

Upland Software, Inc.
Form 10-Q
November 14, 2017
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

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

For the quarterly period ended September 30, 2017

OR

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

For the transition period from _____ to _____
Commission file number 001-36720

UPLAND SOFTWARE, INC.
(Exact name of registrant as specified in its charter)

State of Delaware 27-2992077
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

401 Congress Avenue, Suite 1850 78701
Austin, Texas
(Address of principal executive offices) (Zip Code)
Registrant's telephone number, including area code: (512) 960-1010

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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

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

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Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

| Class | Shares Outstanding at November 3, 2017 |
|----------------------------------|--|
| Common Stock, \$0.0001 par value | 20,775,731 |

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Item 1. Financial Statements

Upland Software, Inc.

Condensed Consolidated Balance Sheets

(in thousands, except for share and per share information)

| | September 30, 2017 (unaudited) | December 31, 2016 (audited) |
|--|--------------------------------------|-----------------------------------|
| Assets | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 52,976 | \$28,758 |
| Accounts receivable (net of allowance of \$1,194 and \$658 at September 30, 2017 and December 31, 2016, respectively) | 19,129 | 15,254 |
| Prepaid and other | 2,970 | 3,287 |
| Total current assets | 75,075 | 47,299 |
| Canadian tax credits receivable | 1,715 | 978 |
| Property and equipment, net | 3,462 | 4,356 |
| Intangible assets, net | 47,512 | 28,512 |
| Goodwill | 122,904 | 69,097 |
| Other assets | 179 | 346 |
| Total assets | \$ 250,847 | \$ 150,588 |
| Liabilities and stockholders' equity | | |
| Current liabilities: | | |
| Accounts payable | \$ 3,976 | \$ 1,268 |
| Accrued compensation | 3,869 | 2,541 |
| Accrued expenses and other | 8,897 | 5,505 |
| Deferred revenue | 31,842 | 23,552 |
| Due to sellers | 8,305 | 4,642 |
| Current maturities of notes payable (includes unamortized discount of \$674 and \$329 at September 30, 2017 and December 31, 2016, respectively) | 1,701 | 2,190 |
| Total current liabilities | 58,590 | 39,698 |
| Canadian tax credit liability to sellers | — | 361 |
| Notes payable, less current maturities (includes unamortized discount of \$2,025 and \$1,113 at September 30, 2017 and December 31, 2016, respectively) | 90,006 | 45,739 |
| Deferred revenue | 1,299 | 247 |
| Noncurrent deferred tax liability, net | 4,239 | 3,404 |
| Other long-term liabilities | 1,366 | 2,126 |
| Total liabilities | 155,500 | 91,575 |
| Stockholders' equity: | | |
| Common stock, \$0.0001 par value; 50,000,000 shares authorized: 20,761,399 and 17,785,288 shares issued and outstanding as of September 30, 2017 and December 31, 2016, respectively | 2 | 2 |
| Additional paid-in capital | 174,990 | 124,566 |
| Accumulated other comprehensive loss | (2,311 |) (3,152) |
| Accumulated deficit | (77,334 |) (62,403) |
| Total stockholders' equity | 95,347 | 59,013 |
| Total liabilities and stockholders' equity | \$ 250,847 | \$ 150,588 |

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

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Upland Software, Inc.
Condensed Consolidated Statements of Operations
(in thousands, except for share and per share information)
(unaudited)

| | Three Months Ended | | Nine Months Ended | |
|---|--------------------|------------|-------------------|-------------|
| | September 30, | | September 30, | |
| | 2017 | 2016 | 2017 | 2016 |
| Revenue: | | | | |
| Subscription and support | \$23,169 | \$ 17,029 | \$60,711 | \$48,490 |
| Perpetual license | 856 | 332 | 3,296 | 1,108 |
| Total product revenue | 24,025 | 17,361 | 64,007 | 49,598 |
| Professional services | 2,047 | 1,880 | 6,098 | 5,795 |
| Total revenue | 26,072 | 19,241 | 70,105 | 55,393 |
| Cost of revenue: | | | | |
| Subscription and support | 7,737 | 5,747 | 20,306 | 16,607 |
| Professional services | 1,376 | 1,045 | 3,838 | 3,775 |
| Total cost of revenue | 9,113 | 6,792 | 24,144 | 20,382 |
| Gross profit | 16,959 | 12,449 | 45,961 | 35,011 |
| Operating expenses: | | | | |
| Sales and marketing | 4,258 | 3,097 | 11,516 | 9,119 |
| Research and development | 4,092 | 3,737 | 11,572 | 11,701 |
| Refundable Canadian tax credits | (195) | (115) | (424) | (340) |
| General and administrative | 5,084 | 4,670 | 17,564 | 13,340 |
| Depreciation and amortization | 1,648 | 1,322 | 4,111 | 4,270 |
| Acquisition-related expenses | 4,399 | 1,047 | 10,368 | 4,855 |
| Total operating expenses | 19,286 | 13,758 | 54,707 | 42,945 |
| Loss from operations | (2,327) | (1,309) | (8,746) | (7,934) |
| Other expense: | | | | |
| Interest expense, net | (2,277) | (709) | (4,372) | (1,932) |
| Loss on debt extinguishment | 1,634 | — | — | — |
| Other expense, net | (130) | (64) | (260) | (1,105) |
| Total other expense | (773) | (773) | (4,632) | (3,037) |
| Loss before provision for income taxes | (3,100) | (2,082) | (13,378) | (10,971) |
| Provision for income taxes | (406) | (308) | (1,553) | (569) |
| Net loss | \$(3,506) | \$(2,390) | \$(14,931) | \$(11,540) |
| Net loss per common share: | | | | |
| Net loss per common share, basic and diluted | \$(0.18) | \$(0.14) | \$(0.83) | \$(0.71) |
| Weighted-average common shares outstanding, basic and diluted | 19,380,519 | 16,702,062 | 18,043,365 | 16,339,983 |

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

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Upland Software, Inc.
 Condensed Consolidated Statements of Comprehensive Loss
 (in thousands)
 (unaudited)

| | Three Months | | Nine Months Ended | |
|---|-----------------|-----------|-------------------|------------|
| | Ended September | | September 30, | |
| | 2017 | 2016 | 2017 | 2016 |
| Net loss | \$(3,506) | \$(2,390) | \$(14,931) | \$(11,540) |
| Foreign currency translation adjustment | 508 | (67) | 841 | 414 |
| Comprehensive loss | \$(2,998) | \$(2,457) | \$(14,090) | \$(11,126) |

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

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Upland Software, Inc.

