2.4x	37.3x	11.8x
Median				4.5x	4.1x	20.8x	12.4x
Supply Chain Management (SCM) & Logistics							
Amber Road	NYSE:AMBR	\$318	\$312	4.5x	4.0x	NM	NM
Descartes Systems Group	TSX:DSG	\$1,607	\$1,681	8.1x	7.4x	24.5x	21.1x
Manhattan Associates	NasdaqGS:MANH	\$3,619	\$3,730	6.0x	5.6x	18.3x	15.4x
SPS Commerce	NasdaqGS:SPSC	\$1,055	\$1,180	5.7x	4.8x	57.1x	34.2x
Median				5.9x	5.2x	24.5x	21.1x

2. PUBLIC MARKET VALUATIONS

APPLICATION SOFTWARE (CONTINUED)

		TEV	Market Cap	TEV/Revenue		TEV/EBITDA	
				LTM	NTM	LTM	NTM
(\$ in millions)							
HR & Workforce Management							
Atlassian Corporation	NasdaqGS:TEAM	\$5,221	\$5,976	10.6x	8.2x	NM	38.7x
Benefit Focus	NasdaqGM:BNFT	\$827	\$812	3.7x	3.1x	NM	NM
Callidus	NasdaqGM:CALD	\$810	\$997	4.1x	3.5x	NM	27.4x
CastLight Health	NYSE:CSLT	\$366	\$482	3.9x	3.1x	NM	NM
Cornerstone OnDemand	NasdaqGS:CSOD	\$2,016	\$2,018	4.9x	4.3x	NM	51.2x
Dice Holdings	NYSE:DHX	\$365	\$304	1.5x	1.7x	7.0x	7.1x
Paycom	NYSE:PAYC	\$2,653	\$2,697	8.7x	6.7x	42.8x	24.5x
Paylocity	NasdaqGS:PCTY	\$1,622	\$1,700	6.5x	5.2x	NM	41.4x
TriNet Group	NYSE:TNET	\$2,044	\$1,737	0.7x	0.6x	14.2x	11.1x
Ultimate Software	NasdaqGS:ULTI	\$5,843	\$5,943	7.9x	6.4x	90.5x	26.4x
Verint Systems	NasdaqGS:VRNT	\$2,760	\$2,371	2.6x	2.4x	23.6x	10.6x
Workday	NYSE:WDAY	\$15,317	\$16,864	11.3x	8.2x	NM	78.2x
Xactly Corporation	NYSE:XTLY	\$403	\$434	4.6x	3.7x	NM	NM
Median				4.6x	3.7x	23.6x	26.9x
Education Technology							
Blackbaud	NasdaqGS:BLKB	\$3,277	\$2,918	4.6x	4.2x	28.3x	17.5x
Cambium Learning Group	NasdaqCM:ABCD	\$317	\$229	2.1x	NA	12.4x	NA
Instructure	NYSE:INST	\$469	\$552	4.6x	3.4x	NM	NM
K12 Inc	NYSE:LRN	\$499	\$597	0.6x	0.5x	13.1x	4.8x
Rosetta Stone	NYSE:RST	\$149	\$178	0.7x	0.8x	NM	NM
Median				2.1x	2.1x	13.1x	11.2x
Industrial & Automation Software							
American Software	NasdaqGS:AMSW.A	\$249	\$321	2.2x	2.2x	19.1x	12.6x
Aspen Technology	NasdaqGS:AZPN	\$4,029	\$4,080	8.5x	8.4x	18.2x	17.5x
Dassault	ENXTPA:DSY	\$17,733	\$19,299	5.6x	5.1x	20.6x	14.3x
Honeywell	NYSE:HON	\$94,280	\$86,836	2.4x	2.4x	12.0x	11.3x
Group Schneider	ENXTPA:SU	\$44,835	\$38,657	1.7x	1.7x	10.9x	10.3x
Materialise NV	NasdaqGS:MTLS	\$357	\$384	2.9x	2.6x	53.9x	23.1x
Parametric Technology	NasdaqGS:PTC	\$6,093	\$5,631	5.3x	5.1x	58.2x	21.6x
Rockwell Automation	NYSE:ROK	\$16,681	\$17,146	2.8x	2.8x	14.2x	13.2x
Median				2.8x	2.7x	18.6x	13.7x

2. PUBLIC MARKET VALUATIONS

APPLICATION SOFTWARE (CONTINUED)

		TEV	Market Cap	TEV/Revenue		TEV/EBITDA	
				LTM	NTM	LTM	NTM
(\$ in millions)							
Business Intelligence & Data							
AppFolio	NasdaqGM:APPF	\$720	\$738	7.4x	5.6x	NM	NM
Apptio	NasdaqGM:APTI	\$637	\$759	4.2x	3.5x	NM	NM
Corelogic	NYSE:CLGX	\$4,781	\$3,259	2.6x	2.5x	12.2x	9.2x
CoStar Group	NasdaqGS:CSGP	\$6,043	\$6,229	7.4x	6.6x	29.3x	21.0x
Covisint	NasdaqGS:COVS	\$57	\$92	0.8x	NA	NM	NA
Gridsum Holding	NasdaqGS:GSUM	\$353	\$427	7.0x	4.4x	NM	NM
Hortonworks	NasdaqGS:HDP	\$469	\$552	2.8x	2.1x	NM	NM
Inovalon Holdings	NASDAQ:INOV	\$1,814	\$2,257	4.0x	3.5x	19.2x	12.4x
MicroStrategy	NasdaqGS:MSTR	\$1,639	\$2,218	3.2x	3.1x	12.9x	11.7x
NantHealth	NasdaqGS:NH	\$1,435	\$1,398	14.8x	8.9x	NM	NM
New Relic	NYSE:NEWR	\$1,455	\$1,653	6.5x	5.0x	NM	NM
Open Text	NasdaqGS:OTEX	\$9,033	\$7,725	4.8x	4.3x	15.6x	11.2x
PROS Holdings	NYSE:PRO	\$704	\$729	4.5x	4.5x	NM	NM
Sabre	NasdaqGS:SABR	\$10,369	\$7,244	3.1x	2.9x	14.4x	9.0x
Splunk	NasdaqGS:SPLK	\$6,725	\$7,752	7.8x	6.1x	NM	61.5x
Tableau	NYSE:DATA	\$2,550	\$3,415	3.3x	3.0x	NM	35.3x
TrueCar	NasdaqGS:TRUE	\$984	\$1,058	3.7x	3.3x	NM	54.6x
Varonis Systems	NasdaqGS:VRNS	\$667	\$779	4.3x	3.6x	NM	NM
Workiva	NYSE:WK	\$582	\$614	3.4x	2.9x	NM	NM
Median				4.2x	3.6x	15.0x	12.4x
Design & Engineering Software							
Ansys	NasdaqGS:ANSS	\$7,298	\$8,136	7.5x	7.1x	16.3x	14.2x
Autodesk	NasdaqGS:ADSK	\$15,633	\$16,112	7.1x	7.6x	NM	NM
Aveva Group	LSE:AVV	\$1,200	\$1,355	4.7x	4.2x	18.5x	15.2x
Mentor Graphics	NasdaqGS:MENT	\$4,019	\$4,002	3.5x	3.3x	21.8x	13.7x
Progress Software	NasdaqGS:PRGS	\$1,341	\$1,437	3.3x	3.2x	13.1x	9.8x
RIB Software AG	DB:RIB	\$498	\$674	4.9x	4.3x	28.1x	14.1x
Synopsys	NasdaqGS:SNPS	\$8,241	\$9,153	3.4x	3.2x	15.4x	11.6x
Twilio	NYSE:TWLO	\$2,703	\$2,955	11.0x	8.3x	NM	NM
Median				4.8x	4.2x	17.4x	13.9x

2. PUBLIC MARKET VALUATIONS

EMS / INFRASTRUCTURE SOFTWARE

		TEV	Market Cap	TEV/Revenue		TEV/EBITDA	
				LTM	NTM	LTM	NTM
(\$ in millions)							
Security Software							
AVG Technologies	OTCPK:AVGT.F	\$1,471	\$1,349	3.4x	3.3x	11.8x	9.0x
Barracuda Networks	NYSE:CUDA	\$977	\$1,153	2.9x	2.7x	39.6x	11.9x
Check Point Software	NasdaqGS:CHKP	\$13,169	\$14,400	7.7x	7.3x	15.3x	13.3x
Cheetah Mobile	NYSE:CMCM	\$1,356	\$1,447	2.1x	1.8x	40.6x	16.1x
Cyber-Ark Software	NasdaqGS:CYBR	\$1,460	\$1,712	7.2x	5.9x	37.2x	22.9x
Everbridge	NasdaqGM:EVBG	\$370	\$432	5.1x	4.1x	NM	NM
FireEye	NasdaqGS:FEYE	\$2,004	\$2,197	2.8x	2.6x	NM	NM
Fortinet	NasdaqGS:FTNT	\$4,178	\$5,208	3.5x	3.0x	69.5x	16.5x
Gemalto	ENXTAM:GTO	\$4,886	\$4,526	1.5x	1.4x	8.4x	7.4x
Imperva	NYSE:IMPV	\$994	\$1,253	3.8x	3.4x	NM	NM
Mimecast	NasdaqGS:MIME	\$1,015	\$1,122	6.4x	5.1x	NM	69.3x
MobileIron	NasdaqGS:MOBL	\$285	\$365	1.8x	1.6x	NM	NM
NetQin Mobile	NYSE:NQ	\$343	\$361	0.9x	NA	NM	NA
Palo Alto Networks	NYSE:PANW	\$11,436	\$12,320	7.7x	5.9x	NM	24.0x
Proofpoint	NasdaqGM:PFPT	\$3,221	\$3,272	9.4x	7.0x	NM	71.4x
Qualys	NasdaqGS:QLYS	\$975	\$1,185	5.1x	4.3x	21.2x	13.7x
Rapid7	NasdaqGM:RPD	\$405	\$493	2.8x	2.2x	NM	NM
SecureWorks	NasdaqGS:SCWX	\$883	\$996	2.3x	1.9x	NM	NM
Symantec	NasdaqGS:SYMC	\$16,762	\$15,205	4.6x	3.8x	17.8x	8.7x
Trend Micro	TSE:4704	\$3,833	\$4,945	3.5x	3.2x	11.0x	10.0x
VASCO	NasdaqCM:VDSI	\$435	\$576	2.2x	2.1x	31.0x	15.9x
Zix	NasdaqGS:ZIXI	\$214	\$239	3.6x	3.3x	21.3x	13.1x
Median				3.5x	3.3x	21.3x	13.7x

