

Software & Services M&A Report - Q4'17

Non-Traditional Acquirers Lead Technology M&A Activity in 2017



Non-Traditional Acquirers Lead Technology M&A Activity in 2017

2017 witnessed a number of non-traditional acquirers stepping into the technology M&A space. These unconventional acquirers included retailers, consumer product companies, grocers, jewelers and more. We expect to see this trend continue and accelerate in 2018 as these unconventional acquirers look to diversify revenue streams and stay ahead of the innovation curve.

By most accounts, the recent tax reform is seen as a boon to enterprises, and we have seen that already with higher employee bonuses and rates of cash repatriation. The jury is still out, however, on the effect it will have on the private equity community using leverage, as the lower corporate tax rate will be offset by higher interest rates and an inability to deduct interest expense. In addition, while U.S. M&A will likely be aided by the tax reform, the Trump Administration will likely inhibit some cross-border M&A, as it has already done on two occasions, blocking deals from Chinese acquirers in the name of national security.

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

Thank you,

Christopher Park

Managing Director

Head of Software & Services
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Market Highlights

Public Software Companies Taken Private

Amid a private equity (PE) landscape with unprecedented levels of dry powder and investment activity, two take-privates announced on the same day, November 27th, are evidence of changes in the software industry landscape. Marlin Equity Partners announced the acquisition of Bazaarvoice, and Thoma Bravo announced the acquisition of Barracuda Networks. These two transactions will allow the software companies to accelerate growth through flexible capital and the long-term visions of two leading PE sponsors, creating the potential for additional product innovation in the coming years. Initial public offerings (IPOs) are still seen as a desired end goal for shareholders of many technology start-ups, but with disappointing performance plaguing a few recent IPOs, the strategic acquisition or PE exit may continue to increase in prominence. Both deals are expected to close in Q1'18.







Williams-Sonoma Added Augmented Reality Capabilities With Outward

2017 saw a number of technology acquisitions by brick-and-mortar companies, including Walmart's purchase of a delivery company, Parcel; Target's purchase of a logistics software provider, Grand Junction; and Ace Hardware's purchase of an eCommerce Website, The Grommet. These deals revealed retailers' dedication to technological differentiation amid a changing industry environment shifting toward omnichannel shopping but also indicated retailers' interest in eCommerce and logistics above all else—new ways of doing the same things. Williams-Sonoma's pending acquisition of Outward, however, remains one of the only augmented reality purchases by a brick-and-mortar company. Announced in November, the acquisition will allow shoppers to visualize furniture in their homes. If this transaction is the first of many of its kind, retailers will be positioning themselves well in the blossoming VR/AR landscape.

WILLIAMS SONOMA OUTWARD

Office Depot Added Service Capabilities With CompuCom \$1 Billion Purchase

Continuing with the retailer diversification theme, Office Depot acquired diversified IT services provider CompuCom Systems from Thomas H. Lee Partners. This \$1 billion investment marked the first step in Office Depot's intended transition to building a robust portfolio of business services. The combined entity will have significant cross-selling opportunities to service the six million small and medium businesses within three miles of one of Office Depot's 1,400 brick-and-mortar locations.



CompuCom.

Intralinks Acquired for Second Time in 2017 for \$1 Billion

In the same year that Synchronoss's acquisition of virtual data room and collaboration solutions provider Intralinks closed, the software provider has been acquired yet again. This time, Intralinks was sold to Siris Capital Group in a deal that closed in November after an October announcement. Acquiring Intralinks for \$1 billion a matter of months after Synchronoss bought the company for close to \$850 million, Siris has given Intralinks the opportunity to operate as a standalone company with the expertise and operational focus of a financial sponsor. Along with the acquisition, Siris has made a preferred equity investment in Synchronoss, supporting its streamlined refocus on communications and media.

