

Software & Services M&A Report - Q1'17

M&A Activity Remains Robust, Largely Influenced by Private Equity



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Technology M&A continued its voluminous trends through the first quarter of 2017. According to *Venturebeat*, there were 638 technology transactions in Q1'17, up from 599 in Q4'16. Additionally, technology-focused private equity firms announced more deals in Q1'17 than any opening calendar quarter since the end of the Great Recession. Contributing to this surge in private equity activity is both an increasing number of new technology-oriented financial sponsors and an overall expansion of the total pool of "dry powder" available for acquisitions. Strategic acquirers also continue to remain active; however, the once very wide gap is contracting as private equity firms continue to accelerate their transaction volume.

We hope that this report serves as a useful tool for you. As you evaluate opportunities, feel free to call us at 310.478.9000 for more pointed insight.

Thank you,

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Software & Services Q1'17 Market Highlights

Infor Receives \$2.5B Investment from Koch Equity Development, Acquires Ciber Segment Koch Equity Development recently completed a \$2.5 billion investment in Infor, one of the largest private ERP software vendors in the world. The growth investment will allow Infor to speed up product innovation within its CloudSuite portfolio and expand global penetration. This creates the potential for further organic SaaS growth for a company that has historically expanded and diversified largely through acquisitions, having purchased a dozen businesses since 2013. The most recent of these acquisitions, announced in late March, sees Infor expand its professional services offering by adding Ciber's Infor implementation practice. Strategic moves such as this acquisition will allow Infor to remain at the forefront of the ERP market and effectively service its client base.



Cisco Achieves Further Penetration in IoT With Purchase of AppDynamics

Just announced in January, Cisco's acquisition of AppDynamics closed towards the end of March. Cisco made an aggressive strategic move, electing to make the purchase one day before the applications management company was set to price its IPO, which delayed the launch of 2017's IPO season but continued a string of high-profile transactions already occurring in the weeks prior. The acquisition, completed around the one-year anniversary of Cisco's purchase of Jasper Technologies, is a logical extension to build on its IoT platform and reinforces Cisco's continued efforts to diversify beyond hardware. Adding AppDynamics to its portfolio will allow Cisco to provide its customers with real-time, end-to-end visibility across the corporate networks, enabling them to make more intelligent business decisions.



APP DYNAMICS

Blue-Chip Acquirers Embrace the Machine Learning Explosion

The ever-increasing theme of data tracking and aggregation create significant opportunities in the world of AI and machine learning, trends to which acquirers and investors have been paying more increased attention. According to industry research, there were as many machine learning transactions announced in 2016 as there were from 2002 to 2014. Intel's pending \$15 billion acquisition of Mobileye, announced in March, is a hallmark example of the rapidly increasing interest and expectation for the future of machine learning, and its 41x revenue multiple speaks to the value that buyers ascribe to businesses in the sector.





Tech-Focused Private Equity and Venture Capital Firms Remain Aggressive and Well-Funded

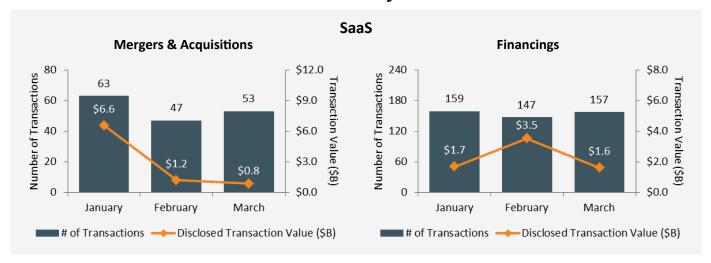
Competition among private equity firms for high-quality acquisition targets has been building over recent years, and this trend has intensified over the past several months. In January, Vista Equity Partners' LP base approved the firm's goal to raise \$10.5 billion for its sixth flagship fund, which would surpass Silver Lake Partners IV LP as the largest tech-focused PE fund to date. Similarly, SoftBank's Vision Fund raised a significant portion of its targeted \$100 billion in Q1'17, with partners including Apple, Qualcomm and Larry Ellison committing investment dollars alongside SoftBank and the Saudi government. The landscape for earlier-stage investments has also remained strong—according to *PitchBook*, more than \$16 billion of venture funding was deployed in Q1'17, and 15 VC-backed companies completed or filed an IPO in the same timeframe. Investors' continued willingness to pay premium multiples for high-quality assets has been validated by an exit market that appears to be equally as aggressive and enthusiastic.