Condensed Consolidated Statements of Cash Flows

(in thousands)

(unaudited)

| | Nine Months Ended September 30, | |
|---|------------------------------------|------------|
| | 2017 | 2016 |
| Operating activities | | |
| Net loss | \$(14,931) | \$(11,540) |
| Adjustments to reconcile net loss to net cash provided by operating activities: | | |
| Depreciation and amortization | 8,112 | 7,499 |
| Deferred income taxes | 698 | 251 |
| Foreign currency re-measurement (gain) loss | (422) | (222) |
| Non-cash interest and other expense | 416 | 196 |
| Non-cash stock compensation expense | 7,804 | 2,664 |
| Loss on disposal of business | — | 686 |
| Non-cash loss on retirement of fixed assets | (18) | — |
| Changes in operating assets and liabilities, net of purchase business combinations: | | |
| Accounts receivable | 753 | 310 |
| Prepays and other | 1,664 | 820 |
| Accounts payable | 1,736 | (126) |
| Accrued expenses and other liabilities | 789 | (828) |
| Deferred revenue | (793) | 1,425 |
| Net cash provided by operating activities | 5,808 | 1,135 |
| Investing activities | | |
| Purchase of property and equipment | (443) | (886) |
| Purchase of customer relationships | (55) | (408) |
| Purchase business combinations, net of cash acquired | (61,108) | (11,846) |
| Net cash used in investing activities | (61,606) | (13,140) |
| Financing activities | | |
| Payments on capital leases | (1,098) | (1,320) |
| Proceeds from notes payable, net of issuance costs | 54,683 | 14,925 |
| Payments on notes payable | (11,319) | (1,560) |
| Issuance of common stock, net of issuance costs | 42,629 | 197 |
| Additional consideration paid to sellers of businesses | (5,361) | (1,484) |
| Net cash provided by financing activities | 79,534 | 10,758 |
| Effect of exchange rate fluctuations on cash | 482 | 254 |
| Change in cash and cash equivalents | 24,218 | (993) |
| Cash and cash equivalents, beginning of period | 28,758 | 18,473 |
| Cash and cash equivalents, end of period | \$52,976 | \$17,480 |
| Supplemental disclosures of cash flow information: | | |
| Cash paid for interest | \$3,966 | \$1,707 |
| Cash paid for taxes | \$1,463 | \$518 |
| Noncash investing and financing activities: | | |
| Equipment acquired pursuant to capital lease obligations | \$121 | \$802 |
| Issuance of common stock in business combination | \$— | \$8,100 |

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

Upland Software, Inc.

Notes to Unaudited Condensed Consolidated Financial Statements

(unaudited)

1. Summary of Significant Accounting Policies

Basis of Presentation

These condensed consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States ("GAAP"). The condensed consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation.

The accompanying unaudited interim condensed consolidated financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC") for interim financial reporting. In the opinion of management of the Company, the unaudited interim condensed consolidated financial statements have been prepared on the same basis as the audited consolidated financial statements and include all adjustments necessary for a fair presentation. The results of operations for the three months ended September 30, 2017 are not necessarily indicative of the results to be expected for the year ending December 31, 2017 or for any other period.

The financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's 2016 Annual Report on Form 10-K filed with the SEC on March 30, 2017.

During the third quarter of 2017, we identified and corrected an immaterial charge in the reported non-cash loss on debt extinguishment and interest expense recorded in the second quarter 2017 in our Condensed Consolidated Statements of Operations. The Fourth Amendment to the Company's Credit Agreement should have been accounted for as a modification rather than an extinguishment in accordance with the accounting literature under ASC 470, Debt. The unaudited Consolidated Statements of Operations for the three months ended September 30, 2017, reflect a reversal of the immaterial non-cash net \$1.4 million charge to loss on debt extinguishment and interest expense. This matter had no effect on the reported revenue, gross profit, or the Condensed Consolidated Statement of Cash Flows and had no material effect on the Condensed Consolidated Balance Sheet, or Condensed Consolidated Statements of Comprehensive Loss. See Note 6 - Debt for more information related to the Company's Credit Agreement.

Use of Estimates

The preparation of the accompanying condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenues and expenses. Significant items subject to such estimates include allowance for doubtful accounts, stock-based compensation, contingent consideration, acquired intangible assets, the useful lives of intangible assets and property and equipment, and income taxes. In accordance with GAAP, management bases its estimates on historical experience and on various other assumptions that management believes are reasonable under the circumstances. Management regularly evaluates its estimates and assumptions using historical experience and other factors; however, actual results could differ from those estimates.

Concentrations of Credit Risk and Significant Customers

Financial instruments that potentially subject the Company to credit risk consist of cash and cash equivalents and accounts receivable. The Company's cash and cash equivalents are placed with high-quality financial institutions, which, at times, may exceed federally insured limits. The Company has not experienced any losses in these accounts, and the Company does not believe it is exposed to any significant credit risk related to cash and cash equivalents. The Company provides credit, in the normal course of business, to a number of its customers. The Company performs periodic credit evaluations of its customers and generally does not require collateral. No individual customer represented more than 10% of total revenues in the three months ended September 30, 2017 or

for the year ended December 31, 2016, or more than 10% of accounts receivable as of September 30, 2017 or December 31, 2016.

Fair Value of Financial Instruments

The Company's financial instruments consist principally of cash and cash equivalents, accounts receivable, and accounts payable, and long-term debt. The carrying value of cash and cash equivalents, accounts receivable, and accounts payable approximate fair value, primarily due to short maturities. The carrying values of the Company's debt instruments approximated their fair value based on rates currently available to the Company.

Recent Accounting Pronouncements

Recently issued accounting pronouncements not yet adopted

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2014-09 (Topic 606), Revenue from Contracts with Customers. ASU 2014-09 amends the existing accounting standards for revenue recognition and is based on the principle that revenue should be recognized to depict the transfer of goods or services to a customer at an amount that reflects the consideration a company expects to receive in exchange for those goods or services. The Company will adopt ASU 2014-09 on January 1, 2018, and we expect to use the modified retrospective application method. The Company has made significant progress in the assessment phase of this project but has not yet fully determined the impact of the new revenue recognition standard on its systems, processes and consolidated financial statements; however, we expect the new standard may have the most significant impact on the manner in which we account for certain costs to acquire new contracts (i.e., selling and commission costs). Generally, as it relates to these types of costs, the provisions of the new standard will result in the deferral of these costs on the consolidated balance sheets and subsequently amortizing these costs to the consolidated statements of income over the expected life of our customer relationships, which we have preliminarily estimated to be approximately 6 years.

In February 2016, the FASB issued ASU 2016-02, Leases. The core change with ASU 2016-2 is the requirement for the recognition of lease assets and lease liabilities by lessees for those leases classified as operating leases under previous GAAP. The new standard is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018, with early adoption permitted. The Company is currently evaluating the effect that the adoption of ASU 2016-02 will have on its financial statements.

In June 2016, the FASB issued ASU 2016-13, Financial Instruments - Credit Losses: Measurement of Credit Losses on Financial Instruments, which changes the impairment model for most financial assets. The new model uses a forward-looking expected loss method, which will generally result in earlier recognition of allowances for losses. ASU 2016-13 is effective for annual and interim periods beginning after December 15, 2019 and early adoption is permitted for annual and interim periods beginning after December 15, 2018. The Company is currently evaluating the effect that the adoption of ASU 2016-13 will have on its financial statements.

In August 2016, the FASB issued ASU 2016-15, Classification of Certain Cash Receipts and Cash Payments. ASU 2016-15 is intended to add or clarify guidance on the classification of certain cash receipts and payments in the statement of cash flows and to eliminate the diversity in practice related to such classifications. The guidance in ASU 2016-15 is required for annual reporting periods beginning after December 15, 2017, with early adoption permitted. The Company does not expect the adoption of this guidance will have a material impact on its financial statements.

In January 2017, the FASB issued ASU 2017-01, Clarifying the Definition of a Business, which revises the definition of a business and assists in the evaluation of when a set of transferred assets and activities is a business. ASU 2017-01 is effective for interim and annual reporting periods beginning after December 15, 2017, and should be applied prospectively. Early adoption is permitted under certain circumstances. The Company does not expect the adoption of this guidance will have a material impact on its financial statements.

In January 2017, the FASB issued ASU 2017-04, Intangibles - Goodwill and Other: Simplifying the Test for Goodwill Impairment. ASU 2017-04 eliminates step two of the goodwill impairment test and specifies that goodwill impairment should be measured by comparing the fair value of a reporting unit with its carrying amount. Additionally, the amount of goodwill allocated to each reporting unit with a zero or negative carrying amount of net

assets should be disclosed. ASU 2017-04 is effective for annual or interim goodwill impairment tests performed in fiscal years beginning after December 15, 2019; early adoption is permitted. We currently anticipate that the adoption of ASU 2017-04 will not have a material impact on our consolidated financial statements.