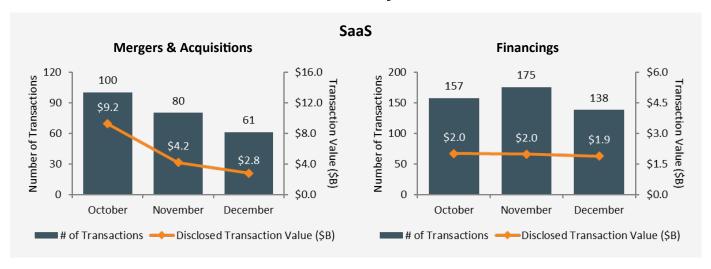




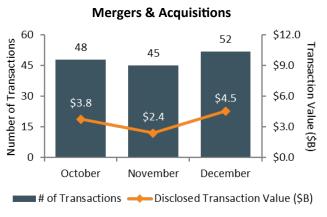


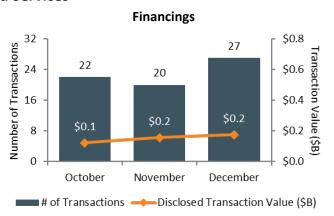


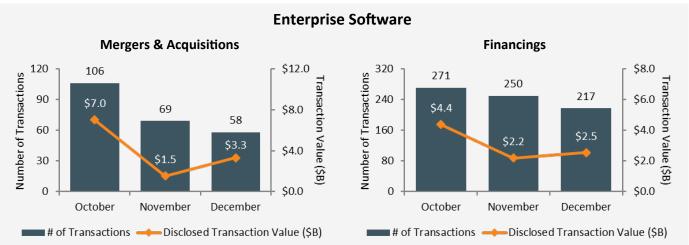
Software & Services Q4'17 Activity



Tech-Enabled Services



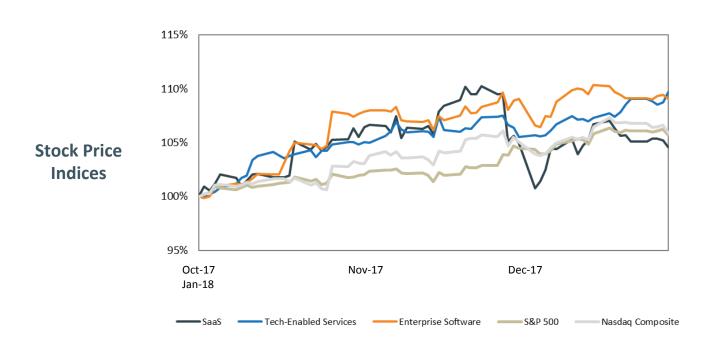


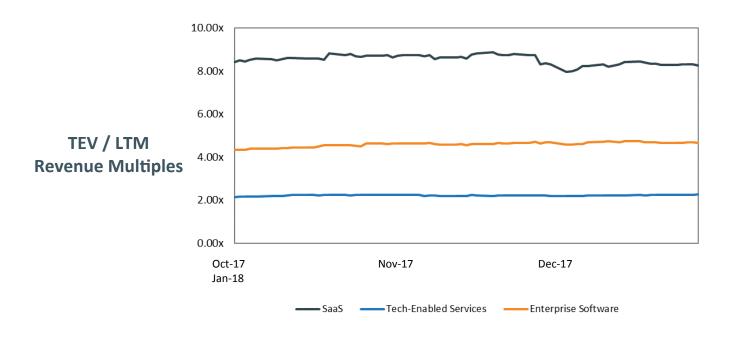


Sources: PitchBook and S&P Capital IQ. intrepidib.com ● 3



Publicly Traded Companies – Stock Valuation Trends







Publicly Traded Comparables – SaaS

Company	% Share Price	6 of 52-Wl High	K Enterprise Value	Market Cap	Last Revenue	: Twelve Ma EBITDA	nths GM %	1-Yr Rev. Growth	EV / 2017E Revenue	
sales force	\$102.23	93.6%	\$72,800	\$73,841	\$9,923	\$553	73.2%	25.5%	7.0x	5.8x
service now	130.39	99.3%	22,004	22,519	1,772	(5)	73.5%	37.3%	11.5x	8.7x
workday.	101.74	87.0%	19,628	21,365	1,995	(205)	70.5%	36.8%	9.2x	7.4x
A ATLASSIAN	45.52	85.2%	9,666	10,280	677	(24)	79.8%	37.6%	13.1x	9.9x
a shopify	101.00	81.5%	9,161	10,088	581	(36)	56.3%	76.5%	13.9x	9.6x
Veeva	55.28	81.2%	7,055	7,813	651	163	69.4%	28.1%	10.4x	8.7x
Ultimate SOFTWARE	218.23	93.5%	6,391	6,520	900	69	62.0%	21.4%	6.8x	5.7x
LogMe	114.50	88.4%	5,751	6,027	802	197	80.2%	8.3%*	5.6x	5.0x
*athena health	133.04	83.9%	5,478	5,324	1,179	130	52.0%	12.1%	4.5x	4.1x
paycom [,]	80.33	93.3%	4,648	4,680	407	86	85.3%	32.8%	10.8x	8.6x
proofpoint.	88.81	90.7%	3,903	3,982	477	(34)	72.2%	38.7%	7.7x	5.9x
RingCentral*	48.40	96.9%	3,572	3,744	465	(12)	75.9%	29.8%	7.2x	5.8x
 medidata	63.37	73.8%	3,583	3,707	529	82	76.6%	20.8%	6.6x	5.6x
REALPAGE Cutpuform	44.30	94.7%	3,960	3,672	632	88	58.7%	16.9%	5.9x	4.7x
zendesk	33.84	94.3%	3,208	3,435	396	(88)	70.2%	38.3%	7.5x	5.8x
2U .	64.51	93.1%	3,184	3,369	257	(19)	80.6%	34.2%	11.2x	8.1x