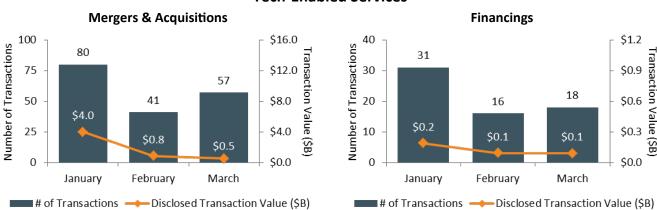


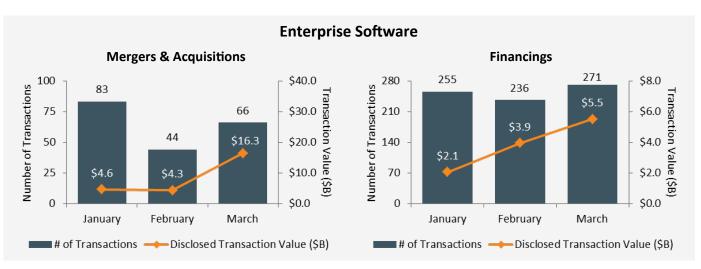


Software & Services Q1'17 Activity



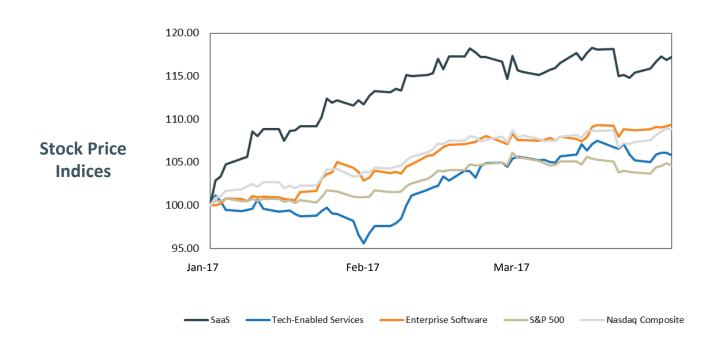
Tech-Enabled Services

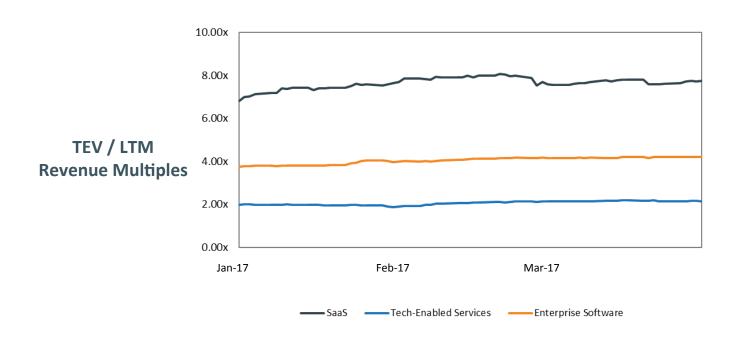






Publicly Traded Companies – Stock Valuation Trends







Publicly Traded Comparables – SaaS

		% of 52-WI	k Enterprise	Market	Last	Twelve Mo	onths	1-Yr Rev.	EV / LTM
Company	Share Price	High	<u>Value</u>	<u>Cap</u>	Revenue	EBITDA	GM%	Growth	Reve nue
sales <i>f</i> orce	\$82.49	97.6%	\$58,862	\$58,362	\$8,392	\$505	73.4%	25.9%	7.0x
workday.	83.28	89.2%	15,444	16,906	1,569	(274)	69.2%	36.7%	9.8x
service now	87.47	92.3%	14,129	14,521	1,391	(69)	71.3%	38.3%	10.2x
Veeva	51.28	99.2%	6,594	7,113	544	122	68.1%	32.9%	12.1x
X Atlassian	29.95	85.2%	5,868	6,663	531	(1)	83.0%	37.2%	11.0x
shopify	68.09	93.3%	5,747	6,142	389	(27)	53.8%	89.7%	14.8x
Ultimate SOFTWARE	195.21	87.1%	5,710	5,790	781	68	61.6%	26.4%	7.3x
LogMe(n)	97.50	88.6%	4,959	5,126	336	41	86.5%	23.7%	14.8x
vathena health	112.69	78.3%	4,597	4,453	1,083	107	50.7%	17.1%	4.2x
::: medidata	57.69	98.2%	3,219	3,331	463	66	75.7%	18.1%	6.9x
proofpoint?	74.36	84.5%	3,189	3,220	375	(42)	71.1%	41.5%	8.5x