In May 2017, the FASB issued ASU 2017-09, Compensation - Stock Compensation: Scope of Modification Accounting, which provides guidance about which changes to the terms or conditions of a share-based payment awarded require an entity to apply modification accounting. ASU 2017-09 is effective for interim and annual reporting periods beginning after December 15, 2017, with early adoption permitted. The amendments in ASU 2017-09 are to be applied prospectively to an award modified on or after the adoption date; consequently, the impact will be dependent on whether we modify any share-based payment awards and the nature of such modifications. The adoption of this standard is not expected to have a material impact on our financial statements.

Recently adopted accounting pronouncements

In August 2014, the FASB issued ASU 2014-15, Presentation of Financial Statements - Going Concern: Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern. The new standard provides guidance around management's responsibility to evaluate whether there is substantial doubt about an entity's ability to continue as a going concern and to provide related footnote disclosures. The new standard is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2016, with early adoption permitted. The Company adopted ASU 2014-15 during the first quarter of 2017. No additional disclosure was deemed necessary upon the adoption of ASU 2014-15. This standard would not result in an amount being recorded.

In March 2016, the FASB issued ASU 2016-09, Stock Compensation. The core change with ASU 2016-09 is the simplification of several aspects of the accounting for share-based payment transactions, including the income tax consequences, classifications of awards as either equity or liabilities, and classification on the statement of cash flows. The new standard is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2016, with early adoption permitted. The Company adopted ASU 2016-09 during the first quarter of 2017. No impact on the financial statements was recorded as a result of the adoption of ASU 2016-09.

2. Acquisitions

2017 Acquisitions

On January 10, 2017, the Company completed its purchase of Omtool, Ltd ("Omtool"), a document capture, fax and workflow solution company. The purchase price consideration paid was approximately \$19.3 million in cash payable at closing (net of \$3.0 million of cash acquired). Revenues recorded since the acquisition date through September 30, 2017 were approximately \$8.0 million.

On April 21, 2017, the Company acquired RightAnswers, Inc. ("RightAnswers"), a cloud-based knowledge management system. The purchase price was \$17.4 million, in cash at closing (net of \$0.1 million cash acquired) and a \$2.5 million cash holdback payable in one year (subject to indemnification claims) and excludes potential future earn-out payments tied to additional performance-based goals. Revenues recorded since the acquisition date through September 30, 2017 were approximately \$3.4 million.

On July 13, 2017, the Company acquired Waterfall International Inc. ("Waterfall"), a cloud-based mobile messaging platform. The purchase price consideration paid was approximately \$24.4 million in cash at closing (net of \$0.4 million of cash acquired) and a \$1.5 million cash holdback payable in 18 months (subject to indemnification claims). The foregoing excludes additional potential \$3.0 million in earnout payments tied to performance-based conditions. Revenues recorded since the acquisition date through September 30, 2017 were approximately \$2.6 million.

2016 Acquisitions

On January 7, 2016, the Company completed its purchase of LeadLander, Inc. ("LeadLander"), a website analytics provider. The purchase price consideration paid was approximately \$8.0 million in cash payable at closing (net of \$0.4 million of cash acquired) and a \$1.2 million cash holdback payable in 12 months (subject to indemnification claims), which was fully paid after December 31, 2016. In addition, the Asset Purchase Agreement included a contingent share consideration component pursuant to which the Company issued an aggregate of \$2.4 million in common stock on July 25, 2016.

On March 14, 2016, the Company completed its purchase of HipCricket, Inc. ("HipCricket"), a cloud-based mobile messaging software provider. The consideration paid to the seller consisted of the issuance of one million shares of the Company's common stock and the transfer of the Company's EPM Live product business. The value of the shares on the closing date of the transaction was approximately \$5.7 million, and the fair value of the EPM Live product business was approximately \$5.9 million. At the time of the acquisition, the Company recognized a loss on the transfer in conjunction with the EPM Live net asset value of approximately \$0.7 million in other expenses, net. Prior to the transaction, HipCricket was owned by an affiliate of ESW Capital, LLC, which is a shareholder of the Company. Raymond James & Co. provided a fairness opinion to the Company in connection with the transaction.

On April 27, 2016, the Company acquired Advanced Processing & Imaging, Inc. ("API"), a content management platform driving workflow in governments and schools. The purchase price consideration consisted of \$4.1 million in cash payable at closing (net of \$0.1 million of cash acquired), and a \$0.8 million cash holdback payable in 12 months (subject to indemnification claims).

The following condensed table presents the preliminary and finalized acquisition-date fair value of the assets acquired and liabilities assumed for the acquisitions in 2016 and through the nine months ended September 30, 2017, as well as assets and liabilities (in thousands):

| | Preliminary | | | Finalized | | |
|---------------------------|-------------|--------------|----------|-----------|------------|------------|
| | Waterfall | RightAnswers | Omtool | API | HipCricket | LeadLander |
| Year Acquired | 2017 | 2017 | 2017 | 2016 | 2016 | 2016 |
| Cash | \$435 | \$ 139 | \$2,957 | \$125 | \$ — | \$ 365 |
| Accounts receivable | 1,442 | 2,164 | 784 | 821 | 1,226 | 199 |
| Other current assets | 1,031 | 125 | 607 | 54 | 273 | 55 |
| Property and equipment | 74 | 158 | 63 | 68 | — | 5 |
| Customer relationships | 5,700 | 5,700 | 4,400 | 1,420 | 1,000 | 970 |
| Trade name | 110 | 200 | 170 | 40 | 70 | 70 |
| Technology | 2,800 | 2,600 | 3,180 | 810 | 900 | 1,410 |
| Goodwill | 18,747 | 20,100 | 13,933 | 3,420 | 8,531 | 13,104 |
| Other assets | — | — | 33 | 89 | — | 6 |
| Total assets acquired | 30,339 | 31,186 | 26,127 | 6,847 | 12,000 | 16,184 |
| Accounts payable | (605) | (139) | (219) | (11) | (44) | — |
| Accrued expense and other | (1,382) | (1,321) | (915) | (137) | — | (254) |
| Deferred revenue | (1,220) | (5,428) | (2,779) | (1,699) | (356) | (910) |
| Total liabilities assumed | (3,207) | (6,888) | (3,913) | (1,847) | (400) | (1,164) |
| Total consideration | \$27,132 | \$ 24,298 | \$22,214 | \$5,000 | \$ 11,600 | \$ 15,020 |

Tangible assets were valued at their respective carrying amounts, which approximates their estimated fair value. The valuation of identifiable intangible assets reflects management's estimates based on, among other factors, use of established valuation methods. Customer relationships were valued using an income approach, which estimates fair value based on the earnings and cash flow capacity of the subject asset. The value of the marketing-related intangibles was determined using a relief-from-royalty method, which estimates fair value based on the value

the owner of the asset receives from not having to pay a royalty to use the asset. Developed technology was valued using a cost-to-recreate approach.

The Company recorded the purchase of the acquisitions described above using the acquisition method of accounting and, accordingly, recognized the assets acquired and liabilities assumed at their fair values as of the date of the acquisition. The purchase price allocations for the 2017 acquisitions of Omtool, RightAnswers, and Waterfall are preliminary as the Company has not obtained and evaluated all of the detailed information necessary to finalize the opening balance sheet amounts in all respects. The purchase price allocations for the 2016 acquisitions of Leadlander, HipCricket, and API are final. Management has recorded the purchase price allocations based upon acquired company information that is currently available. Management expects to close its purchase price allocations for Omtool and RightAnswers during the last quarter of 2017 and during the first half of 2018 for Waterfall.