HubSpot	88.40	94.5%	3,105	3,304	346	(36)	79.3%	39.5%	8.4x	6.6x
New Relic.	57.77	94.9%	2,953	3,181	306	(46)	81.3%	37.8%	9.0x	7.1x
xero	22.37	88.7%	3,015	3,072	246	(27)	78.9%	37.5%	10.6x	7.9x
box	21.12	87.6%	2,787	2,875	479	(121)	73.0%	28.3%	5.5x	4.5x
WiX .com	57.55	66.8%	2,409	2,616	391	(36)	83.5%	48.9%	5.7x	4.3x
okta	25.61	76.1%	2,387	2,610	231	(105)	68.0%	66.7%	9.4x	7.1x
Wage Works\	62.00	77.0%	1,810	2,457	462	92	63.3%	33.1%	3.8x	3.4x
cloudera	16.52	70.7%	1,944	2,333	337	(372)	56.2%	41.2%	5.4x	4.2x
Qualys.	59.35	95.2%	1,948	2,251	220	57	78.0%	15.8%	8.5x	7.3x
⊕ twilio	23.60	67.5%	1,912	2,196	366	(45)	55.7%	48.2%	4.9x	4.0x
	35.33	79.8%	1,983	2,046	459	(48)	69.6%	12.0%	4.1x	4.0x
					Тор	Quartile:	79.3%	38.7%	10.4x	7.9x

Note: All amounts in millions of USD, except share price information. All data sourced from S&P Capital IQ. Information as of 12/31/2017. Sorted by market cap.

5.8x

6.3x

73.0%

71.2%

33.5%

7.9x



Select M&A Transactions - SaaS

Announced Date	Acquiror		Enterprise Value (\$M)	EV / Revenue
12/18/17	TSYS	САУАП	\$1,050.0	-
12/17/17	ORACLE°	aconex	1,200.0	9.7x
12/05/17	ıntuıt	SHEETS	340.0	-
11/30/17	Verisk	Power <mark>Advocate®</mark>	200.0	5.6x
11/27/17	MARLIN EQUITY	bazaarvoice:	463.5	2.3x
11/27/17	THOMA BRAVO	Barracuda	1,474.4	4.0x
11/23/17	Montagu	Servelec group	296.5	3.6x
11/02/17	SYNOPSYS°	BLACKDUCK	548.0	-
10/27/17	тмх	C Trayport	726.2	9.5x
10/23/17	cisco.	y broad soft	1,900.0	5.4x
10/23/17	INSIGHT VENTURE PARTNERS	Bullhorn	500.0	-
10/19/17	E X TRADE	TRUST COMPANY OF AMERICA SE MISSERVO	275.0	-
10/17/17	SIRIS Capital Group, LLC	INTRA LINKS	977.0	-
10/10/17	EXPRESS SCRIPTS*	evicare healthcare	3,600.0	-
10/09/17	S bpost	Radial	820.0	~0.8x
10/06/17	GUIDEWIRE	CYENCE	265.0	~17.7x