System and Network Management Software							
A10 Networks	NYSE:ATEN	\$434	\$551	2.0x	1.8x	NM	26.9x
CA Technologies	NasdaqGS:CA	\$12,858	\$13,354	3.2x	3.2x	9.9x	8.1x
CommVault Systems	NasdaqGS:CVLT	\$2,006	\$2,446	3.2x	3.0x	NM	22.2x
Gigamon	NYSE:GIMO	\$1,683	\$1,927	5.7x	4.5x	51.6x	18.3x
Micro Focus	LSE:MCRO	\$6,964	\$6,044	6.6x	5.0x	18.6x	10.6x
Netscout Systems	NasdaqGS:NTCT	\$2,862	\$2,857	2.5x	2.3x	24.6x	7.7x
Nutanix	NasdaqGS:NTNX	\$4,046	\$4,393	7.7x	5.0x	NM	NM
ServiceNow	NYSE:NOW	\$13,496	\$13,804	10.5x	8.0x	NM	38.8x
Software AG	XTRA:SOW	\$2,583	\$2,681	2.8x	2.7x	9.3x	8.6x
Vmware	NYSE:VMW	\$26,641	\$33,395	3.8x	3.6x	14.1x	9.7x
Median				3.5x	3.4x	16.3x	10.6x

2. PUBLIC MARKET VALUATIONS

EMS / INFRASTRUCTURE SOFTWARE (CONTINUED)

(\$ in millions)

		TEV	Market Cap	TEV/Revenue		TEV/EBITDA	
				LTM	NTM	LTM	NTM
Platform / OS							
Citrix Systems	NasdaqGS:CTXS	\$13,203	\$13,527	3.9x	3.9x	13.2x	11.4x
Hewlett-Packard	NYSE:HPQ	\$26,895	\$26,347	0.6x	0.6x	6.3x	6.6x
IBM	NYSE:IBM	\$186,912	\$154,248	2.3x	2.3x	10.7x	9.1x
Microsoft Corp.	NasdaqGS:MSFT	\$407,686	\$468,543	4.8x	4.3x	15.1x	11.1x
Red Hat	NYSE:RHT	\$13,607	\$14,208	6.1x	5.2x	35.4x	19.6x
Median				3.9x	3.9x	13.2x	11.1x

2. PUBLIC MARKET VALUATIONS

FINANCIAL SOLUTIONS

(\$ in millions)		TEV	Market Cap	TEV/Revenue		TEV/EBITDA	
				LTM	NTM	LTM	NTM
Banking Solutions							
Black Knight Financial Services	NYSE:BKFS	\$5,130	\$2,556	5.1x	4.6x	14.8x	10.3x
Bottomline Technologies	NasdaqGS:EPAY	\$961	\$916	2.8x	2.7x	28.4x	13.3x
DH Corporation	TSX:DH	\$2,903	\$1,493	2.3x	2.3x	12.0x	8.3x
Fidelity National	NYSE:FIS	\$35,519	\$25,336	4.1x	3.6x	16.2x	11.3x
Fiserv	NasdaqGS:FISV	\$27,036	\$22,709	5.0x	4.7x	14.7x	13.3x
Jack Henry & Associates	NasdaqGS:JKHY	\$6,667	\$6,751	4.8x	4.6x	13.7x	13.1x
Q2 Holdings	NYSE:QTWO	\$1,092	\$1,184	7.9x	6.0x	NM	NM
Temenos Group	SWX:TEMN	\$4,772	\$4,512	8.2x	7.2x	31.9x	19.6x
Median				4.9x	4.6x	14.8x	13.1x
Capital Market & Investment Solutions							
Investnet	NYSE:ENV	\$1,795	\$1,554	3.3x	2.8x	38.3x	14.1x
FactSet Research Systems	NYSE:FDS	\$6,444	\$6,396	5.7x	5.4x	16.2x	15.3x
Fidessa Group	LSE:FDSA	\$1,000	\$1,083	2.6x	2.3x	15.3x	8.7x
IRESS Limited	ASX:IRE	\$1,548	\$1,430	5.5x	5.3x	22.1x	17.5x
Moodys	NYSE:MCO	\$20,782	\$19,216	5.9x	5.6x	13.1x	12.4x
Morningstar	NasdaqGS:MORN	\$2,935	\$3,139	3.7x	3.6x	11.7x	NA
MSCI	NYSE:MSCI	\$8,517	\$7,417	7.5x	7.1x	15.5x	14.1x
SimCorp A/S	CPSE:SIM	\$1,642	\$1,677	5.4x	5.1x	22.7x	21.0x
SS&C Technologies Holdings	NasdaqGS:SSNC	\$8,475	\$6,087	6.1x	5.2x	17.8x	12.6x
Thomson Reuters	TSX:TRI	\$40,455	\$31,673	3.4x	3.6x	16.2x	12.7x
Median				5.5x	5.1x	16.2x	14.1x
Consumer Data & Analytics							
Equifax	NYSE:EFX	\$16,479	\$13,707	5.5x	4.9x	15.9x	13.5x
Experian	LSE:EXPN	\$20,862	\$17,818	4.7x	4.3x	15.5x	12.6x
Fair Isaac	NYSE:FICO	\$4,013	\$3,518	4.6x	4.3x	19.9x	18.8x
Median				4.7x	4.3x	15.9x	13.5x

2. PUBLIC MARKET VALUATIONS

FINANCIAL SOLUTIONS (CONTINUED)

(\$ in millions)		TEV	Market Cap	TEV/Revenue		TEV/EBITDA	
				LTM	NTM	LTM	NTM
Payment Processing							
ACI Worldwide	NasdaqGS:ACIW	\$2,884	\$2,183	3.0x	2.9x	39.3x	10.9x
Cielo	BOVESPA:CIEL3	\$23,386	\$19,769	6.5x	5.8x	14.7x	12.9x
Euronet Worldwide	NasdaqGS:EEFT	\$3,622	\$3,744	1.9x	1.8x	11.2x	9.4x
First Data Corporation	NYSE:FDC	\$34,697	\$13,273	4.4x	2.9x	13.0x	11.6x
Global Payments	NYSE:GPN	\$14,533	\$10,536	4.7x	4.4x	19.6x	13.4x
Monitise	AIM:MONI	\$40	\$90	0.5x	0.5x	NM	52.6x
Net 1 Ueps Technologies	NasdaqGS:UEPS	\$424	\$599	0.7x	0.6x	2.7x	2.7x
Square	NYSE:SQ	\$4,042	\$4,557	2.5x	4.9x	NM	48.7x
Total System Services	NYSE:TSS	\$12,094	\$9,048	3.2x	2.5x	14.4x	10.7x
Median				3.0x	2.9x	14.4x	11.6x
Insurance Solutions							
CorVel	NasdaqGS:CRVL	\$587	\$628	1.2x	NA	9.0x	NA
Ebix	NasdaqGS:EBIX	\$2,096	\$1,932	7.3x	6.7x	19.5x	17.6x
Guidewire Software	NYSE:GWRE	\$3,565	\$4,095	8.2x	7.3x	NM	35.8x
Sapiens International	NasdaqCM:SPNS	\$644	\$725	3.1x	2.7x	21.3x	17.5x
Verisk	NasdaqGS:VRSK	\$16,030	\$13,912	7.0x	7.7x	15.5x	15.3x
Median				7.0x	7.0x	17.5x	17.5x

2. PUBLIC MARKET VALUATIONS

ONLINE & DIGITAL

(\$ in millions)		TEV	Market Cap	TEV/Revenue		TEV/EBITDA	
				LTM	NTM	LTM	NTM
Digital Advertising & Marketing							
Baidu	NasdaqGS: BIDU	\$52,886	\$57,917	5.0x	4.6x	19.8x	19.6x
Criteo	NasdaqGS: CRTO	\$2,243	\$2,631	1.4x	2.6x	14.7x	8.5x
Comscore	NasdaqGS: SCOR	\$1,546	\$1,660	4.2x	3.0x	41.6x	12.9x
Google	NasdaqGS: GOOGL	\$449,494	\$528,612	5.3x	4.5x	15.9x	11.1x
Hubspot	NYSE: HUBS	\$1,885	\$1,998	7.6x	5.8x	NM	NM
Jive Software	NasdaqGS: JIVE	\$197	\$297	1.0x	1.0x	NM	23.2x
Marin Software	NYSE: MRIN	\$59	\$93	0.6x	0.6x	NM	NM
Perion Network	NasdaqGS: PERI	\$143	\$88	0.5x	0.5x	5.7x	3.0x
QuinStreet	NasdaqGS: QNST	\$107	\$146	0.4x	0.3x	NM	8.4x
Rocket Fuel	NasdaqGS: FUEL	\$92	\$83	0.2x	0.2x	NM	6.3x
SINA Corp	NasdaqGS: SINA	\$4,519	\$5,462	4.6x	3.8x	46.8x	18.7x
Tremor Video	NYSE: TRMR	\$62	\$109	0.4x	0.4x	NM	NM
The Rubicon Project	NYSE: RUBI	\$177	\$370	0.6x	0.7x	3.8x	3.2x
TubeMogul	NasdaqGS: TUBE	\$446	\$515	2.1x	1.8x	NM	48.3x
Yahoo	NasdaqGS: YHOO	\$33,854	\$39,138	6.8x	9.9x	78.2x	39.1x
Yandex	NasdaqGS: YNDX	\$5,440	\$6,117	4.8x	4.1x	16.1x	12.0x
YuMe	NYSE: YUME	\$55	\$117	0.3x	0.3x	NM	4.9x
Median				1.4x	1.8x	16.1x	11.6x
Digital Media & Video							
Adobe Systems	NasdaqGS: ADBE	\$48,590	\$51,120	8.8x	7.2x	29.5x	18.3x
Blucora	NasdaqGS: BCOR	\$980	\$590	2.6x	2.1x	14.5x	10.0x
Brightcove	NasdaqGS: BCOV	\$246	\$280	1.7x	1.5x	NM	24.7x
Digimarc	NasdaqGS: DMRC	\$259	\$313	12.0x	11.0x	NM	NM
IAC/Interactive	NasdaqGS: IAC	\$5,752	\$5,341	1.8x	1.8x	14.7x	9.8x
Leaf Group	NYSE: LFGR	\$79	\$130	0.7x	0.7x	NM	NM
Netflix	NasdaqGS: NFLX	\$51,241	\$50,211	6.3x	4.8x	NM	54.3x
Pandora Media	NYSE: P	\$2,791	\$2,711	2.1x	1.8x	NM	NM
RhythmOne	AIM: RTHM	\$165	\$204	1.1x	1.0x	NM	NM
Sonic Foundry	NasdaqCM: SOFO	\$25	\$22	0.7x	NA	NM	NA
TiVo	NasdaqGS: TIVO	\$3,099	\$2,366	5.7x	3.7x	17.1x	10.9x
VeriSign	NasdaqGS: VRSN	\$8,352	\$8,246	7.4x	7.2x	11.4x	10.2x
Xunlei Limited	NasdaqGS: XNET	-\$96	\$297	NM	NA	NM	NA
Median				2.4x	2.1x	14.7x	10.9x