WiX .com	67.90	95.5%	2,873	3,045	290	(39)	84.4%	42.5%	9.9x
REALPAGE'	34.90	93.3%	2,843	2,826	568	81	57.4%	21.3%	5.0x
zendesk	28.04	88.0%	2,534	2,759	312	(84)	69.9%	49.4%	8.1x
twilio :	28.87	40.7%	2,221	2,527	277	(34)	56.5%	66.1%	8.0x
⇔ rnerstone	38.89	81.4%	2,140	2,203	423	(46)	67.9%	24.6%	5.1x
HubSpot	60.55	91.6%	2,076	2,189	271	(39)	77.2%	48.9%	7.7x
pox	16.31	88.8%	2,011	2,113	399	(115)	71.9%	31.7%	5.0x
RingCentral*	28.30	99.5%	1,964	2,109	380	(11)	75.7%	28.2%	5.2x
New Relic.	37.07	92.4%	1,761	1,957	243	(54)	80.8%	49.6%	7.3x
xero	13.85	97.0%	1,794	1,890	176	(57)	76.1%	55.0%	10.2x
2U .	39.66	98.2%	1,712	1,873	206	(19)	80.1%	39.3%	8.3x
E BLACKLINE	29.76	94.8%	1,422	1,526	123	(16)	75.5%	49.3%	11.5x
QUALYS*	37.90	95.5%	1,134	1,378	198	48	78.5%	20.5%	5.7x
蕊coupa	25.40	61.0%	1,068	1,270	134	(31)	65.4%	68.4%	8.0x
broad soft	40.20	83.1%	1,209	1,227	341	33	73.3%	22.3%	3.5x
MINDBODY.	27.45	97.2%	1,051	1,122	139	(14)	69.0%	37.1%	7.6x
SPS COMMERCE	58.49	78.1%	866	1,005	193	19	66.7%	21.9%	4.5x
					Тор	Quartile:	76.9%	49.2%	10.1x
						Medlan: Mean:	71.5% 71.1%	36.9% 38.0%	7.8x
					Bottom	Quartile:	67.0%	23.9%	8.1x 5.3x