 Top Quartile:
 9.5x

 Median:
 5.4x

 Mean:
 6.5x

 Bottom Quartile:
 3.6x

Source: PitchBook. intrepidib.com • 6



Select Financing Transactions – SaaS

Announced Date	Lead Investor(s)	Target	Transaction Size (\$M)	Pre-Money Valuation (\$M)
12/19/17	NORWEST	acl	\$50.0	\$-
12/14/17	GENERAL ATLANTIC	() SQUARESPACE	200.0	1,500.0
12/13/17	«— Coppel	INSIKT	50.0	175.0
11/30/17	BAILLIE GIFFORD	UPTAKE	117.0	2,183.0
11/25/17	PREMJI INVEST	/anaplan	60.0	1,346.0
11/02/17	SUISEA Run Liang	Ayla Networks	60.0	210.0
11/01/17	Buttery Ventures	<i>in</i> vision	100.0	931.4
10/31/17	CLEARLAKE CAPITAL	Metric Stream	65.4	-
10/19/17	greylock khosla partners. ventures GENERAL CATALYST	coda	60.0	-
10/18/17	MERITECH CAPITAL PARTNERS CAPITAL		70.0	1,100.0
10/17/17	© CDPQ	\delta lightspeed	166.0	-
10/17/17	SAPPHIRE VENTURES	feedzai	50.0	-
10/10/17	SoftBank		164.0	206.0
10/10/17	JPMORGAN TEMASEK	Bill.com	100.0	650.0

Source: PitchBook. intrepidib.com ● 7



Publicly Traded Comparables – Tech-Enabled Services

Company	% Share Price	6 of 52-Wk High	Enterprise Value	Market Cap	Revenue	Last Twelv EBITDA	e Months GM %	EBITDA %	1-Yr Re v. Growth	EV / LTM Revenue	EV / LTM EBITDA
accenture	\$153.09	96.6%	\$91,540	\$94,406	\$35,858	\$5,854	29.1%	16.3%	7.4%	2.6x	15.6x
TATA	42.55	97.3%	76,317	81,450	18,824	5,033	47.2%	26.7%	4.5%	4.1x	15.2x
Cognizant	71.02	92.8%	37,987	41,877	14,444	2,876	37.2%	19.9%	8.9%	2.6x	13.2x
Infosys*	16.41	99.4%	30,080	35,669	10,499	2,835	34.5%	27.0%	5.6%	2.9x	10.6x
DXC.technology	94.90	95.4%	33,293	27,072	15,882	2,196	12.2%	13.8%	(5.5%)*	2.1x	15.2x
wipro	4.94	99.4%	20,178	23,904	8,620	1,741	29.3%	20.2%	1.6%	2.3x	11.6x
HCL	14.03	94.4%	18,499	19,527	7,374	1,648	31.4%	22.4%	12.3%	2.5x	11.2 x
Capgemini	119.13	93.5%	22,021	19,410	15,292	1,946	26.4%	12.7%	1.0%	1.4x	11.3 x
NTTData	11.93	98.2%	20,379	16,736	17,590	2,526	21.3%	14.4%	19.5%	1.2x	8.1 x
Tech Mahindra	7.94	97.3%	6,674	7,758	4,725	652	32.3%	13.8%	8.4%	1.4x	10.2 x
Booz Allen Hamilton	38.13	96.1%	7,077	5,560	6,022	569	21.8%	9.4%	8.5%	1.2x	12.4x
sopra S steria	187.75	94.5%	4,584	3,771	4,5 36	373	9.9%	8.2%	1.9%	1.0x	12.3 x
CACI EVER VIGILANT	132.35	89.8%	4,363	3,259	4,3 67	363	31.7%	8.3%	9.3%	1.0x	12.0x
tieto	31.30	86.7%	2,506	2,307	1,852	218	28.5%	11.8%	3.5%	1.4x	11.5 x
Mindtree	9.61	97.6%	1,490	1,575	825	102	33.4%	12.4%	1.6%	1.8x	14.6x
virtusa	44.08	90.5%	1,359	1,294	919	60	25.3%	6.5%	24.5%	1.5x	22.8x
CF	5 2.50	90.6%	1,202	979	1,198	113	36.7%	9.5%	1.8%	1.0x	10.6 x
PERSISTENT	11.32	99.5%	789	905	467	68	28.7%	14.6%	10.7%	1.7x	11.6x
P ERFICIENT •	19.07	94.3%	728	666	458	51	33.0%	11.1%	(4.9%)	1.6x	14.3 x
The Hackett Group	15.71	75.9%	456	450	262	41	37.4%	15.6%	1.7%	1.7x	11.1x
ÎSG"	4.17	90.1%	274	181	257	16	32.7%	6.1%	19.0%	1.1x	17.5 x
EDGEWATER	6.24	78.2%	80	87	111	5	41.7%	4.8%	(6.4%)	0.7x	14.8x