2. PUBLIC MARKET VALUATIONS

ONLINE & DIGITAL (CONTINUED)

(\$ in millions)		TEV	Market Cap	TEV/Revenue		TEV/EBITDA	
				LTM	NTM	LTM	NTM
Digital Advertising Agencies & Service Providers							
Dentsu	TSE:4324	\$15,221	\$13,050	1.8x	2.0x	8.5x	9.5x
Havas	ENXTPA:HAV	\$3,486	\$3,378	1.5x	1.4x	9.2x	8.5x
IPG	NYSE:IPG	\$10,683	\$9,556	1.4x	1.3x	10.0x	9.2x
M&C Saatchi	AIM:SAA	\$309	\$292	1.3x	1.1x	11.1x	9.4x
MDC Partners	NasdaqGS:MDCA	\$1,388	\$332	1.0x	1.0x	10.0x	7.2x
Omnicom	NYSE:OMC	\$24,292	\$20,507	1.6x	1.5x	10.6x	10.2x
Publicis	ENXTPA:PUB	\$17,235	\$14,552	1.7x	1.6x	9.2x	9.1x
Valtech	ENXTPA:LTE	\$317	\$329	1.5x	1.5x	23.8x	17.9x
WPP	LSE:WPP	\$32,743	\$26,866	2.0x	1.7x	13.4x	10.5x
Median				1.5x	1.5x	10.0x	9.4x
Online Retail & Marketplaces							
1-800-Flowers.com	NasdaqGS:FLWS	\$918	\$689	0.8x	0.7x	12.2x	9.8x
Alibaba	NYSE:BABA	\$238,031	\$235,050	12.7x	9.3x	39.3x	20.3x
Amazon	NasdaqGS:AMZN	\$357,287	\$356,646	2.8x	2.3x	32.9x	19.3x
ASOS	AIM:ASC	\$5,016	\$5,233	2.8x	2.2x	54.7x	32.1x
Blue Nile	NasdaqGS:NILE	\$433	\$473	0.9x	0.9x	26.4x	17.0x
boohoo.com	AIM:BOO	\$1,669	\$1,753	5.8x	4.4x	52.8x	39.8x
Ebay	NasdaqGS:EBAY	\$32,076	\$31,090	3.6x	3.5x	10.6x	9.0x
Expedia	NasdaqGS:EXPE	\$21,576	\$18,611	2.6x	2.2x	21.2x	11.3x
Groupon	NasdaqGS:GRPN	\$1,818	\$2,277	0.6x	0.6x	NM	8.8x
Grubhub	NYSE:GRUB	\$2,873	\$3,170	6.3x	4.9x	27.4x	16.5x
Ocado Group	LSE:OCDO	\$2,181	\$2,011	1.5x	1.3x	25.7x	18.0x
Overstock	NasdaqGM:OSTK	\$354	\$430	0.2x	0.2x	NM	16.0x
Quotient Technology	NYSE:QUOT	\$965	\$1,127	3.6x	3.3x	NM	26.4x
Rakuten	TSE:4755	\$14,944	\$14,077	2.3x	2.0x	11.8x	9.8x
RetailMeNot	NasdaqGS:SALE	\$274	\$446	1.0x	0.9x	7.9x	4.7x
Shutterstock	NYSE:SSTK	\$1,363	\$1,653	2.8x	2.5x	20.9x	12.0x
Stamps.com	NasdaqGS:STMP	\$1,892	\$1,811	5.8x	4.8x	15.7x	10.2x
The Priceline Group	NasdaqGS:PCLN	\$77,166	\$74,199	7.4x	6.4x	19.2x	16.0x
The Trade Desk	NasdaqGM:TTD	\$953	\$1,025	5.5x	4.2x	17.8x	17.8x
TripAdvisor	NasdaqGS:TRIP	\$6,403	\$7,034	4.3x	3.9x	35.2x	16.7x
Wayfair	NYSE:W	\$2,854	\$3,118	0.9x	0.7x	NM	NM
Wowo	NASDAQ:JMU	\$273	\$282	2.8x	NA	NM	NA
Median				2.8x	2.3x	21.2x	16.3x

2. PUBLIC MARKET VALUATIONS

ONLINE & DIGITAL (CONTINUED)

(\$ in millions)		TEV	Market Cap	TEV/Revenue		TEV/EBITDA	
				LTM	NTM	LTM	NTM
Digital Gaming							
Activision	NasdaqGS:ATVI	\$29,542	\$27,209	5.0x	4.4x	15.6x	11.3x
Capcom	TSE:9697	\$1,180	\$1,197	1.8x	1.5x	7.8x	6.4x
Changyou.com	NasdaqGS:CYOU	\$407	\$1,226	0.7x	0.7x	2.6x	1.8x
Electronic Arts	NasdaqGS:EA	\$21,635	\$23,911	4.8x	4.2x	18.1x	12.6x
Gree	TSE:3632	\$533	\$1,248	0.9x	1.0x	4.8x	5.9x
Konami	TSE:9766	\$4,005	\$4,580	1.9x	1.9x	6.5x	7.7x
NetDragon WebSoft	SEHK:777	\$1,431	\$1,565	4.5x	2.4x	NM	NM
Net Entertainment	OM:NET B	\$1,739	\$1,783	11.7x	9.2x	30.0x	20.0x
Nintendo	TSE:7974	\$21,581	\$29,198	5.6x	4.8x	61.4x	33.0x
Playtech	LSE:PTEC	\$3,103	\$3,425	4.4x	3.6x	12.1x	8.8x
Square Enix	TSE:9684	\$2,236	\$3,079	1.1x	1.0x	8.1x	5.5x
Take-Two Interactive	NasdaqGS:TTWO	\$3,598	\$4,261	2.4x	2.0x	34.6x	11.5x
Ubisoft	ENXTPA:UBI	\$3,842	\$3,881	2.5x	2.0x	17.4x	4.6x
Zynga	NasdaqGS:ZNGA	\$1,680	\$2,551	2.3x	2.0x	NM	17.2x
Median				2.4x	2.0x	13.9x	8.8x
Social Media							
Facebook	NasdaqGS:FB	\$315,166	\$341,306	12.8x	9.2x	24.5x	14.6x
LINE	TSE:3938	\$7,248	\$8,383	6.1x	4.8x	43.7x	17.8x
LinkedIn	NYSE:LNKD	\$24,288	\$26,462	6.7x	5.6x	50.9x	19.6x
Mail.ru Group	LSE:MAIL	\$3,630	\$3,755	6.0x	5.4x	17.7x	12.0x
Match Group	NasdaqGS: MTCH	\$5,567	\$4,577	4.8x	4.1x	17.4x	12.2x
MeetMe	NasdaqCM:MEET	\$238	\$284	3.6x	2.4x	11.0x	6.3x
Mixi	TSE:2121	\$1,813	\$2,855	1.0x	1.1x	2.3x	2.8x
Momo	NasdaqGS:MOMO	\$3,310	\$3,871	9.6x	4.6x	46.9x	12.8x
Renren	NYSE:RENN	\$680	\$653	14.3x	11.1x	NM	NM
Twitter	NYSE:TWTR	\$11,107	\$13,117	4.4x	4.1x	NM	14.4x
XING	XTRA:O1BC	\$949	\$1,043	6.5x	5.4x	24.2x	16.3x
Yelp	NYSE:YELP	\$2,486	\$2,919	3.7x	2.9x	NM	16.0x
Median				6.1x	4.7x	24.2x	14.4x

2. PUBLIC MARKET VALUATIONS

ONLINE & DIGITAL (CONTINUED)

(\$ in millions)		TEV	Market Cap	TEV/Revenue		TEV/EBITDA	
				LTM	NTM	LTM	NTM
Digital Commerce Solutions							
Gk Software AG	DB:GKS	\$128	\$119	1.6x	1.6x	19.9x	20.3x
Intershop	XTRA:ISH2	\$27	\$35	0.7x	0.7x	NM	42.3x
NCR	NYSE:NCR	\$8,628	\$4,809	1.3x	1.3x	9.4x	7.9x
PFS Web	NasdaqCM:PFSW	\$193	\$149	0.7x	0.6x	12.3x	8.9x
Shopify	NYSE:SHOP	\$3,307	\$3,707	10.0x	6.5x	NM	NM
Wincor Nixdorf	XTRA:WIN	\$2,122	\$2,063	0.8x	0.8x	8.0x	7.8x
Worldline S.A	ENXTPA:WLN	\$2,963	\$3,423	2.2x	1.9x	13.8x	9.7x
Median				1.3x	1.3x	12.3x	9.3x
Other Digital Companies							
Akamai	NasdaqGS:AKAM	\$11,282	\$11,559	4.9x	4.5x	15.8x	11.3x
Bankrate	NYSE:RATE	\$1,083	\$924	2.6x	2.2x	11.7x	8.8x
Box	NYSE:BOX	\$1,910	\$2,012	5.1x	4.0x	NM	NM
Endurance International	NasdaqGS:EIGI	\$3,116	\$1,125	3.1x	2.7x	16.3x	10.9x
GoDaddy	NYSE:GDDY	\$3,764	\$3,091	2.1x	1.9x	17.8x	8.2x
Just Eat	LSE:JE.	\$4,783	\$4,952	12.3x	8.9x	45.1x	27.5x
Limelight Networks	NasdaqGS:LLNW	\$149	\$223	0.9x	0.8x	17.4x	6.0x
Moneysupermarket.com	LSE:MONY	\$1,801	\$1,814	4.9x	4.6x	13.7x	11.8x
NetEase	NasdaqGS:NTES	\$25,324	\$29,464	5.0x	4.0x	14.7x	12.2x
Opera Software	OB:OPERA	\$1,227	\$1,029	1.9x	1.7x	16.3x	13.8x
Phoenix New Media	NYSE:FENG	\$191	\$276	0.9x	0.7x	14.6x	32.3x
Rightside	NasdaqGS:NAME	\$130	\$152	0.6x	0.6x	91.9x	12.0x
Tencent Holdings	SEHK:700	\$235,360	\$234,281	11.3x	8.8x	28.2x	20.9x
United Internet	DB:UTDI	\$9,620	\$7,786	2.3x	2.2x	11.0x	9.9x
Web.com	NasdaqGS:WEB	\$1,415	\$751	2.1x	1.9x	11.3x	7.6x
WebMD Health	NasdaqGS:WBMD	\$2,045	\$2,039	3.0x	2.8x	11.6x	8.4x
Wix	NasdaqGS:WIX	\$1,956	\$2,102	7.4x	5.5x	NM	29.9x
Zhaopin	NYSE:ZPIN	\$531	\$835	2.2x	2.0x	10.3x	NA
Zillow	NasdaqGS:ZG	\$6,170	\$6,384	7.8x	6.3x	NM	28.2x
Zoopla Property Group	LSE:ZPLA	\$1,914	\$1,732	7.8x	6.8x	21.8x	17.7x
Median				3.0x	2.8x	15.8x	11.9x