Select M&A Transactions - SaaS

Announced Date	Acquiror	Target	Enterprise Value (\$M)	EV / Revenue
03/13/17	O hms	eliza.	\$170.0	-
03/07/17	technologies	VERACODE	614.0	5.6x
02/28/17	paloatto paloatto	C LIGHTCYBER	105.0	21.0x
02/23/17	MDP	BLUECAT	325.0	5.4x
02/23/17	SABA	HALOGEN SOFTWARE	170.1	2.4x
02/15/17	SAPIENS	STONE RIVER®	102.0	1.3x
02/08/17	SOPHOS	invince a	100.0	10.2x
01/24/17	illiilli CISCO.	APP DYNAMICS	3,592.7	17.4x
01/19/17	THOMA BRAVO	PLANVIEW°	800.0	4.6x
01/17/17	hp	simplivity 🖺	650.0	6.5x
01/04/17	castlight	Jıff	133.7	19.1x
01/03/17	CLEARLAKE CAPITAL	>>> LANDESK	1,150.0	2.6x
			Top Quartile: Median: Mean: Bottom Quartile:	17.4x 5.6x 8.7x 2.6x

Source: S&P Capital IQ. intrepidib.com • 6



Select Financing Transactions – SaaS

Announced Date	Lead Investor(s)	Target	Transaction Size (\$M)	Pre-Money Valuation (\$M)
03/30/17	capitalG	loöker	\$81.5	\$768.5
03/27/17	Goldman Sachs	evariant*	63.5	122.5
03/24/17	NEA	PLACESTER	50.0	152.0
03/20/17	LEVEL EQUITY	CloudCheckr	50.0	-
03/15/17	ICONİQ	ServiceTitan	80.0	287.5
03/08/17	TICV Transport Common Fabruson	cradlepoint	89.0	325.0
03/03/17	Sues	RUBICON	104.3	450.0
03/01/17	S&P Global	KENSHO	50.0	543.3
02/24/17	KKR	Cherwell	50.0	-
02/08/17	SUMMIT PARTNERS	fuze	104.0	616.0
02/08/17	revolution growth	UPTAKE	70.3	1,929.7
02/01/17	DRAGONEER	PointClickCare [*]	85.0	-
01/26/17	SEQUOIA╚	zoom	115.0	885.0
01/23/17	GENERAL ATLANTIC	turbonomic	50.0	800.0
01/23/17	THIRD POINT VENTURES	aryaka	45.0	120.8
01/18/17	TÖLA CAPITAL	≜ PROTECTWISE™	50.4	50.4
01/18/17	POLARIS	INSIDE SALES .COM	50.0	1,600.0
01/05/17	ALTIMETER SCALE Venture Partners	Namely "	50.0	295.0
01/05/17	NEA	Fugue	40.8	110.0
01/04/17	MINIORIES CAPITAL	Magento Magento	250.0	450.0