The goodwill of \$77.8 million for the above acquisitions is primarily attributable to the synergies expected to arise after the acquisition. Goodwill deductible for tax purposes is \$11.6 million for the LeadLander acquisition, \$8.2 million for HipCricket, and \$3.7 million for Waterfall. There was no goodwill deductible for tax purposes for the API, Omtool, and RightAnswers acquisitions.

3. Fair Value Measurements

Fair value is defined as the exit price, or the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants as of the measurement date. GAAP sets forth a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. The three tiers are Level 1, defined as observable inputs, such as quoted market prices in active markets; Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs in which little or no market data exists, which therefore requires an entity to develop its own assumptions.

Changes to the fair value of earnout liabilities are recorded to other expense, net. Liabilities measured at fair value on a recurring basis are summarized below (in thousands):

| | Fair Value Measurements at December 31, 2016 | | |
|---------------------------------|---|----------|---------------|
| | Level 1 | Level 2 | Level 3 Total |
| Earnout consideration liability | \$— | —\$2,500 | \$2,500 |
| | Fair Value Measurements at September 30, 2017 (unaudited) | | |
| | Level 1 | Level 2 | Level 3 Total |
| Earnout consideration liability | \$— | —\$4,193 | \$4,193 |

The Level 3 earnout consideration liability consists of amounts associated with the acquisitions of LeadLander in January 2016, RightAnswers in April 2017, and Waterfall in July 2017. The December 31, 2016 Level 3 earnout consideration liability opening balance for LeadLander of \$2.5 million was settled in March 2017, a Level 3 earnout consideration liability associated with RightAnswers added \$4.0 million in April 2017, of which \$1.0 million was settled during September 2017, leaving a remaining balance of \$3.0 million as of September 30, 2017. In addition, a Level 3 earnout consideration liability associated with Waterfall added \$1.2 million in July 2017.

The following table presents additional information about liabilities measured at fair value on a recurring basis and for which we have utilized significant unobservable (Level 3) inputs to determine fair value (in thousands):

| | |
|--------------------------------------|----------|
| Ending balance at December 31, 2016 | \$2,500 |
| Additions - cash earnouts | 5,226 |
| Settlements - cash earnouts | (3,533) |
| Ending balance at September 30, 2017 | \$4,193 |

The fair value of the cash earnout consideration was determined using the Binary Option model based on the present value of the probability-weighted earnout consideration.

Debt

The Company believes the carrying value of its long-term debt at September 30, 2017 approximates its fair value based on the variable interest rate feature or based upon interest rates currently available to the Company.

The estimated fair value and carrying value of the Company's debt at September 30, 2017 and December 31, 2016 is \$94.4 million and \$49.4 million, respectively, based on valuation methodologies using interest rates currently available to the Company which are Level 2 inputs.

4. Goodwill and Other Intangible Assets

Changes in the Company's goodwill balance for the nine months ended September 30, 2017 are summarized in the table below (in thousands):

| | |
|--|-----------|
| Balance at December 31, 2016 | \$69,097 |
| Acquired in business combinations | 52,782 |
| Adjustment due to prior year business combinations | 17 |
| Foreign currency translation adjustment | 1,008 |
| Balance at September 30, 2017 | \$122,904 |

Net intangible assets include the estimated acquisition-date fair values of customer relationships, marketing-related assets, and developed technology that the Company recorded as part of its business acquisitions.

The following is a summary of the Company's intangible assets, net (in thousands):

| | Estimated Useful Life (Years) | Gross Carrying Amount | Accumulated Amortization | Net Carrying Amount |
|-------------------------|----------------------------------|--------------------------|-----------------------------|------------------------|
| September 30, 2017: | | | | |
| Customer relationships | 1-10 | \$ 49,159 | \$ 16,131 | \$ 33,028 |
| Trade name | 1.5-3 | 3,134 | 2,799 | 335 |
| Developed technology | 4-7 | 24,007 | 9,858 | 14,149 |
| Total intangible assets | | \$ 76,300 | \$ 28,788 | \$ 47,512 |

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| | Estimated Useful Life (Years) | Gross Carrying Amount | Accumulated Amortization | Net Carrying Amount |
|-------------------------|-------------------------------|-----------------------|--------------------------|---------------------|
| December 31, 2016: | | | | |
| Customer relationships | 1-10 | \$ 32,703 | \$ 12,418 | \$ 20,285 |
| Trade name | 1.5-3 | 2,636 | 2,462 | 174 |
| Developed technology | 4-7 | 15,228 | 7,175 | 8,053 |
| Total intangible assets | | \$ 50,567 | \$ 22,055 | \$ 28,512 |

The following table summarizes the Company's weighted-average amortization period, in total and by major finite-lived intangible asset class (in years):

| | September 30, 2017 | December 31, 2016 |
|--|--------------------|-------------------|
| Customer relationships | 8.9 | 9.3 |
| Trade name | 0.6 | 2.8 |
| Developed technology | 6.3 | 6.3 |
| Total weighted-average amortization period | 7.7 | 8.0 |

The Company periodically reviews the estimated useful lives of its identifiable intangible assets, taking into consideration any events or circumstances that might result in either a diminished fair value or revised useful life. There have been no indicators of impairment or change in the useful life during the three and nine months ended September 30, 2017 and September 30, 2016, respectively. Total amortization expense during the nine months ended September 30, 2017 and September 30, 2016 was \$6.3 million and \$5.6 million, respectively.

Estimated annual amortization expense for the next five years and thereafter is as follows (in thousands):

| Year ending December 31: | Amortization Expense |
|--------------------------|----------------------|
| Remainder of 2017 | \$ 2,445 |
| 2018 | 9,520 |
| 2019 | 8,452 |
| 2020 | 7,477 |
| 2021 | 7,082 |
| 2022 and thereafter | 12,536 |
| Total | \$ 47,512 |

5. Income Taxes

The Company's income tax provision for the three and nine months ended September 30, 2017 and September 30, 2016 reflects its estimate of the effective tax rates expected to be applicable for the full years, adjusted for any discrete events that are recorded in the period in which they occur. The estimates are re-evaluated each quarter based on the estimated tax expense for the full year. The tax provision for the three and nine months ended September 30, 2017 and September 30, 2016 is primarily related to foreign income taxes associated with our Canadian operations, changes in deferred tax liabilities associated with amortization of United States tax deductible goodwill and state taxes in certain states in which the Company does not file on a consolidated basis or have net operating loss carryforwards. The Company has historically incurred operating losses in the United States and, given its cumulative losses and limited history of profits, has recorded a valuation allowance against its United States net deferred tax assets, exclusive of tax deductible goodwill, at September 30, 2017 and September 30, 2016, respectively.

The Company has reflected any uncertain tax positions within its current taxes payable, but none in deferred taxes. Federal, state, and foreign income tax returns have been filed in jurisdictions with varying statutes of limitations.

Varying among the separate companies, tax years 1998 through 2016 remain subject to examination by federal and most state tax authorities due to our net operating loss carryforwards. In foreign jurisdictions, tax years 2008 through 2016 remain subject to examination. The Company increased both its net operating loss deferred tax asset and its valuation allowance by \$152,000 upon adoption of ASU 2016-09 relating to certain tax deductions associated with stock option transactions greater than the stock-related compensation expense for financial statement purposes.