2. PUBLIC MARKET VALUATIONS

TECH ENABLED BUSINESS SERVICES

(\$ in millions)		TEV	Market Cap	TEV/Revenue		TEV/EBITDA	
				LTM	NTM	LTM	NTM
IT Services, Integration & Consulting							
Accenture	NYSE:ACN	\$69,836	\$74,083	2.1x	2.0x	12.6x	11.8x
Atos Origin	ENXTPA:ATO	\$10,846	\$10,813	0.9x	0.8x	7.0x	6.8x
Bechtle	XTRA:BC8	\$1,866	\$1,951	0.6x	0.5x	10.8x	9.4x
CACI International	NYSE:CACI	\$4,521	\$3,155	1.1x	1.1x	13.2x	12.1x
Cancom	XTRA:COK	\$737	\$737	0.7x	0.6x	10.3x	8.4x
Cap Gemini	ENXTPA:CAP	\$15,794	\$13,243	1.2x	1.2x	9.7x	8.6x
CGI Group	TSX:GIB.A	\$15,293	\$14,281	1.9x	1.9x	11.3x	9.9x
CIBER	NYSE:CBR	\$101	\$68	0.1x	0.2x	NM	NM
Cognizant Technology	NasdaqGS:CTSH	\$29,455	\$33,417	2.2x	2.0x	11.1x	9.8x
ComputaCenter	LSE:CCC	\$986	\$1,106	0.3x	0.2x	7.9x	6.7x
Computer Sciences Corp	NYSE:CSC	\$11,071	\$8,538	1.5x	1.4x	12.0x	8.0x
ePlus	NasdaqGS:PLUS	\$947	\$787	0.7x	0.7x	10.1x	11.3x
FDM Group	LSE:FDM	\$694	\$718	3.2x	3.1x	17.0x	15.1x
Fujitsu	TSE:6702	\$18,519	\$12,216	0.5x	0.5x	5.8x	5.0x
HCL Technologies	NSEI:HCLTECH	\$15,078	\$16,536	2.4x	2.1x	10.7x	9.7x
Infosys	NSEI:INFY	\$27,567	\$32,506	2.9x	2.6x	10.4x	9.8x
Luxoft Holdings	NYSE:LXFT	\$1,740	\$1,819	2.4x	2.0x	17.9x	11.9x
ManTech International	NasdaqGS:MANT	\$1,587	\$1,658	1.0x	1.0x	12.8x	12.5x
MAXIMUS	NYSE:MMS	\$3,685	\$3,582	1.5x	1.5x	10.7x	9.2x
NCC Group	LSE:NCC	\$665	\$649	2.5x	2.1x	13.0x	10.6x
Nomura Research Institute	TSE:4307	\$6,843	\$7,641	1.9x	1.8x	9.3x	8.5x
NSD	TSE:9759	\$455	\$659	1.0x	0.9x	7.2x	6.6x
OBIC	TSE:4684	\$3,153	\$3,915	6.0x	5.7x	12.0x	12.2x
Perficient	NasdaqGS:PRFT	\$667	\$649	1.4x	1.4x	12.2x	9.6x
SCSK Corporation	TSE:9719	\$3,240	\$3,611	1.1x	1.1x	8.9x	8.3x
Sopra Group	ENXTPA:SOP	\$2,782	\$1,986	0.7x	0.7x	9.0x	7.4x
Syntel	NasdaqGS:SYNT	\$2,022	\$1,632	2.1x	2.1x	7.3x	7.4x
Talend	NasdaqGM:TLND	\$568	\$658	5.9x	4.4x	NM	NM
Tata Consultancy Services	NSEI:TCS	\$60,739	\$65,381	3.6x	3.4x	13.2x	12.3x
The Hackett Group	NasdaqGS:HCKT	\$505	\$507	2.0x	1.7x	13.9x	10.5x
Tieto	HLSE:TIE1V	\$2,016	\$1,865	1.3x	1.2x	9.1x	8.7x
Unisys	NYSE:UIS	\$740	\$744	0.3x	0.3x	3.8x	2.0x
Virtusa	NasdaqGS:VRTU	\$721	\$666	1.0x	0.8x	16.9x	10.8x
Wipro	BSE:507685	\$13,944	\$16,658	1.8x	1.7x	8.9x	8.1x
Xerox	NYSE:XRX	\$15,824	\$9,479	0.9x	0.9x	7.4x	5.7x
Median				1.4x	1.4x	10.7x	9.4x

2. PUBLIC MARKET VALUATIONS

TECH ENABLED BUSINESS SERVICES (CONTINUED)

(\$ in millions)		TEV	Market Cap	TEV/Revenue		TEV/EBITDA	
				LTM	NTM	LTM	NTM
Business Process Management (BPM)							
Broadridge Financial Solutions	NYSE:BR	\$8,607	\$7,709	2.7x	2.0x	13.8x	11.1x
Cardtronics	NasdaqGS:CATM	\$2,667	\$2,241	2.1x	2.0x	9.1x	7.7x
Cass Information Systems	NasdaqGS:CASS	\$479	\$782	3.9x	NA	13.1x	NA
Computershare	ASX:CPU	\$5,995	\$4,678	3.1x	2.9x	14.2x	11.1x
CSG Systems International	NasdaqGS:CSGS	\$1,576	\$1,436	2.1x	2.0x	9.4x	8.5x
DST Systems	NYSE:DST	\$3,571	\$3,302	1.2x	2.4x	7.8x	10.5x
EVERTEC	NYSE:EVTC	\$1,958	\$1,353	5.1x	5.0x	13.2x	10.7x
Exlservice Holdings	NasdaqGS:EXLS	\$1,425	\$1,594	2.1x	1.9x	14.0x	11.3x
Genpact	NYSE:G	\$5,251	\$4,804	2.1x	1.9x	13.3x	11.1x
Tabula Rasa Healthcare	NasdaqGM:TRHC	\$300	\$223	3.5x	2.7x	32.0x	17.3x
Trans Cosmos	TSE:9715	\$939	\$1,009	0.5x	0.4x	9.0x	8.1x
Vantiv	NYSE:VNTV	\$12,236	\$9,090	3.5x	6.1x	15.0x	12.9x
WEX	NYSE:WEX	\$6,487	\$4,723	6.9x	5.5x	23.1x	13.0x
Wirecard	XTRA:WDI	\$4,664	\$5,498	4.5x	3.6x	16.3x	11.9x
WNS	NYSE:WNS	\$1,116	\$1,276	1.9x	1.9x	11.6x	9.8x
Median				2.7x	2.2x	13.3x	11.1x
Data Center Hosting & Services							
Equinix	NasdaqGS:EQIX	\$30,118	\$24,180	8.9x	7.6x	21.5x	16.3x
Interxion Holding	NYSE:INXN	\$3,070	\$2,409	6.6x	6.3x	15.3x	13.8x
Pure Storage	NYSE:PSTG	\$2,224	\$2,743	3.4x	2.4x	NM	NM
Median				6.6x	6.3x	18.4x	15.1x
Call Center							
Convergys	NYSE:CVG	\$2,626	\$2,467	0.9x	0.9x	6.7x	6.9x
Sykes Enterprises	NasdaqGS:SYKE	\$1,184	\$1,196	0.8x	0.8x	7.2x	6.9x
TeleTech Holdings	NasdaqGS:TTEC	\$1,412	\$1,336	1.1x	1.1x	9.1x	7.9x
Median				0.9x	0.9x	7.2x	6.9x

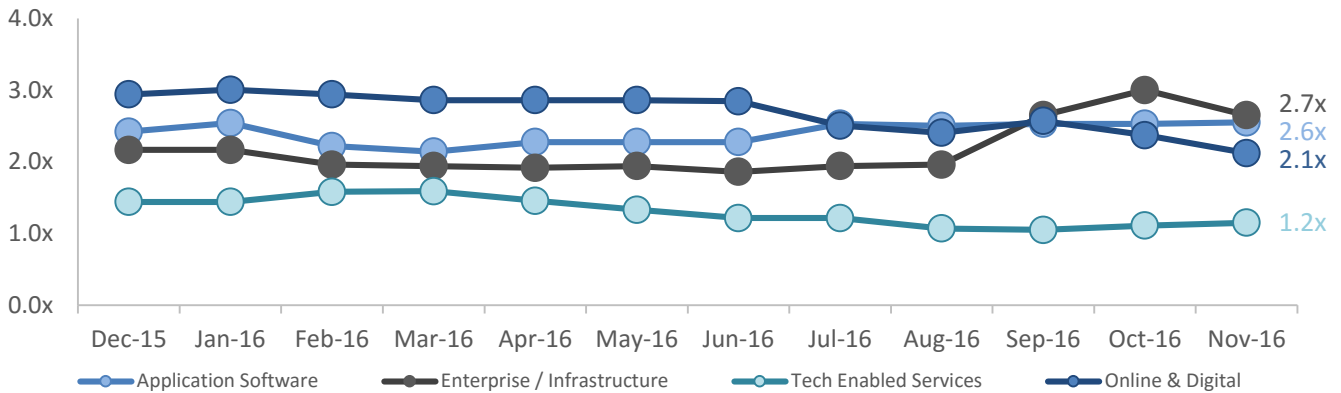
3

M&A TRANSACTIONS



3. M&A TRANSACTIONS

TRAILING TWELVE MONTH MEDIAN EV/REVENUE



Digital Consultancies are the Belle of the Ball: The acquisition spree in the digital agency sector is impressive and shows no signs of slowing down. Firms are angling to get more of the IT-Marketing spend, as CMOs and their marketing departments are expected to spend more on technology than their CIO counterparts as early as 2017 (Gartner). Traditional advertising agencies and consulting firms to tech and IT companies are battling to build their digital, mobile and creative capabilities to come out on top. There continues to be a frenzy to grab up these digital agencies with the hopes of securing a large chunk of IT-Marketing dollars for themselves. Once the biggest and baddest are established, less capable players will likely have lost their chance to have a seat at the table.

The digital transformation comes at the heels of a new approach to marketing centered on creating authentic and engaging consumer experiences with brands. These big-name acquirers have been focused on acquiring and strengthening digital capabilities in UX/UI, digital marketing, design, web and/or mobile. The month of November saw no exception to this trend as we, at Pharus, observed numerous transactions in the space.

The most notable occurred when **Accenture (NYSE:ACN)** acquired **Karmarama**, a London based creative advertising agency. While the official details of the deal were not disclosed, Karmarama is believed to be valued at roughly \$63 million dollars on the basis it is worth around one-and-a-half times' annual revenues (PRWeek). Accenture looks to add to its fast-growing Accenture Interactive unit, hoping that the UK-based Karmarama will expand its global capabilities.