 Top Quartile:
 35.0%
 17.2%
 9.7%
 2.4x
 14.9x

 Median:
 31.6%
 13.3%
 5.0%
 1.5x
 12.1x

 Mean:
 30.1%
 13.9%
 6.1%
 1.8x
 13.1x

 Bottom Quartile:
 27.0%
 9.5%
 1.6%
 1.2x
 11.2x



Select M&A Transactions – Tech-Enabled Services

Announced Date	Acquiror	Target	Enterprise Value (\$M)	EV / Revenue	EV / EBITDA
12/21/17	CyrusOne, Built for Tomorrow. Ready Today.	ZENIUM DATA CENTERS	\$442.0	11.1x	17.7x
12/18/17	Telia Company	INMICS	88.6	-	11.7x
12/17/17	UD EQUINIX	metronode DATA CENTRES	792.0	17.2x	-
12/11/17	IRON MOUNTAIN*	(U.S. operations)	1,315.0	-	~15.0x
12/05/17	iomart	\$ sonassi	13.5	-	-
12/01/17	FORUM MERGER CORPORATION	ConvergeOne	1,200.0	-	-
12/01/17	O infraVia	(green.ch and altice Green Datacenter)	217.3	-	-
11/30/17	altran	Aricent [®]	2,000.0	2.9x	10.6x
11/30/17	data@respons	epos	11.6	-	-
11/28/17	(unity	(digital business)	25.3	-	-
11/24/17	SANDERSON	Anisa	13.9	1.2x	-
11/16/17	NOVUME™	NeoSystems Grow Ahead We've Got Your Back Office.	20.0	-	-
10/30/17	# TELUS International™	XAVIENT	162.5	-	-
10/17/17	CSRA=	PRAXIS ENGINEERING	235.0	-	-
10/09/17	VOLPI	Digital Barriers (video business)	33.6	-	-
10/03/17	Office DEPOT	CompuCom。	1,000.0	0.9x	10.0x
10/03/17	IRON MOUNTAIN*	(Bonded)	77.0	-	-
			Top Quartile: Median: Mean:	11.1x 2.9x 6.6x	15.0x 11.7x 13.0x
			Bottom Quartile:	1.2x	10.6x



Select Financing Transactions – Tech-Enabled Services

Announced <u>Date</u>	Lead Investor(s)		Transaction Size (\$M)	Pre-Money Valuation (\$M)
12/21/17	CROSS	catalyte	\$12.9	\$-
10/31/17	SUNSTONE	ONICA	20.0	-
10/11/17	Undisclosed investors	VOLOGY	14.5	-

Source: PitchBook. intrepidib.com ● 10



Publicly Traded Comparables – Enterprise Software

Company	Share Price	% of 52-Wk High	Enterprise Value	Market Cap	Revenue	Last Twelv EBITDA	e Months GM %	EBITDA %	1-Yr Re v. Growth	EV / LTM Revenue	EV / LTM EBITDA
Microsoft	\$85.54	97.8%	\$615,246	\$659,906	\$92,560	\$32,108	58.0%	34.7%	6.6%	6.6x	19.2x
ORACLE	47.28	89.0%	185,248	195,720	38,907	15,143	56.0%	38.9%	4.5%	4.8x	12.2x
illialia cisco.	38.30	98.2%	153,678	189,341	47,789	14,440	64.6%	30.2%	(2.3%)	3.2x	10.6x
IBM	153.42	83.9%	176,292	142,035	78,366	16,839	48.9%	21.5%	(2.3%)	2.2x	10.5 x
SAP	112.69	93.0%	135,796	135,098	28,164	7,093	66.2%	25.2%	7.8%	4.8x	19.1x
Adobe Adobe	175.24	94.1%	82,445	86,383	7,3 02	2,494	69.0%	34.2%	24.7%	11.3x	33.1x
ıntuıt	157.78	97.7%	40,434	40,336	5,285	1,634	77.4%	30.9%	11.1%	7.7x	24.7x
Pred hat.	120.10	91.7%	20,298	21,251	2,777	530	71.4%	19.1%	19.4%	7.3x	38.3x
 ✓ Symantec	28.06	82.0%	21,580	17,397	4,571	596	66.7%	13.0%	25.4%	4.7x	36.2x
technologies	33.28	91.1%	14,029	13,929	4,078	1,199	84.8%	29.4%	0.4%	3.4x	11.7x
CITRIX	88.00	91.8%	13,172	13,259	3,464	989	84.3%	28.5%	19.2%	3.8x	13.3x
SYNOPSYS"	85.24	89.9%	11,776	12,676	2,725	512	74.5%	18.8%	12.5%	4.3x	23.0x
splunk>	82.84	97.6%	10,738	11,718	1,158	(255)	65.6%	(22.1%)	34.0%	9.3x	NM
sage	10.84	97.3%	12,712	11,710	2,329	627	89.7%	26.9%	19.2%	5.5x	20.3x
opentext*	35.67	99.6%	11,864	9,470	2,440	664	58.0%	27.2%	29.7%	4.9x	17.9 x
SSC	40.48	95.2%	10,447	8,333	1,638	610	41.6%	37.2%	18.6%	6.4x	17.1x
TERADATA	38.46	97.8%	4,355	4,654	2,156	170	55.5%	7.9%	(10.7%)	2.0x	25.6x
PEGA	47.15	72.7%	3,477	3,671	801	55	63.8%	6.9%	6.0%	4.3x	62.7x
n Progress'	42.57	98.7%	1,967	2,035	399	133	89.0%	33.4%	(0.3%)	4.9x	14.7x
							77.40/	22.40/	10.40/	C C	27.5