6. Debt

Long-term debt consisted of the following at September 30, 2017 and December 31, 2016 (in thousands):

| | September 30, 2017 | December 31, 2016 |
|---|-----------------------|----------------------|
| Senior secured loans (includes unamortized discount of \$2,699 and \$1,442 based on an imputed interest rate of 7.5% and 6.6%, at September 30, 2017 and December 31, 2016, respectively) | \$ 91,707 | \$ 47,929 |
| Less current maturities | (1,701) | (2,190) |
| Total long-term debt | \$ 90,006 | \$ 45,739 |

Loan and Security Agreements

Fifth Amendment to Credit Facility

On August 2, 2017, the Company amended and expanded its Credit Agreement (the "Credit Facility"). The Company entered into the Credit Facility with Wells Fargo Capital Finance and CIT Bank, N.A. as joint lead arrangers, and including Goldman Sachs Bank USA, Regions Bank, and Citizens Bank, N.A. (collectively, the "Lenders"), with a Fifth Amendment to Credit Agreement (the "Fifth Amendment") that amends that certain Credit Facility dated as of May 14, 2015 among inter alia the Company, certain of its subsidiaries, and each of the Lenders named in the Credit Facility.

Loans

The Fifth Amendment to the Credit Facility provides for a \$200.0 million credit facility, including (i) a fully drawn \$95.0 million term loan, (ii) a fully available \$40.0 million delayed draw term loan commitment (the "DDTL"), (iii) a fully available \$10.0 million revolving loan commitment, and (iv) a \$55.0 million uncommitted accordion.

Specifically, the Credit Facility provides for \$95.0 million of term debt comprised of (i) a fully drawn U.S. term loan facility in an aggregate principal amount of \$89.6 million (the "U.S. Term Loan"), (ii) a fully drawn

Canadian term loan facility in an aggregate principal amount of \$5.4 million (the “Canadian Term Loan” together with the U.S. and Canadian Term Loans, the “Term Loans”).

The Credit Facility also provides for the expansion of the Company’s delayed draw term facility from \$10.0 million to \$40.0 million and for an increase in the Company’s uncommitted accordion amount from \$20.0 million to \$55.0 million.

In addition, the Credit Facility also provides for revolvers of \$10.0 million, comprised of (i) a U.S. revolving credit facility in an aggregate principal amount of up to \$9.0 million (the “U.S. Revolver”), (ii) a Canadian revolving credit facility in an aggregate principal amount of up to \$1.0 million (the “Canadian Revolver” and, together with the U.S. Revolver, the “Revolver”).

As of September 30, 2017, there were no amounts drawn on its U.S. Revolver or Canadian Revolver loans outstanding under the Credit Facility, and there was \$94.4 million outstanding on the Term Loans comprised of (i) \$89.0 million in the U.S. Term Loans outstanding under the Credit Facility; and (ii) \$5.4 million in the Canadian Term Loans outstanding under the Credit Facility.

Terms of Term Loans

Under the terms of the Fifth Amendment, the Term Loans are repayable, on a quarterly basis by an amount equal to 2.5% per annum on or before June 30, 2019, after which the existing 5.0% per annum is due thereafter until the facility’s maturity date of August 2, 2022.

In addition, the leverage ratio was adjusted to exclude from the definition of Funded Indebtedness up to \$15.0 million of qualified cash in excess of \$2.5 million of qualified cash.

Also, the maximum amount of purchase consideration payable in respect of an individual permitted acquisition increased from \$20.0 million to \$25.0 million and in respect of all permitted acquisitions from \$75.0 million to \$175.0 million. In addition, the amount of permitted indebtedness to sellers of businesses increased from \$16.7 million to \$20.0 million.

Terms of Delay Draw Term Loan

Pursuant to the terms of the Credit Facility, the \$40.0 million DDTL is to be used to finance acquisitions. The DDTL, if all or a portion is drawn, is repayable, on a quarterly basis, by an amount equal to 2.5% per annum on or before June 30, 2019, after which the existing 5.0% per annum is due thereafter until the facility’s maturity date of August 2, 2022.

Terms of Revolver

Loans under the Revolver are available up to the lesser of (i) \$10.0 million (the “Maximum Revolver Amount”) or (ii) the maximum facility amount of \$145.0 million, less the sum of any amount of Revolver usage plus the outstanding balance of the Term Loans and other uses of the capacity made under the Credit Facility (such amount, the “Credit Amount”). The Revolver provides a subfacility whereby the Company may request letters of credit (the “Letters of Credit”) in an aggregate amount not to exceed, at any one time outstanding, \$0.5 million and \$0.25 million, from the U.S and Canadian facilities, respectively. The aggregate amount of outstanding Letters of Credit is reserved against the credit availability under the Maximum Revolver Amount and the Credit Amount.

Loans under the Revolver may be borrowed, repaid and reborrowed until August 2, 2022 (the “Maturity Date”), at which time all amounts borrowed under the Credit Facility must be repaid.

Other Terms of Credit Facility

At the option of the Company, U.S. loans accrue interest at a per annum rate based on (i) the U.S. base rate plus a margin ranging from 3.75% to 4.50% depending on the leverage ratio or (ii) the U.S. LIBOR rate determined in accordance with the Credit Facility (based on 1, 2, 3 or 6-month interest periods) plus a margin ranging from 4.75% to 5.50% depending on the leverage ratio. The U.S. base rate is a rate equal to the highest of (i) the federal funds rate plus a margin equal to 0.5%, the U.S. LIBOR rate for a 1-month interest period plus 1.0%, and (ii) Wells Fargo Capital Finance’s prime rate.

At the option of the Company, the Canadian loans accrue interest at a per annum rate based on (i) the Canadian prime rate or the U.S. base rate plus a margin ranging from 3.75% to 4.50% depending on the leverage ratio or (ii) the U.S. LIBOR rate determined in accordance with the Credit Facility (based on 1, 2, 3 or 6-month interest periods) (or the Canadian Bankers' Acceptance ("Canadian BA") rate determined in accordance with the

Credit Facility for obligations in Canadian dollars) plus a margin ranging from 4.75% to 5.50% depending on the leverage ratio.

Accrued interest on the loans will be paid monthly, or, with respect to loans that are accruing interest based on the U.S. LIBOR rate or Canadian BA rate, at the end of the applicable U.S. LIBOR or Canadian BA interest rate period. Lenders are entitled to a premium (the "Prepayment Premium") in the event of certain prepayments of the loans in an amount equal to (i) August 2, 2017 to August 1, 2018, 2.0% times the sum of (a) the Maximum Revolver Amount plus (b) the outstanding principal amount of the Term Loans and DDTL on the date immediately prior to the date of the prepayment (such sum, the "Prepayment Amount") (ii) from August 2, 2018 to August 1, 2019, 1.0% times the Prepayment Amount and (iii) from August 2, 2019 to the Maturity Date, 0.0% times the Prepayment Amount. The Company may also be subject to prepayment fees in the case of commitment reductions of the Revolver and also may be obligated to prepay loans upon the occurrence of certain events.

The Company is also obligated to pay other customary servicing fees, letter of credit fees and unused credit facility fees.

The Credit Facility contains customary affirmative and negative covenants. The negative covenants limit the ability of the Company and its subsidiaries to, among other things (in each case subject to customary exceptions for a credit facility of this size and type):

• Incur additional indebtedness or guarantee indebtedness of others;

• Create liens on their assets;

• Make investments, including certain acquisitions;

• Enter into mergers or consolidations;

• Dispose of assets;

• Pay dividends and make other distributions on the Company's capital stock, and redeem and repurchase the Company's capital stock;

• Enter into transactions with affiliates; and

• Prepay indebtedness or make changes to certain agreements.