On November 29, **Cognizant (NASDAQ:CTSH)** announced plans to acquire privately-held **Mirabeau**, a digital marketing and customer experience agency specializing in sectors such as travel and hospitality. The financial terms of the deal were not disclosed. The acquisition will expand Cognizant's digital business capabilities in the Netherlands and across Europe.

On November 3, **Merkle**, a performance marketing agency to be acquired by **Dentsu Aegis Network**, announced intentions to acquire **Axis41**, a leading strategic digital agency focused on customer experience. While the specifics of the transaction were not publicly disclosed, the acquisition will support Merkle by building within its network a full-scaled apparatus with marketing capabilities rooted in data, analytics, and technology.

3. M&A TRANSACTIONS

APPLICATION SOFTWARE

Date Announced	Period	Target	Buyer	Enterprise Value	Revenue Multiple
Nov-16	Q4'2016	Agility Applications	HUB24 (ASX:HUB)	\$11.4	1.9x
Nov-16	Q4'2016	ANNOVA Systems	SciSys (AIM:SSY)	\$29.4	3.7x
Nov-16	Q4'2016	Mentor Graphics Corporation (NasdaqGS:MENT)	Siemens Industry	\$4,281.3	3.8x
Nov-16	Q4'2016	TubeMogul (NasdaqGS:TUBE)	Adobe Systems (NasdaqGS:ADBE)	\$542.2	2.6x
Oct-16	Q4'2016	ECM Systems (90% Stake)	Playtech (LSE:PTEC)	\$20.2	1.8x
Oct-16	Q4'2016	Pitchbook Data (80% Stake)	Morningstar (NasdaqGS:MORN)	\$225.0	7.2x
Oct-16	Q4'2016	C24 Technologies	Gresham Computing (LSE:GHT)	\$5.8	2.3x
Sep-16	Q3'2016	Financial Synergy	IRESS (ASX:IRE)	\$68.8	3.3x
Sep-16	Q3'2016	SAI Global (ASX:SAI)	Baring Private Equity Asia	\$931.0	2.1x
Sep-16	Q3'2016	Dell EMC, Enterprise Content Division	Open Text (NasdaqGS:OTEX)	\$1,620.0	2.7x
Sep-16	Q3'2016	Hewlett Packard Enterprise Company, Software Business	Micro Focus International (LSE:MCRO)	\$8,730.4	2.8x
Aug-16	Q3'2016	Interactive Intelligence Group (NasdaqGS:ININ)	Genesys Telecommunications Laboratories	\$1,394.3	3.4x
Aug-16	Q3'2016	Macro Kiosk Berhad (70.0% Stake)	GMO Payment Gateway (TSE:3769)	\$15.6	0.7x
Aug-16	Q3'2016	Oneclickretail.com	Ascential (LSE:ASCL)	\$225.0	45.9x
Aug-16	Q3'2016	QHR Corporation (TSXV:QHR)	Loblaw Companies (TSX:L)	\$11,981.0	5.1x
Aug-16	Q3'2016	Relay Software	Applied Systems	\$5.2	0.7x
Aug-16	Q3'2016	ByBox Holdings	LDC (Managers) Limited	\$137.3	1.4x
Aug-16	Q3'2016	ICRA Techno Analytics	Nihilent Technologies	\$10.3	0.9x
Aug-16	Q3'2016	Shanghai Huateng Software Systems	Chinasoft International Technology	\$51.3	0.3x
Aug-16	Q3'2016	Fleetmatics Group (NYSE:FLT)	Verizon Communications (NYSE:VZ)	\$2,183.5	7.0x
Jul-16	Q3'2016	NetSuite (NYSE:N)	Oracle (NYSE:ORCL)	\$8,663.7	10.2x
Jul-16	Q3'2016	OpenLimit (DB:O5H)	Wisekey International (SWX:WIHN)	\$20.4	1.6x
Jul-16	Q3'2016	CST - Computer Simulation Technology	Dassault Systemes Deutschland	\$242.1	4.7x
Jul-16	Q3'2016	Guangdong Header Information Technology	Beijing IRTOUCH Systems (SZSE:300282)	\$120.5	5.8x
Jul-16	Q3'2016	Tax Computer Systems	Eco City Vehicles (AIM:TAX)	\$96.8	5.7x
Jun-16	Q2'2016	LGI Logistics Group International	Elanders (OM:ELAN B)	\$289.1	0.6x
Jun-16	Q2'2016	Nortal (50% Stake)	Management Buyout	\$34.0	0.7x
Jun-16	Q2'2016	Higher One Holdings (NYSE:ONE)	Blackboard	\$259.5	1.7x

3. M&A TRANSACTIONS

APPLICATION SOFTWARE (CONTINUED)

Date Announced	Period	Target	Buyer	Enterprise Value	Revenue Multiple
Jun-16	Q2'2016	Fast React Systems	Coats Global Services	\$13.0	3.0x
Jun-16	Q2'2016	4Sight Financial Software	Broadridge Financial Solutions (NYSE:BR)	\$40.0	3.3x
Jun-16	Q2'2016	Qlik Technologies (NasdaqGS:QLIK)	Thoma Bravo	\$2,614.9	4.2x
Jun-16	Q2'2016	IDscan Biometrics	GB Group (AIM:GBG)	\$60.8	5.9x
Jun-16	Q2'2016	Demandware (NYSE:DWRE)	salesforce.com (NYSE:CRM)	\$2,661.9	10.5x
Jun-16	Q2'2016	Dematic Group	KION GROUP (XTRA:KGX)	\$3,250.0	1.8x
Jun-16	Q2'2016	Tessi (ENXTPA:TES) (54.1% Stake)	HLD Associés	\$335.3	1.0x
May-16	Q2'2016	SciQuest (NasdaqGS:SQI) (95.1% Stake)	Accel-KKR	\$378.0	3.6x
May-16	Q2'2016	Target Group	Tech Mahindra (NSEI:TECHM)	\$163.9	2.2x
May-16	Q2'2016	Smart Technologies (TSX:SMA)	Foxconn Singapore	\$196.5	0.6x
May-16	Q2'2016	NewBornTown Mobile Technology	Guangzhou Tech-Long Packaging Machinery Co.	\$381.5	21.9x
May-16	Q2'2016	Xura (NasdaqGM:MESG)	Siris Capital Group	\$691.1	2.6x
May-16	Q2'2016	Beijing Tianyao Information Tech	Zhejiang Honglei Copper Industry Holdings	\$64.5	0.5x
May-16	Q2'2016	OPOWER (NYSE:OPWR)	Oracle (NYSE:ORCL)	\$490.8	3.2x
Apr-16	Q2'2016	Textura (NYSE:TXTR)	Oracle (NYSE:ORCL)	\$619.4	6.7x
Apr-16	Q2'2016	LTS Education Systems	K12 (NYSE:LRN)	\$20.0	2.5x
Apr-16	Q2'2016	DdD Retail	K3 Retail and Business Solutions	\$11.3	1.6x
Apr-16	Q2'2016	Xcaliber Technologies (51% Stake) and Xcaliber IP (51% Stake)	Blanco Technology Group (AIM:BLTG)	\$5.5	3.7x
Apr-16	Q2'2016	Cegid Group (EXNTPA:CGD) (62.4% Stake)	Silver Lake; AltaOne Capital	\$714.1	2.2x
Apr-16	Q2'2016	Cvent (NYSE:CVT)	Vista Equity Partners	\$1,445.3	7.7x
Apr-16	Q2'2016	Polycom (NasdaqGS:PLCM)	Mitel Networks (NasdaqGS:MITL)	\$1,488.3	1.2x
Apr-16	Q2'2016	OpenBet Technologies	NYX Gaming Group (TSXV:NYX)	\$385.4	4.2x
Apr-16	Q2'2016	Sitecore	EQT Partners	\$1,136.3	5.0x
Mar-16	Q1'2016	Verian Technologies	BasWare (HLSE:BAS1V)	\$36.2	3.4x
Mar-16	Q1'2016	Fortnox (NGM:FNOX MTF)	Visma	\$163.1	9.4x
Mar-16	Q1'2016	Iwagin Lease Data Co. (91.3% Stake)	Bank of Iwate (TSE:8345)	\$17.5	0.5x
Mar-16	Q1'2016	Fudemame Co.	Sofffront (JASDAQ:2321)	\$6.0	0.6x
Mar-16	Q1'2016	Checkpoint Systems (NYSE:CKP)	CCL Industries (TSX:CCL.B)	\$433.1	0.7x

3. M&A TRANSACTIONS

APPLICATION SOFTWARE (CONTINUED)

Date Announced	Period	Target	Buyer	Enterprise Value	Revenue Multiple
Mar-16	Q1'2016	MainIoT Software	Industrial and Financial Systems (OM:IFS B)	\$8.0	1.5x
Mar-16	Q1'2016	Tribal Education, Synergy Business	Servelec Corelogic	\$27.8	3.2x
Feb-16	Q1'2016	PACE Aerospace Engineering and Information Technology	TXT Next	\$8.2	1.0x
Feb-16	Q1'2016	Cricket Media Group (TSXV:CKT)	ZG Ventures	\$29.8	2.1x
Feb-16	Q1'2016	NWP Services Corporation	RealPage (NasdaqGS:RP)	\$68.0	1.2x
Feb-16	Q1'2016	Diligent Corporation (NZSE:DIL)	Insight Venture Partners	\$435.9	4.6x
Feb-16	Q1'2016	Apollo Education Group (NasdaqGS:APOL)	Apollo Global (NYSE:APO); Najafi Companies; The Vistria Group	\$408.8	0.2x
Feb-16	Q1'2016	LeapFrog Enterprises (NYSE:LF)	Vtech Holdings (SEHK:303)	\$40.5	0.2x
Feb-16	Q1'2016	Due North	PROACTIS Holdings (AIM:PHD)	\$6.6	2.5x
Feb-16	Q1'2016	Kypera	Castleton Technology (AIM:CTP)	\$5.0	1.5x
Jan-16	Q1'2016	The App Business (82.2% Stake)	St Ives (LSE:SIV)	\$77.9	4.9x
Jan-16	Q1'2016	CD-adapco Group	Siemens (DB:SIE)	\$970.0	4.9x
Jan-16	Q1'2016	Investor Analytics	StatPro Group (AIM:SOG)	\$16.0	3.2x
Jan-16	Q1'2016	NTT Data Itecs Corporation (85.7% Stake)	ASJ (TSE:2351)	\$7.5	0.8x
Jan-16	Q1'2016	JMH Publishing	Wilmington (LSE:WIL)	\$7.2	2.6x
Dec-15	Q4'2015	Cinteros	Innofactor (HLSE:IFA1V)	\$8.7	1.0x
Dec-15	Q4'2015	Kepware Technologies	PTC (NasdaqGS:PTC)	\$118.0	5.9x
Dec-15	Q4'2015	ShopperTrak RCT Corporation	Tyco International (NYSE:TYC)	\$175.0	2.3x
Dec-15	Q4'2015	USG People (ENXTAM:USG)	Recruit Holdings (TSE:6098)	\$1,793.8	0.7x
Dec-15	Q4'2015	Route Monkey	Trakm8 Holdings (AIM:TRAK)	\$13.7	5.4x
Dec-15	Q4'2015	Heartland Payment Systems (NYSE:HPY)	Global Payments (NYSE:GPN)	\$4,405.7	1.7x
Dec-15	Q4'2015	Guangzhou NIESHENG Network Technology	Guilin Layn Natural Ingredients Corp. (SZSE:002166)	\$62.7	17.1x
Dec-15	Q4'2015	PrismTech Group	ADLINK Technology (TSEC:6166)	\$16.6	1.7x
Dec-15	Q4'2015	Telvent Trafico Y Transporte	Kapsch TrafficCom (WBAG:KTCG)	\$38.6	0.2x
Dec-15	Q4'2015	Polar Communications (TASE:PLRC) (53% Stake)	Meijer Realty Partners	\$6.4	11.2x