Source: PitchBook. intrepidib.com ● 7



Publicly Traded Comparables – Tech-Enabled Services

	,	6 of 52-Wk	Enterprise	Market		Last Twelv	e Months		1-Yr Rev.	EV / LTM	EV / LTM
Company	Share Price	High	Value	Сар	Revenue	EBITDA	GM %	ЕВПОА %	Growth	Revenue	ЕВПОА
accenture	\$119.88	94.7%	\$71,773	\$74,336	\$33,757	\$5,721	30.9%	16.9%	6.8%	2.1x	12.5x
TATA	37.53	88.6%	68,047	73,951	18,022	4,937	30.3%	27.4%	11.8%	3.8x	13.8x
Cognizant	59.52	94.1%	31,935	36,226	13,487	2,668	39.9%	19.8%	8.6%	2.4x	12.0x
Infosys®	15.78	79.9%	31,357	36,060	10,085	2,787	35.9%	27.6%	9.5%	3.1x	11.3x
HCL	13.50	98.3%	17,636	19,262	6,774	1,501	34.2%	22.2%	7.6%	2.6x	11.8x
WIPRO	7.95	84.9%	16,558	19,224	8,440	1,684	29.3%	20.0%	9.9%	2.0x	9.8x
Capgemini	92.56	96.4%	16,860	15,167	13,408	1,692	26.8%	12.6%	5.2%	1.3x	10.0x
NTTDATA	47.35	87.3%	17,371	13,283	14,802	2,331	25.5%	15.7%	3.8%	1.2x	7.5 x
CSC	69.01	92.1%	11,846	9,745	7,525	931	25.7%	12.4%	4.4%	1.6x	12.7x
Tech Mahindra	7.09	81.4%	5,925	6,903	4,403	672	34.0%	15.3%	10.3%	1.3x	8.8x
Booz Allen Hamilton	35.39	91.8%	6,521	5,307	5,647	520	23.2%	9.2%	6.1%	1.2x	12.5x
CACI	117.30	86.7%	4,155	2,861	4,222	372	32.8%	8.8%	26.6%	1.0x	11.2×
sopra 😂 steria	142.91	99.6%	3,379	2,838	4,001	352	9.2%	8.8%	4.4%	0.8x	9.6x
tieto	27.30	89.7%	2,136	2,012	1,596	198	29.4%	12.4%	2.2%	1.3x	10.8x
Mindtree	6.98	59.7%	1,080	1,173	808	115	30.9%	14.2%	22.8%	1.3x	9.4x
virtusa* Accelerating Business Datcomes	30.22	78.9%	961	905	805	38	28.9%	4.7%	45.1%	1.2x	25.6x
ZICF	41.30	69.4%	1,039	785	1,185	112	37.1%	9.4%	4.7%	0.9x	9.3 x
PERSISTENT	9.19	76.2%	642	735	437	66	30.9%	15.1%	32.6%	1.5x	9.8x
P ERFICIENT •	17.36	76.6%	637	615	469	50	32.3%	10.7%	2.3%	1.4x	12.7x
The Hackett Group	19.49	94.2%	556	569	260	39	37.6%	15.1%	10.8%	2.1x	14.1x
* ISG INFORMATION SERVICES GROUP	3.15	72.9%	222	133	216	12	38.9%	5.4%	3.5%	1.0x	19.0x
EDGEWATER	7.45	79.3%	85	99	120	8	38.5%	7.0%	9.3%	0.7x	10.0x
					Тор	Quartile:	36.2%	17.7%	11.1%	2.1x	12.7x
						Medlan:	30.9%	13.4%	8.1%	1.3x	11.2x
						Mean:	31.0%	14.1%	11.3%	1.6x	12.0x
					Bottom	Quartile:	29.0%	9.3%	4.5%	1.2x	9.8x



Select M&A Transactions – Tech-Enabled Services

Announced Date	Acquiror	Target	Enterprise Value (\$M)	EV / Revenue	EV / EBITDA
03/20/17	infor	ciber (Infor practice)	\$15.0	-	-
03/16/17	FUĴITSU	solekiə	33.2	0.2x	NM
03/08/17	KeyWin Innovation Disyonal Expectation	S O T E R A DEFENSE SOLUTIONS	235.0	~1.0x	~11.8x
03/07/17	OILIP oak lane partners	MAINTECH	18.3	-	-
03/06/17	<i>ODDANAHER</i>	^\\\\\	105.7	1.9x	20.6x
03/06/17	Tech Mahindra	#HCi group	89.5	0.8x	-
02/27/17	DWS	SIIIS Management & Technology	95.5	0.4x	13.5x
02/21/17	STG?	PSS Precessor forcess doutroos	119.0	-	-
02/09/17	Styceum Capital and Timico Management	timico	62.2	0.9x	-
02/09/17	NUANCE	mCARB ⊙ N	36.0	-	-
01/27/17	VERTIAS CAPITAL	(government IT services busin	690.0 iess)	0.6x	-
01/19/17	Q.E.	ACCCCA Accordant Communications	14.0	-	-
01/17/17	NUXILIO	CYNEADISTEE	26.8	1.8x	5.4x
01/05/17	Gartner.	□ CEB	3,300.0	3.5x	18.5x
			Top Quartile:	1.9x	19.6x
			Median:	0.9x	13.5x
			Mean:	1.2x	14.0x
			Bottom Quartile:	0.5x	8.6x