There are certain financial covenants that became more restrictive starting March 31, 2018. If an event of default occurs, at the election of the Lenders, a default interest rate shall apply on all obligations during an event of default, at a rate per annum equal to 2.00% above the applicable interest rate.

The Credit Facility permits the Company's to buyback up to \$10.0 million of its capital stock, subject to restrictions including a minimum liquidity requirement of \$25.0 million before and after any such buyback.

Interest Rate and Debt Discount

Cash interest costs averaged 6.6% and 5.7% under the Credit Facility for the three months ended September 30, 2017 and for the year ended December 31, 2016, respectively. In addition, the Company has \$2.7 million of unamortized debt discount associated with the Credit Facility as of September 30, 2017. These debt discount costs will be amortized to non-cash interest expense over the term of the Credit Facility.

Debt Maturities

Under the terms of the Fifth Amendment, future debt maturities of long-term debt (excluding financing costs) at September 30, 2017 are as follows (in thousands):

Year ending December 31:

| | |
|----------------|----------|
| Remaining 2017 | \$594 |
| 2018 | 2,375 |
| 2019 | 3,563 |
| 2020 | 4,750 |
| 2021 | 4,750 |
| Thereafter | 78,374 |
| | \$94,406 |

7. Net Loss Per Share

The following table sets forth the computations of loss per share (in thousands, except share and per share amounts):

| | Three Months Ended | | Nine Months Ended | |
|---|--------------------|------------|-------------------|------------|
| | September 30, | | September 30, | |
| | 2017 | 2016 | 2017 | 2016 |
| Numerator: | | | | |
| Net Loss | \$(3,506) | \$(2,390) | \$(14,931) | \$(11,540) |
| Denominator: | | | | |
| Weighted-average common shares outstanding, basic and diluted | 19,380,519 | 16,702,062 | 18,043,365 | 16,339,983 |
| Net loss per common share, basic and diluted | \$(0.18) | \$(0.14) | \$(0.83) | \$(0.71) |

Due to the net losses for the three and nine months ended September 30, 2017 and September 30, 2016, respectively, basic and diluted loss per share were the same, as the effect of all potentially dilutive securities would have been anti-dilutive. The following table sets forth the anti-dilutive common share equivalents as of September 30, 2017 and September 30, 2016:

| | September 30, | |
|--|---------------|-----------|
| | 2017 | 2016 |
| Stock options | 626,023 | 780,645 |
| Restricted stock | 1,349,279 | 1,055,738 |
| Total anti-dilutive common share equivalents | 1,975,302 | 1,836,383 |

8. Commitments and Contingencies

Purchase Commitments

During the nine months ended September 30, 2017 and September 30, 2016, the Company purchased software development services pursuant to a technology services agreement with DevFactory FZ-LLC, in the amount of \$1.8 million and 1.7 million, respectively. See Note 11 — Related Party Transactions for more information regarding our purchase commitment to this related party.

On March 28, 2017, the Company entered into an amendment to the Amended and Restated Technology Services Agreement with DevFactory FZ-LLC to extend the initial term end date from December 31, 2017 to December 31, 2021. Additionally, the Company amended the option for either party to renew annually for one additional year. The effective date of the amendment was January 1, 2017.

Litigation

In the normal course of business, the Company may become involved in various lawsuits and legal proceedings. At this time, the Company is not involved in any current or pending legal proceedings and does not anticipate any legal proceedings that may have a material adverse affect on the consolidated financial position or results of operations of the Company.

9. Stockholders' Equity

On May 12, 2017, the Company filed a registration statement on Form S-3 (File No. 333-217977) (the "S-3"), to register Upland securities in an aggregate amount of up to \$75.0 million for offerings from time to time. The S-3 was amended on May 22, 2017 and declared effective on May 26, 2017. On June 6, 2017, the Company completed a registered underwritten public offering pursuant to the S-3. The net proceeds of the offering were approximately \$42.7 million, net of issuance costs, in exchange for 2,139,534 shares of common stock. See Management's Discussion and Analysis of Financial Condition and Results of Operations — Liquidity and Capital Resources for more information related to the public underwritten offering.

As of September 30, 2017, the Company may issue up to approximately \$29.0 million of securities under the remaining capacity of its S-3 shelf registration.

Restricted Stock Awards

Restricted share activity during the nine months ended September 30, 2017 was as follows:

| | Number of Restricted Shares Outstanding | Weighted-Average Grant Date Fair Value |
|---|--|--|
| Unvested balances at December 31, 2016 | 839,477 | \$ 7.55 |
| Awards granted | 804,415 | |
| Awards vested | (249,501) | |
| Awards forfeited | (45,112) | |
| Unvested balances at September 30, 2017 | 1,349,279 | \$ 12.38 |

Stock Option Activity

Stock option activity during the nine months ended September 30, 2017 was as follows:

| | Number of Options Outstanding | Weighted- Average Exercise Price |
|-----------------------------------|-------------------------------------|---|
| Outstanding at December 31, 2016 | 759,719 | \$ 6.06 |
| Options granted | 26,100 | \$ 23.60 |
| Options exercised | (131,843) | \$ 4.96 |
| Options forfeited | (27,788) | \$ 10.57 |
| Options expired | (165) | \$ 4.33 |
| Outstanding at September 30, 2017 | 626,023 | \$ 6.83 |

Share-based Compensation

The Company recognized share-based compensation expense from all awards in the following expense categories (in thousands):

| | Three Months | | Nine Months | |
|----------------------------|---------------|----------|---------------|----------|
| | Ended | | Ended | |
| | September 30, | | September 30, | |
| | 2017 | 2016 | 2017 | 2016 |
| Cost of revenue | \$ 147 | \$ 13 | \$ 277 | \$ 28 |
| Research and development | 219 | 38 | 560 | 80 |
| Sales and marketing | 73 | 21 | 149 | 66 |
| General and administrative | 1,445 | 1,028 | 6,818 | 2,490 |
| Total | \$ 1,884 | \$ 1,100 | \$ 7,804 | \$ 2,664 |

10. Domestic and Foreign Operations

Revenue by geography is based on the ship-to address of the customer, which is intended to approximate where the customer's users are located. The ship-to country is generally the same as the billing country. The Company has operations in the U.S., Canada and Europe. Information about these operations is presented below (in thousands):

| | Three Months | | Nine Months | |
|---------------------|-----------------|----------|-----------------|----------|
| | Ended September | | Ended September | |
| | 30, | | 30, | |
| | 2017 | 2016 | 2017 | 2016 |
| Revenues: | | | | |
| U.S. | \$21,455 | \$16,240 | \$57,080 | \$46,403 |
| Canada | 1,186 | 1,058 | 3,265 | 3,071 |
| Other International | 3,418 | 1,943 | 9,747 | 5,919 |
| Total Revenues | \$26,059 | \$19,241 | \$70,092 | \$55,393 |

11. Related Party Transactions

During the nine months ended September 30, 2017 and September 30, 2016, the Company purchased software development services pursuant to a technology services agreement with DevFactory FZ-LLC, in the amount of \$1.8 million and \$1.7 million, respectively. On March 28, 2017, the Company entered into an amendment to the Amended and Restated Technology Services Agreement to extend the initial term end date from December 31, 2017 to December 31, 2021. Additionally, the Company amended the option for either party to renew annually for one additional year. The effective date of the amendment is January 1, 2017. The Company has an outstanding purchase commitment in 2017 for software development services pursuant to a technology services agreement in the amount of \$2.5 million. For years after 2017, the purchase commitment amount for software development services will be equal to the prior year purchase commitment increased (decreased) by the percentage change in total revenue for the prior year as compared to the preceding year. For example, if 2017 total revenues increase by 10% as compared to 2016 total revenues, then the 2018 purchase commitment will increase by approximately \$250,000 from the 2017 purchase commitment amount to approximately \$2.8 million.