3. M&A TRANSACTIONS

EMS / INFRASTRUCTURE SOFTWARE

Date Announced	Period	Target	Buyer	Enterprise Value	Revenue Multiple
Sep-16	Q3'2016	Infoblox (NYSE:BLOX)	Vista Equity Partners	\$1,254.3	3.5x
Aug-16	Q3'2016	PhenixID (69.9% Stake)	Clavister Holding (OM:CLAV)	\$11.5	10.4x
Jul-16	Q3'2016	Quantum Storage India (80% Stake)	Quantum Storage South Asia	\$7.1	0.6x
Jul-16	Q3'2016	AVG Technologies (NYSE:AVG)	AVAST Software	\$1,453.3	3.4x
Jun-16	Q2'2016	TDC Sverige	Tele2 (OM:TEL2 B)	\$351.2	0.9x
Jun-16	Q2'2016	Blue Coat	Symantec (NasdaqGS:SYMC)	\$4,722.3	7.9x
May-16	Q2'2016	inContact (NasdaqCM:SAAS)	NICE Systems (TASE:NICE)	\$881.2	3.8x
Apr-16	Q2'2016	Godin CyberSpace Security Technology (55% Stake)	Northeast Electric Development (SEHK:42)	\$6.2	31.8x
Mar-16	Q1'2016	CONJECT Holdings	Aconex (ASX:ACX)	\$73.6	2.7x
Mar-16	Q1'2016	Distribution Central	Arrow Electronics (NYSE:ARW)	\$48.6	0.2x
Feb-16	Q1'2016	Telnes Broadband	GTT Communications (NYSE:GTT)	\$20.0	1.2x
Feb-16	Q1'2016	Earthlink Holdings Corp., Select IT Services Assets	Synoptek	\$29.0	0.8x
Dec-15	Q4'2015	Cyveillance	Lookingglass Cyber Solutions	\$35.0	1.9x

3. M&A TRANSACTIONS

TECH ENABLED SERVICES

Date Announced	Period	Target	Buyer	Enterprise Value	Revenue Multiple
Nov-16	Q4'2016	Tecnocom Telecomunicaciones y Energia (BME:TEC)	Indra Sistemas (BMW:IDR)	\$358.7	0.8x
Nov-16	Q4'2016	Alternative Networks (AIM:AN.)	Daisy Intermediate Holdings	\$229.7	1.3x
Nov-16	Q4'2016	Integrio Technologies	Sysorex Government Services	\$6.0	0.2x
Nov-16	Q4'2016	Milstream Associates	PROACTIS Holdings (AIM:PHD)	\$20.7	3.4x
Nov-16	Q4'2016	ITC Secure Networking	C5 Capital	\$29.8	1.7x
Nov-16	Q4'2016	Datalink (NasdaqGS:DTLK)	Insight Enterprises (NasdaqGS:NSIT)	\$234.6	0.3x
Nov-16	Q4'2016	EarthLink Holdings (NasdaqGS:ELNK)	Windsteam Holdings (NasdaqGS:WIN)	\$1,056.5	1.1x
Oct-16	Q4'2016	Mediacotech (BIT:MCH) (79.45% Stake)	Europa Investimenti Special Situations	\$54.3	23.2x
Oct-16	Q4'2016	Appirio	Wipro (BSE:507685)	\$500.0	2.6x
Oct-16	Q4'2016	Comtel Solutions (64% Stake)	Quesscorp Holdings	\$31.0	0.5x
Oct-16	Q4'2016	Centerland	Beijing Taikong Panel Industry (SZSE:300344)	\$8.3	1.0x
Oct-16	Q4'2016	Nova Infraestructuras, Infrastructures and Manged	VINCI Energies Portugal	\$42.4	0.4x
Oct-16	Q4'2016	Barstride Group	SHIFT (TSE:3697)	\$7.7	0.4x
Oct-16	Q4'2016	Lumagate	Innofactor (HLSE:IFA1V)	\$11.7	1.2x
Oct-16	Q4'2016	Frontica Business Solutions	Cognizant Technology Solutions (NasdaqGS:CTSH)	\$128.4	0.7x
Sep-16	Q3'2016	ASG Group (ASX:ASZ)	Nomura Research Institute (TSE:4307)	\$262.6	1.8x
Sep-16	Q3'2016	Keysource	Styles&Wood Group (AIM:STY)	\$9.2	0.4x
Sep-16	Q3'2016	Octo Technology Société Anonyme (ENXTPA:ALOCT) (52.6% Stake)	Accenture (NYSE:ACN)	\$136.9	2.8x
Sep-15	Q3'2016	BigAir Group (ASX:BGL)	Superloop (ASX:SLC)	\$172.3	2.9x
Sep-15	Q3'2016	MicroDoc Computersysteme	Data Respons (OB:DAT)	\$11.8	0.8x
Aug-16	Q3'2016	Computer Measurement Technology	Comture (TSE:3844)	\$6.8	0.4x
Aug-16	Q3'2016	Rackspace Hosting (NYSE:RAX)	Inception Parent	\$4,404.7	2.1x
Aug-16	Q3'2016	Modrus	Nasstar (AIM:NASA)	\$17.0	2.2x
Aug-16	Q3'2016	Beijing Mmim Interactive Technologies	Chinasoft International Technology Services	\$15.8	1.1x
Aug-16	Q3'2016	Intecq (ASX:ITQ)	Tabcorp Holdings (ASX:TAH)	\$84.9	2.1x
Aug-16	Q3'2016	Liberata	Outsourcing UK	\$56.6	0.5x
Jul-16	Q3'2016	Epiq Systems (NasdaqGS:EPIQ)	DTI	\$1,009.8	1.9x

3. M&A TRANSACTIONS

TECH ENABLED SERVICES (CONTINUED)

Date Announced	Period	Target	Buyer	Enterprise Value	Revenue Multiple
Jul-16	Q3'2016	Open Objects Software	IDOX (AIM:IDOX)	\$6.8	1.8x
Jul-16	Q3'2016	Klick2Contact	Eckoh (AIM:ECK)	\$8.8	9.1x
Jul-16	Q3'2016	ISG Technology	WestBridge Fund Managers; Octopus Investments	\$13.6	0.6x
Jul-16	Q3'2016	buw Holding	Convergys Corporation (NYSE:CVG)	\$136.2	0.8x
Jul-16	Q3'2016	CSG - A Columbus Company	Columbus (CPSE:COLUM)	\$6.4	1.3x
Jun-16	Q2'2016	Trustmarque Solutions	Capita (LSE:CPI)	\$83.6	0.3x
Jun-16	Q2'2016	Ausy (ENXTPA:OSI)	Randstad France	\$415.2	0.9x
May-16	Q2'2016	adept4	Pinnacle Technology Group (AIM:PINN)	\$10.2	1.4x
May-16	Q2'2016	DST Consulting (51% Stake) and EMDS (51% Stake)	Engineering Ingegneria Informatica (BIT:ENG)	\$10.8	0.3x
May-16	Q2'2016	FIDEA Information Systems (50% Stake)	FIDEA Holdings (TSE:8713)	\$15.9	1.0x
Apr-16	Q2'2016	Lyudia (70% Stake)	Ingenico Group (ENXTPA:ING)	\$8.0	27.1x
Apr-16	Q2'2016	Azzurri Communications	Maintel Holdings (AIM:MAI)	\$68.5	0.5x
Apr-16	Q2'2016	MphasiS (BSE:526299) (60.5% Stake)	The Blackstone Group (NYSE:BX)	\$1,040.8	1.2x
Mar-16	Q1'2016	IHS (NYSE:IHS)	Markit (NasdaqGS:MRKT)	\$10,278.2	4.6x
Mar-16	Q1'2016	BestCom Infotech (GTSM:3074) (59.1% Stake)	Synnex Technology International (TSEC:2347)	\$75.8	0.2x
Feb-16	Q1'2016	KBC Advanced Technologies (AIM:KBC)	Yokogawa Electric Corp (TSE:6841)	\$232.1	2.1x
Feb-16	Q1'2016	Retrotech	Egemin Automation	\$40.0	0.6x
Jan-16	Q1'2016	LanTroVision (SGX:BJK)	MIRAIT Holdings (TSE:1417)	\$64.4	0.5x
Jan-16	Q1'2016	AncarB Technologies	Pinnacle Cloud Solutions	\$5.0	1.6x
Jan-16	Q1'2016	Magnet 360	MindTree (BSE:532819)	\$50.0	2.0x
Jan-16	Q1'2016	KBC Advanced Technologies	Aspen Technology (NasdaqGS:AZPN)	\$203.7	1.8x
Dec-15	Q4'2015	Compose IT System	ProAct IT Group (OM:PACT)	\$6.3	0.7x
Dec-15	Q4'2015	Comdata	The Carlyle Group (NasdaqGS:CG)	\$311.4	1.0x
Dec-15	Q4'2015	Fidelity Access, Fidelity Telecom, Fidelity Voice Services	Fusion Telecommunications International (NasdaqCM:FSNN)	\$30.0	1.7x

3. M&A TRANSACTIONS

TECH ENABLED SERVICES (CONTINUED)

Date Announced	Period	Target	Buyer	Enterprise Value	Revenue Multiple
Dec-15	Q4'2015	Beijing Changyi Information Technologies	Beijing Shiji Information Technology (SZSE:002153)	\$98.5	5.6x
Dec-15	Q4'2015	cellent	Wipro Cyprus	\$77.7	0.8x
Dec-15	Q4'2015	On:Trac	Tracsis (AIM:TRCS)	\$28.2	2.8x
Dec-15	Q4'2015	United Communications	iomart Group (AIM:IOM)	\$16.6	4.6x