Source: S&P Capital IQ. intrepidib.com ● 9



Select Financing Transactions – Tech-Enabled Services

Announced Date	Lead Investor(s)		Transaction Size (\$M)	Pre-Money Valuation (\$M)
03/24/17	Undisclosed investor	FirstGlobalData	\$7.6	\$-
03/14/17	ENLIGHTENMENT CAPITAL	1901 roup.	-	-
03/13/17	Undisclosed investors	LEWEL	3.0	-
03/08/17	nab ventures	veem	23.9	76.1
03/02/17	OAK HC/FT	ur <mark>j</mark> anet	20.0	50.0
03/01/17	G/	incorta.	10.0	28.0
02/07/17	RAZOR'S EDGE	HawkEye ³⁶⁰	13.8	12.9
02/06/17	USV Union Square Ventures	W tucows	-	-
02/02/17	Undisclosed investors	Green Cloud TECH NOLOGIES CISTON REPROSE, CANAGE, GINT.	3.0	-
01/31/17	ENLIGHTENMENT CAPITAL	₹ Telos	-	-
01/31/17	BLUFFPOINT A S S O C I A T E S	NETG^IN	25.0	-
01/27/17	LONE STAR VALUE	EDGEWATER	-	-
01/26/17	Undisclosed investors	VIRTU▲LITICS	3.0	-

Source: PitchBook. intrepidib.com ● 10



Publicly Traded Comparables – Enterprise Software

	,	% of 52-Wk	Enterprise	Market		Last Twelv	e Months		1-Yr Rev.	EV / LTM	EV / LTM
Company	Share Price	High	Value	Сар	Revenue	EBITDA	GM %	EBITDA %	Growth	Revenue	ЕВПОА
Microsoft	\$65.86	99.5%	\$475,536	\$508,935	\$85,688	\$27,738	61.0%	32.4%	(2.7%)	5.5x	17.1x
ORACLE	44.61	94.9%	178,579	183,556	37,429	14,535	58.2%	38.8%	0.7%	4.8x	12.3x
cisco.	3 3.80	97.9%	132,348	169,266	48,570	14,670	63.5%	30.2%	(2.1%)	2.7x	9.0x
IBM	174.14	95.3%	198,046	164,251	79,919	18,552	47.9%	23.2%	(2.2%)	2.5x	10.7x
SAP	98.37	100.0%	122,195	117,914	23,591	6,452	70.2%	27.4%	6.1%	5.2x	18.9x
Adobe Adobe	130.13	99.6%	61,612	64,375	6,153	1,984	81.8%	32.3%	21.4%	10.0x	31.0x
ıntuıt	115.99	90.3%	30,182	29,669	4,852	1,411	84.3%	29.1%	8.6%	6.2x	21.4x
 ▼ Symantec	30.68	98.6%	20,549	18,986	3,777	875	81.0%	23.2%	4.2%	5.4x	23.5x
ned hat.	86.50	98.4%	14,707	15,422	2,412	418	82.2%	17.3%	17.5%	6.1x	35.2x
technologies	31.72	90.7%	12,519	13,258	4,033	1,283	85.8%	31.8%	(0.1%)	3.1x	9.8x
CITRIX	83.39	87.0%	12,702	13,038	3,418	1,026	85.4%	30.0%	4.4%	3.7x	12.4x
SYNOPSYS°	72.13	98.7%	10,209	10,855	2,507	478	81.0%	19.1%	10.5%	4.1x	21.4x
OPENTEXT'	34.01	97.0%	9,622	8,949	1,959	581	72.3%	29.6%	7.0%	4.9x	16.6x
splunk>	62.29	93.7%	7,614	8,611	950	(300)	79.9%	(31.6%)	42.1%	8.0x	NM
sage	7.90	78.1%	8,923	8,531	1,965	559	93.4%	28.4%	9.3%	4.5x	16.0x
SSEC	35.40	94.5%	9,575	7,191	1,481	514	46.0%	34.7%	48.1%	6.5x	18.6x
TERADATA	31.12	93.4%	3,667	4,073	2,322	380	51.5%	16.4%	(8.2%)	1.6x	9.7x
Pega	43.85	96.4%	3,227	3,361	750	65	68.1%	8.6%	9.9%	4.3x	49.8x
n Progress'	29.05	89.5%	1,269	1,403	407	120	87.3%	29.5%	5.5%	3.1x	10.6x
					Top	Quartile:	84.3%	31.8%	10.5%	6.1x	21.9x
					1	Medlan:	79.9%	29.1%	6.1%	4.8x	16.9x
						Mean:	72.7%	23.7%	9.5%	4.9x	19.1x
					Botton	Quartlle:	62.2%	21.1%	0.3%	3.4x	11.1x