The Company purchased approximately \$2.2 million and \$1.1 million in services from Crossover, Inc. during the nine months ended September 30, 2017 and September 30, 2016, respectively. While there are no purchase commitments with Crossover, Inc., the Company continues to use its services in 2017.

The Company has an arrangement with a former subsidiary to provide management, human resource, payroll and administrative services. The Company received fees from this arrangement during the nine months ended September 30, 2017 and September 30, 2016 totaling \$270,000 in each period, respectively.

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Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations

Forward Looking Statements

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our unaudited condensed consolidated financial statements and the notes thereto appearing elsewhere in this Quarterly Report on Form 10-Q.

This Quarterly Report on Form 10-Q contains “forward-looking statements” within the meaning of Section 27A of the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

Forward-looking statements may be identified by the use of forward-looking words such as “anticipate,” “believe,” “may,” “will,” “continue,” “seek,” “estimate,” “intend,” “hope,” “predict,” “could,” “should,” “would,” “project,” “plan,” “expect” or the plural of these words or similar expressions, although not all forward-looking statements contain these words. Factors or risks that could cause our actual results to differ from the results we anticipate include, but are not limited to:

- our financial performance and our ability to achieve or sustain profitability or predict future results;
- our ability to attract and retain customers;
- our ability to deliver high-quality customer service;
- the growth of demand for enterprise work management applications;
- our ability to effectively manage our growth;
- our ability to consummate and integrate acquisitions;
- maintaining our senior management team and key personnel;
- our ability to maintain and expand our direct sales organization;
- our ability to obtain financing in the future on acceptable terms or at all;
- our ability to adapt to changing market conditions and competition;
- our ability to successfully enter new markets and manage our international expansion;
- the operation and reliability of our third-party data centers and hosting providers;
- our ability to manage our consultants and contractors;
- our ability to adapt to technological change and continue to innovate;
- economic and financial conditions;
- our ability to integrate our applications with other software applications;
- maintaining and expanding our relationships with third parties;
- costs associated with defending intellectual property infringement and other claims;
- our ability to maintain, protect and enhance our brand and intellectual property;
- our ability to comply with privacy laws and regulations; and

• other risk factors included under “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2016, filed with the SEC on March 30, 2017, as updated by this Quarterly Report on Form 10-Q.

The outcome of the events described in these forward-looking statements is subject to known and unknown risks, uncertainties and other factors that could cause actual results to differ materially from our forward-looking statements, including risks and uncertainties detailed in this and our other reports and filings with the SEC. The forward-looking statements in this Quarterly Report on Form 10-Q represent our views as of the date of this

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Quarterly Report on Form 10-Q. We anticipate that subsequent events and developments may cause our views to change. However, while we may elect to update these forward-looking statements at some point in the future, we have no current intention of doing so except to the extent required by applicable law. You should, therefore, not rely on these forward-looking statements as representing our views as of any date subsequent to the date of this Quarterly Report on Form 10-Q.

Overview

We provide cloud-based enterprise work management software. We define enterprise work management software as software applications that enable organizations to plan, manage and execute projects and work. Our family of applications enables users to manage their projects, professional workforce and IT investments, automate document-intensive business processes and effectively engage with their customers, prospects and community via the web and mobile technologies.

The continued growth of an information-based economy has given rise to a large and growing group of knowledge workers who operate in dynamic work environments as part of geographically dispersed and virtual teams. We believe that manual processes and legacy on-premise enterprise systems are insufficient to address the needs of the modern work environment. In order for knowledge workers to be successful, they need to interact with intuitive enterprise work systems in a collaborative way, including real-time access. Today, legacy processes and systems are being disrupted and replaced by cloud-based enterprise work management software that improves visibility, collaboration and productivity.

In response to these changes, we are providing organizations and their knowledge workers with software applications that better align resources with business objectives and increase visibility, governance, collaboration, quality of customer experience and responsiveness to changes in the business environment. This results in increased work capacity, higher productivity, better execution and greater levels of customer engagement. Our applications are easy-to-use, scalable and offer real-time collaboration for knowledge workers distributed on a local or global scale.

Our applications address enterprise work challenges in the following categories:

- **Project & Information Technology (IT) Management:** Enables users to manage their organization's projects, professional workforce and IT costs.

- **Workflow Automation:** Enables users to automate document-intensive workflow business processes across their enterprise and supply chain.

- **Digital Engagement:** Enables users to effectively engage with their customers, prospects and community via the web and mobile technologies.

We sell our software applications primarily through a direct sales organization comprised of inside sales and field sales personnel. In addition to our direct sales organization, we have an indirect sales organization, which sells to distributors and value-added resellers. We employ a land-and-expand go-to-market strategy. After we demonstrate the value of an initial application to a customer, our sales and account management teams work to expand the adoption of that initial application across the customer, as well as cross-sell additional applications to address other enterprise work management needs of the customer. Our customer success organization supports our direct sales efforts by managing the post-sale customer lifecycle.

Our subscription agreements are typically sold either on a per-seat basis or on a minimum contracted volume basis with overage fees billed in arrears, depending on the application being sold. We service customers ranging from large global corporations and government agencies to small- and medium-sized businesses. We have more than 2,500 customers with over 250,000 users across a broad range of industries, including financial services, retail, technology, manufacturing, education, consumer goods, media, telecommunications, government, food and beverage, healthcare and life sciences.

Through a series of acquisitions and integrations, we have established a diverse family of software applications under the Upland brand and in three product categories (Project & IT Management, Workflow Automation, and Digital Engagement), each of which addresses a specific enterprise work management need. Our revenue has grown from \$22.8 million in 2012 to \$74.8 million in 2016 (and to \$70.1 million for the nine months ended September 30, 2017), representing a 228% period-over-period growth rate. See Note 10 — Domestic and

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Foreign Operations in Notes to Unaudited Condensed Consolidated Financial Statements for more information regarding our revenue as it relates to domestic and foreign operations.

To support continued growth, we intend to pursue acquisitions of complementary technologies, products and businesses. This will expand our product families, customer base, and market access resulting in increased benefits of scale. We will prioritize acquisitions within our current core product categories including Project & IT Management, Workflow Automation, and Digital Engagement. Consistent with our growth strategy, we have made fifteen acquisitions since February, 2012 through September 30, 2017.

Key Metrics

In addition to the GAAP financial measures described below in “Components of Operating Results,” we regularly review the following key metrics to evaluate and identify trends in our business, measure our performance, prepare financial projections and make strategic decisions.