3. M&A TRANSACTIONS

ONLINE & DIGITAL

Date Announced	Period	Target	Buyer	Enterprise Value	Revenue Multiple
Nov-16	Q4'2016	Creston (LSE:CRE) (71.92% Stake)	RredWhiteBlue Champion	\$89.7	0.7x
Oct-16	Q4'2016	O-uccino (TSE:6084) (54.27% Stake)	-	\$7.9	0.6x
Oct-16	Q4'2016	Digital Globe Services (AIM:DGS) (53.58% Stake)	TRG Holdings	\$22.1	0.5x
Oct-16	Q4'2016	Everyday Health (NYSE:EVDY)	Ziff Davis	\$459.3	1.9x
Oct-16	Q4'2016	AbsoluteIT	AWF Madison Group (NZSE:AWF)	\$11.1	0.2x
Oct-16	Q4'2016	Consol Partners (65% Stake)	Empresaria Group (AIM:EMR)	\$14.6	0.5x
Oct-16	Q4'2016	Pixonix	Mail.Ru Group (LSE:MAIL)	\$30.0	4.1x
Sep-16	Q3'2016	YuMe (NYSE:YUME)	AVI Partners	\$116.8	0.7x
Sep-16	Q3'2016	Shanghai Jiguang Network Technology (90% Stake)	Zhongnan Red Culture Group (SZSE:002445)	\$111.4	13.8x
Sep-16	Q3'2016	Dot Property	Mitula Group (ASX:MUA)	\$8.9	6.9x
Aug-16	Q3'2016	Monster (NYSE:MMW)	Randstad North America	\$382.8	0.6x
Aug-16	Q3'2016	anydooR	Rozetta Corporation (TSE:6182)	\$13.2	2.4x
Jul-16	Q3'2016	Olapic	Monotype Imaging	\$130.0	14.4x
Jul-16	Q3'2016	Best Gaming Technology (90% Stake)	Playtech (LSE:PTEC)	\$170.3	3.7x
Jun-16	Q2'2016	Healthiest You	Teladoc (NYSE:TDOC)	\$155.9	15.6x
Jun-16	Q2'2016	ReachLocal (NasdaqGS:RLOC)	Gannett (NYSE:GCI)	\$157.4	0.4x
Jun-16	Q2'2016	VISURA (60% Stake)	Tecnoinvestimenti (BIT:TECN)	\$41.4	2.1x
Jun-16	Q2'2016	Online Republic	Webjet (ASX:WEB)	\$58.7	2.1x
Jun-16	Q2'2016	pferdewetten.de (DB:EMH1) (50.2% Stake)	Individual Investors	\$18.6	2.4x
Jun-16	Q2'2016	Wireless Group (LSE:WLG)	News Corp UK & Ireland	\$348.6	3.5x
Jun-16	Q2'2016	Qunar Cayman Islands (NasdaqGM:QUNR)	Ocean Imagination	\$3,992.1	5.8x
Jun-16	Q2'2016	LinkedIn (NYSE:LNKD)	Microsoft (NasdaqGS:MSFT)	\$26,190.9	8.2x
Jun-16	Q2'2016	Sotoasobi	Akatsuki (TSE:3932)	\$13.2	45.2x
May-16	Q2'2016	Marketo (NasdaqGS:MKTO)	Vista Equity Partners	\$1,560.1	6.9x
May-16	Q2'2016	Quickspin	Playtech (LSE:PTEC)	\$55.8	8.3x
May-16	Q2'2016	Beijing Hechuang Future Network Technology Co. (51% Stake)	Huasu Holdings (SZSE:000509)	\$427.2	35.0x
May-16	Q2'2016	mBlox	CLX Communications (OM:CLX)	\$117.0	0.8x

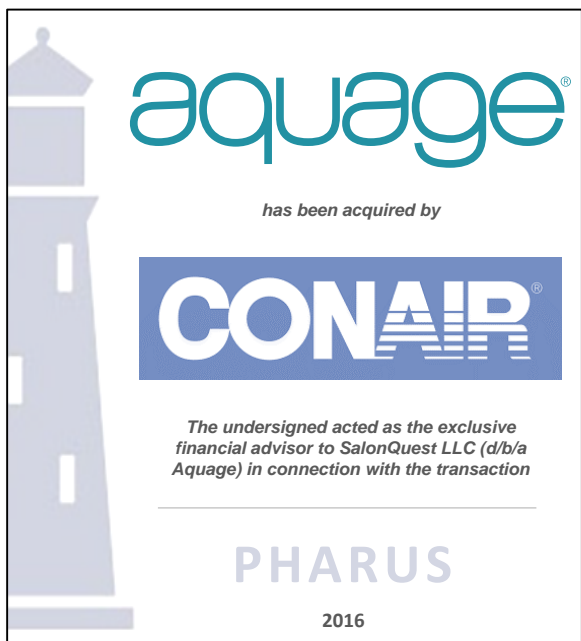
3. M&A TRANSACTIONS

ONLINE & DIGITAL (CONTINUED)

Date Announced	Period	Target	Buyer	Enterprise Value	Revenue Multiple
May-16	Q2'2016	United Online (NasdaqGS:UNTD)	B. Riley Financial (NasdaqCM:RILY)	\$66.4	0.5x
Apr-16	Q2'2016	TiVo (NasdaqGS:TIVO)	Rovi Corporation (NasdaqGS:ROVI)	\$719.9	1.5x
Apr-16	Q2'2016	FuturestreamNetworks	KB No.7 SPAC (KOSDAQ:A214270)	\$67.8	3.2x
Apr-16	Q2'2016	Autohome (NYSE:ATHM)	Hillhouse Capital Management; Sequoia Capital China	\$2,935.5	5.5x
Apr-16	Q2'2016	Synodiance	Search Foresight	\$13.7	3.0x
Apr-16	Q2'2016	RCS MediaGroup (BIT:RCS)	Cairo Communication (BIT:CAI)	\$940.0	0.8x
Mar-16	Q1'2016	Eighting Co. (TSE:3785)	Colopl (TSE:3668)	\$11.8	0.8x
Mar-16	Q1'2016	Responsfabrikken	Link Mobility Group (OB:LINK)	\$7.6	1.7x
Mar-16	Q1'2016	Principle MCD (51% Stake)	LIDA	\$19.6	1.3x
Mar-16	Q1'2016	JUICE Mobile	Yellow Pages (TSX:Y)	\$26.2	1.4x
Mar-16	Q1'2016	PromptNow Company (60% Stake)	TIS, TISI Co.	\$7.7	4.1x
Mar-16	Q1'2016	Shanghai Snowfish Tech Co.	Allwin Telecommunication Co. (SZSE:002231)	\$284.6	7.8x
Mar-16	Q1'2016	Inneractive	RNTS Media (DB:RNM)	\$72.0	1.7x
Feb-16	Q1'2016	Tangent Communications (AIM:TNG)	Writtle Holdings	\$9.5	0.3x
Feb-16	Q1'2016	GameLoft (ENXTPA:GFT)	Vivendi (ENXTPA:VM)	\$627.4	2.4x
Feb-16	Q1'2016	Yodle	Web.com Group (NasdaqGS:WEB)	\$342.0	1.6x
Feb-16	Q1'2016	Tangent Communications (AIM:TNG)	Portland Asset Management	\$6.9	0.2x
Feb-16	Q1'2016	Opera Software (OB:OPERA)	Golden Brick Silk Road Fund Management	\$1,267.6	2.1x
Feb-16	Q1'2016	Amaya (TSX:AYA)	-	\$4,354.6	4.2x
Jan-16	Q1'2016	maxHeap Technologies Private Limited	Quikr India Private Limited	\$200.0	27.4x
Dec-15	Q4'2015	Origo Média és Kommunikációs Szolgáltató	New Wave Media	\$14.3	0.7x
Dec-15	Q4'2015	PR Newswire Association	Cision	\$841.0	2.8x
Dec-15	Q4'2015	Instra Corporation	CentralNic Group (AIM:CNIC)	\$23.8	2.2x
Dec-15	Q4'2015	Jiayuan.com International (NasdaqGS:DATE)	LoveWorld	\$155.7	1.4x

4. SELECTED TRANSACTIONS

STRATEGIC SALE OF SALONQUEST LLC (D/B/A AQUAGE) TO CONAIR CORPORATION



Dennis Lubin, co-founder and CEO of SalonQuest, said, "We could not have completed the transaction without the tireless efforts of the Pharus Advisors' team. Their industry knowledge and experience, extensive relationships, and sage advice helped ensure we found a great home for our Company with Conair. Our company was at an inflection point, and we wanted to find a partner who could invest in the rapid growth of the innovative products and educational systems that we have developed. Thanks to Pharus, we have found just that partner in Conair."

Transaction Summary

- Pharus served as the exclusive financial advisor to SalonQuest LLC in their sale to Conair Corporation in an all cash transaction.
- Pharus was mandated by SalonQuest's shareholders to execute a comprehensive process, that involved identifying and approaching a targeted set of strategic and financial buyers, spearheading marketing and due-diligence, and negotiating the terms of the transaction.
- Michael Goodman, Pharus' co-founding partner, said, "It was a privilege for Pharus to work with Dennis Lubin, Luis Alvarez and the other professionals at SalonQuest to identify the perfect new owner for Aquage, one who can take the unique business they have built to the next level. Nothing gives us greater satisfaction than helping make the kind of great match this transaction represents between SalonQuest and its new owner, Conair."
- Transaction terms were not disclosed.

Key Profiles

- SalonQuest LLC (d/b/a Aquage), a privately-held maker of innovative salon hair care products based on marine botanicals. SalonQuest is headquartered in Chagrin Falls, OH.
- Conair Corporation develops, manufactures, and markets hair care, personal grooming, and bath and spa products. Conair is headquartered in Stamford, CT.

4. SELECTED TRANSACTIONS

FLIGHTGLOBAL, A DIVISION OF REED BUSINESS INFORMATION AND RELX GROUP (NYSE:RELX), ACQUIRES DIO, A LEADING PROVIDER OF AVIATION MARKET INTELLIGENCE DATA AND ANALYTICS



Transaction Summary

- Pharus served as the exclusive strategic advisor to Diio LLC, a leading provider of aviation market intelligence data and analytics, in its successful sale to FlightGlobal, a division of Reed Business Information and RELX Group plc (NYSE:RELX).
- Pharus was retained by Diio shareholders due to our extensive knowledge of the information services and data analytics sectors, as well as our M&A advisory expertise with business intelligence and verticalized technology businesses.
- In its role as advisor, Pharus was mandated to guide and execute a comprehensive sell-side process, which involved identifying and approaching a targeted set of strategic and financial buyers. Pharus led the marketing and due-diligence processes, and negotiating the terms of the transaction.
- The acquisition further augments RELX and RBI's portfolio of air travel data management, integration and analytics capabilities.
- The deal was structured as a cash transaction in which RELX Group acquired all outstanding membership units from the members of Diio. The financial terms of the transaction were not disclosed.