Select M&A Transactions – Enterprise Software

Announced Date	Acquiror		Enterprise Value (\$M)	EV / Revenue	EV / EBITDA
03/29/17	Akamai	SCASTA	\$200.0	6.3x	-
03/20/17	FACTSET	BISAM	205.2	7.3x	-
03/07/17	e Wolters Kluwer business	Tagetik	318.5	5.3x	-
02/15/17	TEMENOS The software specialist for barding and finance	Rubik	50.0	1.5x	10.3x
02/07/17	AMETEK®	Rauland	340.0	2.1x	-
02/03/17	Itg learning technologies group	NetDimensions	67.6	2.2x	NM
02/02/17	MEXAGON	MSC Software	834.0	3.6x	-
01/25/17	M CKESSON	covermymeds®	1,100.0	-	-
01/09/17	X Atlassian	■ Trello	425.0	-	-
01/09/17	investcloud®	É babel	20.0	-	-
			Top Quartile:	6.3x	
			Median:	3.6x	
			Mean:	4.0x	
			Bottom Quartile:	2.1x	

Source: S&P Capital IQ. intrepidib.com ● 12



Select Financing Transactions – Enterprise Software

Announced Date	Lead Investor(s)	Target	Transaction Size (\$M)	Pre-Money Valuation (\$M)
03/28/17	Vy Capital	rigetti	\$40.0	\$-
03/23/17	NEA	DataRobot	54.0	216.0
03/15/17	capitalG	pindrop	85.8	514.2
03/15/17	SORENSON CAPITAL	♦ VISIER	45.0	-
03/07/17	FP REFERENCE	iconectiv.	200.0	-
03/07/17	SEQUOIA╚	-confluent	50.0	482.4
03/04/17	CV COVENTURE	PRODUCEPAY	77.0	-
02/21/17	K KOCH,	infor	2,500.0	-
02/08/17	DRAGONEER	l1acker one	40.0	158.4
02/07/17	updata PARTNERS	netwrix	56.0	68.0
01/25/17	A Redpoint	SentinelOne®	70.0	140.0
01/11/17	Transmit Security founders	TRANSMIT SECURITY	40.0	-

Source: PitchBook. intrepidib.com ● 13



Select Software & Services Experience



^{*}Includes transactions completed by Intrepid senior bankers while at prior firms.









Software & Services Team

SaaS | Cloud Computing | Big Data & Analytics | Tech-Enabled Business Services | eCommerce | Digital Media Technologies



Christopher ParkManaging Director
Head of Software & Services



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Grady McConnell Vice President

Accessing capital and achieving a premium valuation requires a unique and disruptive idea, a scalable business model, vision for sustained growth, and strong execution. Intrepid's Software & Services practice is an innovative and focused strategic advisory unit that has deep industry expertise assisting entrepreneurs, middle-market business owners and investors across key subsectors, including: SaaS, cloud computing, big data and analytics, tech-enabled business services, eCommerce, and digital media technologies. Our bankers take the time to understand a company's business model and advise it in clearly defining and articulating its vision to the market.