 Top Quartile:
 77.4%
 33.4%
 19.4%
 6.6x
 27.5x

 Median:
 66.2%
 27.2%
 11.1%
 4.8x
 19.2x

 Mean:
 67.6%
 23.3%
 11.8%
 5.3x
 22.8x

 Bottom Quartile:
 58.0%
 18.9%
 2.5%
 4.1x
 13.7x



Select M&A Transactions – Enterprise Software

Announced Date	Acquiror		Enterprise Value (\$M)	EV / Revenue	EV / EBITDA
12/26/17	HUBBELL	Aclara.	\$1,100.0	2.2x	17.4x
12/14/17	WRIGHT. FOCUSED EXCELLENCE	Imascap Surgeons to surgeons solutions	62.5	NM	NM
11/16/17	WILLIAMS SONOMA	OUTWARD	112.0	-	-
11/07/17	proofpoint.	CLOUDMARK°	110.0	~4.9x	-
10/24/17	· APTIV ·	nuTonomy	400.0	-	-
10/16/17	EMERSON.	 ■Paradigm	510.0	-	13.0x

 Top Quartile:
 4.2x

 Median:
 3.5x

 Mean:
 3.5x

 Bottom Quartile:
 2.9x



Select Financing Transactions – Enterprise Software

Announced Date	Lead Investor(s)	Target	Transaction Size (\$M)	Pre-Money Valuation (\$M)
12/21/17	CROSSLINE CAPITAL SVD SUD SUDVALVE SUDVANDU SUDVANDU SUDVANDU SUDVALVE SUDVANDU SUDVANDU SUDVANDU SUDV	NS NODESOURCE™	\$17.7	\$-
12/11/17	VALOR EQUITY PARTNERS	BitGo.	42.5	127.5
12/06/17	AQUILINE CAPITAL PARTNERS LLC	bitpay	30.0	220.0
11/30/17	NVIDIA. WELLS	H ₂ O ai	40.0	160.0
11/29/17	TRIDENT CAPITAL JPMORGAN CHASE & CO.	ЯEVERSING LABS	25.0	-
11/13/17	ARB®R	🍣 TrueAccord	22.0	-
10/24/17	CVC Capital Partners	SKYBOX"	150.0	-
10/24/17	BDMI Bertelsmann Digital Media Investments	■ WIBBITZ	20.0	-
10/19/17	Balderton. capital	hiya	17.9	37.0
10/17/17	TEMASEK	magic leap	502.0	5,450.0
10/16/17	Jefferson River Capital	Digital Asset	40.0	-
10/07/17	SoftBank	PETUUM	93.0	-

Source: PitchBook. intrepidib.com ● 13



Select Software & Services Transactions



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

Advisor to Payerpath*

Advisor to Premise*









Software & Services Team

SaaS | Cloud Computing | Tech-Enabled Services | HR Tech | HCIT | Cyber Security | Big Data & Analytics



Christopher ParkManaging Director *Head of Software & Services*



Grady McConnellVice President



Ryan Makis Associate



Greg Passani Associate



Austin Ho Analyst



AJ Her Analyst



Connor Denney
Analyst

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, tech-enabled services, HR tech, HCIT, cyber security and big data & analytics. 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.