Key Profiles

- Diio (Data In, Intelligence Out) is a world leader in aviation intelligence data, tools and technology used by more than 400 airlines, airports, manufacturers, policy makers, travel professionals and destination marketers worldwide, including 23 of the world's top 25 airline groups. Diio was founded in 2001 and is headquartered in Reston, Virginia.
- FlightGlobal, part of Reed Business Information (RBI), helps aviation related businesses drive growth, assess risk and improve efficiency. The company's solutions help its clients discover everything they need to know about the global fleet of aircraft and world schedules, as well as gain insight into market dynamics and drivers. RBI is part of RELX Group plc (NYSE: RELX), a leading global provider of data, information and solutions for professional customers. FlightGlobal is headquartered in London, UK, with additional offices worldwide.

4. SELECTED TRANSACTIONS

CAPGEMINI US ACQUIRES FAHRENHEIT 212, A LEADING INNOVATION AND DESIGN CONSULTANCY



Transaction Summary

- Pharus served as the exclusive financial advisor to Fahrenheit 212 LLC in its sale to Capgemini. Transaction terms were not disclosed.
- This transaction will augment the capabilities of Capgemini's global strategy and transformation consulting organization, Capgemini Consulting, to provide new innovation, business transformation and digital customer experiences solutions. This bolt on acquisition fits into Capgemini's digital innovation growth strategy.
- The shareholders of Fahrenheit 212 retained Pharus due to our knowledge of the innovation services sector, as well as our M&A advisory experience with digital and cloud services businesses. We executed a comprehensive M&A process that involved identifying and approaching a broad set of strategic and private equity buyers, spearheading marketing activities, leading due-diligence, and negotiating transaction terms.

Key Profiles

- Fahrenheit 212, an innovation and design consultancy, focuses on defining innovation strategies and develops new products, services, and experiences that create sustainable, profitable growth for global clients such as The Coca-Cola Company, Marriott, and Citi.
- Capgemini provides consulting, technology, and outsourcing services. Its consulting services include strategy and transformation, finance and technology transformation, human resources consulting, supply chain management, solutions environment, and innovation. It serves manufacturing, retail, consumer products, distribution and transportation, aerospace and defense, and financial services industries across the world.

4. SELECTED TRANSACTIONS

SPS COMMERCE (NASDAQGS:SPSC) ACQUIRES TOOLBOX SOLUTIONS, A LEADING PROVIDER OF RETAIL SOLUTIONS IN NORTH AMERICA



has been acquired by



SPS COMMERCE

The undersigned acted as the financial advisor to Toolbox Solutions, Inc. in connection with the transaction

PHARUS

Transaction Summary

- Pharus served as the exclusive financial advisor to Toolbox Solutions, Inc. in their sale to SPS Commerce, Inc. (NasdaqGS:SPSC)
- The acquisition serves to strengthen SPS Commerce's retail analytics portfolio, and further broadens their network of more than 60,000 organizations in 60 countries to include leading retailers and CPG suppliers in the North American convenience, grocery, and drug store segments.
- Pharus was mandated by Toolbox Solutions' shareholders to execute a comprehensive process, that involved identifying and approaching a targeted set of strategic and financial buyers, spearheading marketing and due-diligence, and negotiating the terms of the transaction.
- SPS Commerce acquired all of the shares of ToolBox Solutions for approximately \$18.4 million in cash and \$4.5 million in stock which represents approximately 65,000 shares.

Key Profiles

- ToolBox Solutions is a leading provider of point-of-sale analytics, retail and loyalty software solutions, and category management services to retailers and consumer packaged goods suppliers across the US and Canada. The company has established relationships with many leading retailers and CPG suppliers in the convenience, grocery and drug store segments. The employees will continue to be based in Toronto.
- SPS Commerce provides cloud-based supply chain management solutions worldwide through their platform which improves the way suppliers, retailers, distributors, and other customers manage and fulfill orders. The company is headquartered in Minneapolis.

4. SELECTED TRANSACTIONS

ZIFF DAVIS ACQUIRES OFFERS.COM, A LEADER IN THE DIGITAL COUPON AND DEAL SPACE



Offers.com™

has been acquired by



The undersigned acted as the exclusive financial advisor to Offers.com, LLC in connection with the transaction.

PHARUS

Transaction Summary

- Pharus served as the exclusive financial advisor to Offers.com, LLC in their sale to Ziff Davis, LLC, a subsidiary of j2 Global (NasdaqGS:JCOM).
- The acquisition further expands Ziff Davis' portfolio of market leading digital properties, and strengthens their position in the growing online deals and offers segment.
- Pharus was mandated by Offers.com's shareholders to execute a comprehensive process, that involved identifying and approaching a targeted set of strategic and financial buyers, spearheading marketing and due-diligence, and negotiating the terms of the transaction.
- Transaction terms were not disclosed.
- Pharus had also served as the exclusive financial advisor to Offers.com in 2010, when it received \$7M in a round of funding from Susquehanna Growth Equity.

Key Profiles

- Offers.com operates a leading online marketplace that connects millions of consumers with coupons, promo codes, deals, and discounts from thousands of leading merchants. Offers.com is headquartered in Austin, TX.
- Ziff Davis is a digital media company that engages in the digital publishing of content in gaming, technology, and men's lifestyle categories. It operates PCMag.com, IGN.com, and AskMen.com. Ziff Davis is headquartered in New York, NY.
- Ziff Davis is owned by J2 Global. J2 Global operates through two segments:
 - Business Cloud Services – Offers cloud services to sole proprietors, small to medium-sized businesses and enterprises, and government organizations; provides eFax, KeepItSafe, LiveDrive, eVoice and Onebox.
 - Digital Media – Operates a portfolio of Web properties, including PCMag.com, IGN.com, Speedtest.net, AskMen.com, and TechBargains.com.

4. SELECTED TRANSACTIONS



has been acquired by



The undersigned acted as the exclusive financial advisor to Fahrenheit 212 LLC in connection with the transaction

PHARUS
February 2016

Innovation Services



has been acquired by



The undersigned acted as the financial advisor to Toolbox Solutions, Inc. in connection with the transaction

PHARUS

Retail Solutions



has been acquired by



The undersigned acted as the exclusive financial advisor to Offers.com, LLC in connection with the transaction

PHARUS
December 2015

Online Marketing



PHARUS SECURITIES

CG CONTROL GROUP

has merged with



to form



The undersigned acted as the exclusive financial advisor to Control Group, Inc., and its affiliates, in connection with the transactions

Pharus Securities, LLC
December 2015

Digital Agency



PHARUS SECURITIES



has been acquired by



The undersigned acted as the exclusive financial advisor to RoyaltyShare, Inc. in its sale to The Orchard Enterprises, Inc.

Pharus Securities
November 2014

Digital Revenue Management



PHARUS SECURITIES



Received Series A financing of \$8 million from




The undersigned acted as the exclusive financial advisor to P97 Networks, Inc. in connection with the transaction

Pharus Securities

Fuel Payment & Coupon



PHARUS SECURITIES




Completed a growth financing with





The undersigned acted as the exclusive financial advisor to Teachers Synergy Inc. in connection with the transaction

Pharus Securities
May 2014


Education Technology



PHARUS SECURITIES



has been acquired by



The undersigned acted as the exclusive financial advisor to AmberFin Ltd., in its sale to DALET S.A. (ENXTPA:DLT)

Pharus Securities
April 2014

Broadcast Technology



PHARUS ADVISORS



Remote DBA Business


has been acquired by




The undersigned acted as financial advisor to Bluewolf Inc., in the sale of its Remote DBA Business to DataVail Corporation, Inc.

Pharus Advisors, LLC
December 2012



IT Services



PHARUS ADVISORS



has been acquired by

Principals of the undersigned acted as financial advisor to SocialGuide, Inc. in its sale to Nielsen Holdings N.V. and Mincite, LLC, a joint venture between Nielsen and McKinsey & Company, Inc.

Pharus Advisors, LLC
November 2012

Social TV Software



PHARUS ADVISORS




has been acquired by




The undersigned acted as financial advisor to ExpertTune Inc., in its sale to Metso Corporation

Pharus Advisors, LLC
November 2012


Industrial Software



PHARUS ADVISORS



has acquired



The undersigned acted as financial advisor to Netkey, Inc. in connection with this acquisition

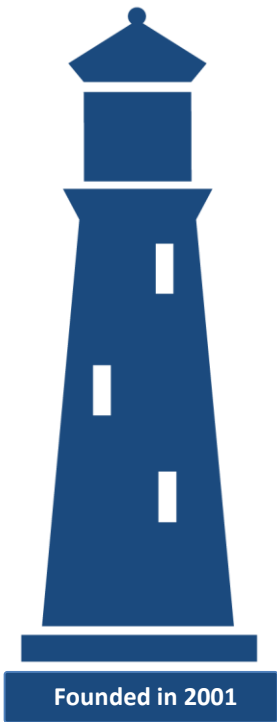
Pharus Advisors, LLC
AUGUST 2007

Retail Software

5. PHARUS OVERVIEW

INTRODUCTION TO PHARUS

We are committed to providing clients a high level of attention, independent and objective advice, and creative solutions in challenging environments



Industry Specialization and Experience

- Digital Media and Advertising
- Broadcast and Media Technology
- Education Technology
- Tech-Enabled Business Services
- Industrial Technology
- Financial Technology

Global Reach / Cross-Border Expertise

- New York headquarters, with offices and affiliates in major technology hubs across the globe

Extensive Advisory and Capital Market Capabilities

- Mergers and Acquisitions
- Valuation and Fairness Opinions
- Corporate Advisory
- Private Placements
- Principal Investments
- Recapitalizations

90+

Successful Transactions Completed

900+

Strategic Buyer Relationships

1,100+

VC and Private Equity Relationships

CONTACT INFORMATION

MICHAEL E. GOODMAN
Co-Founder & Sr. Managing Director
212.904.0102
mgoodman@pharus.com

KENNETH M. HARRELL
Co-Founder & Sr. Managing Director
212.904.0101
kharrell@pharus.com

NEW YORK HEADQUARTERS
551 Fifth Avenue 11th Floor | New York, NY 10176 | 212.904.0100

DISCLAIMER

The information contained herein is obtained from sources we believe to be reliable but its accuracy and completeness, and that of the opinions based thereon, is not guaranteed. Pharus Advisors Holdings, or one or more of its partners, may have an interest in any of the securities or companies discussed herein. All rights reserved by Pharus Advisors Holdings, LLC. 2016 Copyright Pharus Advisors Holdings, LLC.

If you would like to be included on (or removed from) the distribution list for *The Lighthouse*, please contact Archit Vijoy at avijoy@pharus.com.