Adjusted EBITDA

We monitor our Adjusted EBITDA to help us evaluate the effectiveness and efficiency of our operations. Adjusted EBITDA is a non-GAAP financial measure. We define Adjusted EBITDA as net income (loss), calculated in accordance with GAAP, plus depreciation and amortization expense, interest expense, net, loss on debt extinguishment, other expense (income), net, provision for income taxes, stock-based compensation expense, acquisition-related expenses, non-recurring litigation costs, and purchase accounting adjustments for deferred revenue. The following table presents a reconciliation of net loss from continuing operations, the most comparable GAAP measure, to Adjusted EBITDA for each of the periods indicated.

| | Three Months Ended | | Nine Months Ended | |
|---|------------------------|-------------|-------------------|--------------|
| | September 30, | | September 30, | |
| | 2017 | 2016 | 2017 | 2016 |
| | (dollars in thousands) | | | |
| Reconciliation of Net loss to Adjusted EBITDA: | | | | |
| Net Loss | \$ (3,506) | \$ (2,390) | \$ (14,931) | \$ (11,540) |
| Add: | | | | |
| Depreciation and amortization expense | 3,066 | 2,424 | 8,112 | 7,499 |
| Interest expense, net | 2,277 | 709 | 4,372 | 1,932 |
| Loss on debt extinguishment | (1,634) | — | — | — |
| Other expense, net | 130 | 64 | 260 | 1,105 |
| Provision for income taxes | 406 | 308 | 1,553 | 569 |
| Stock-based compensation expense | 1,884 | 1,100 | 7,804 | 2,664 |
| Acquisition-related expense | 4,399 | 1,047 | 10,368 | 4,855 |
| Nonrecurring litigation expense | — | — | — | 25 |
| Purchase accounting deferred revenue discount | 1,294 | 313 | 3,032 | 1,245 |
| Adjusted EBITDA | \$8,316 | \$3,575 | \$20,570 | \$8,354 |
| Weighted average ordinary shares outstanding - basic | 19,380,519 | 16,702,062 | 18,043,365 | 16,339,983 |
| Weighted average ordinary shares outstanding - diluted | 20,633,820 | 17,250,700 | 19,169,180 | 16,721,515 |
| Adjusted EBITDA per share - basic | \$0.43 | \$0.21 | \$1.14 | \$0.51 |
| Adjusted EBITDA per share - diluted | \$0.40 | \$0.21 | \$1.07 | \$0.50 |
| Total revenue- plus purchase accounting deferred revenue discount | \$27,366 | \$19,554 | \$73,137 | \$56,638 |
| Adjusted EBITDA margin (using Total revenue plus purchase accounting deferred revenue discount) | 30 | % 18 | % 28 | % 15 |
| Total revenue | \$26,072 | \$19,241 | \$70,105 | \$55,393 |
| Adjusted EBITDA margin | 32 | % 19 | % 29 | % 15 |

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We believe that Adjusted EBITDA provides useful information to management, investors and others in understanding and evaluating our operating results for the following reasons:

Adjusted EBITDA is widely used by investors and securities analysts to measure a company's operating performance without regard to items that can vary substantially from company to company depending upon their financing, capital structures and the method by which assets were acquired;

Our management uses Adjusted EBITDA in conjunction with GAAP financial measures for planning purposes, in the preparation of our annual operating budget, as a measure of our operating performance, to assess the effectiveness of our business strategies and to communicate with our board of directors concerning our financial performance, because Adjusted EBITDA eliminates the impact of items that we do not consider indicative of our core operating performance; and

Adjusted EBITDA provides more consistency and comparability with our past financial performance, facilitates period-to-period comparisons of our operations and facilitates comparisons with other companies, many of which use similar non-GAAP financial measures to supplement their GAAP results.

Adjusted EBITDA should not be considered as an alternative to net loss or any other measure of financial performance calculated and presented in accordance with GAAP. The use of Adjusted EBITDA has limitations, including:

Depreciation and amortization are non-cash charges, and the assets being depreciated or amortized will often have to be replaced in the future. Adjusted EBITDA does not reflect cash requirements for such replacements; however, much of the depreciation and amortization currently reflected relates to amortization of acquired intangible assets as a result of business combination purchase accounting adjustments, which will not need to be replaced in the future;

Adjusted EBITDA may not reflect changes in, or cash requirements for, our working capital needs or contractual commitments;

Adjusted EBITDA does not reflect the potentially dilutive impact of stock-based compensation;

Adjusted EBITDA does not reflect interest expense, acquisition-related expense, other expense, non-recurring litigation expense, loss on debt extinguishment, revenue discount required by purchase accounting, or tax payments that may reduce cash available for use; and

Other companies, including companies in our industry, might calculate Adjusted EBITDA or similarly titled measures differently, which reduces their usefulness as comparative measures.

Because of these limitations, you should consider Adjusted EBITDA together with other financial performance measures, including various cash flow metrics, net loss and our other GAAP results.

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Results of Operations

Consolidated Statements of Operations Data

The following tables set forth our results of operations for the specified periods, as well as our results of operations for the specified periods as a percentage of revenue. The period-to-period comparisons of results of operations are not necessarily indicative of results for future periods.

| | Three Months Ended September 30, | | | Nine Months Ended September 30, | | | | |
|---|----------------------------------|--------------------|------------|---------------------------------|-------------|--------------------|-------------|--------------------|
| | 2017 | | 2016 | | 2017 | | 2016 | |
| | Amount | Percent of Revenue | Amount | Percent of Revenue | Amount | Percent of Revenue | Amount | Percent of Revenue |
| (dollars in thousands, except share and per share data) | | | | | | | | |
| Revenue: | | | | | | | | |
| Subscription and support | \$23,169 | 89 % | \$17,029 | 89 % | \$60,711 | 87 % | \$48,490 | 88 % |
| Perpetual license | 856 | 3 % | 332 | 2 % | 3,296 | 5 % | 1,108 | 2 % |
| Total product revenue | 24,025 | 92 % | 17,361 | 91 % | 64,007 | 92 % | 49,598 | 90 % |
| Professional services | 2,047 | 8 % | 1,880 | 9 % | 6,098 | 8 % | 5,795 | 10 % |
| Total revenue | 26,072 | 100 % | 19,241 | 100 % | 70,105 | 100 % | 55,393 | 100 % |
| Cost of revenue: | | | | | | | | |
| Subscription and support ⁽¹⁾⁽³⁾ | 7,737 | 30 % | 5,747 | 30 % | 20,306 | 29 % | 16,607 | 30 % |
| Professional services ⁽¹⁾ | 1,376 | 5 % | 1,045 | 5 % | 3,838 | 5 % | 3,775 | 7 % |
| Total cost of revenue | 9,113 | 35 % | 6,792 | 35 % | 24,144 | 34 % | 20,382 | 37 % |
| Gross profit | 16,959 | 65 % | 12,449 | 65 % | 45,961 | 66 % | 35,011 | 63 % |
| Operating expenses: | | | | | | | | |
| Sales and marketing ⁽¹⁾ | 4,258 | 16 % | 3,097 | 16 % | 11,516 | 16 % | 9,119 | 16 % |
| Research and development ⁽¹⁾ | 4,092 | 16 % | 3,737 | 19 % | 11,572 | 17 % | 11,701 | 21 % |
| Refundable Canadian tax credits | (195) | (1)% | (115) | (1)% | (424) | (1)% | (340) | (1)% |
| General and administrative ⁽¹⁾⁽²⁾ | 5,084 | 19 % | 4,670 | 24 % | 17,564 | 25 % | 13,340 | 24 % |
| Depreciation and amortization | 1,648 | 6 % | 1,322 | 7 % | 4,111 | 6 % | 4,270 | 8 % |
| Acquisition-related expenses | 4,399 | 18 % | 1,047 | 7 % | 10,368 | 15 % | 4,855 | 10 % |
| Total operating expenses | 19,286 | 74 % | 13,758 | 72 % | 54,707 | 78 % | 42,945 | 78 % |
| Loss from operations | (2,327) | (9)% | (1,309) | (7)% | (8,746) | (12)% | (7,934) | (15)% |
| Other Expense: | | | | | | | | |
| Interest expense, net | (2,277) | (9)% | (709) | (4)% | (4,372) | (6)% | (1,932) | (3)% |
| Loss on debt extinguishment | 1,634 | 6 % | — | — % | — | — % | — | — % |
| Other expense, net | (130) | — % | (64) | — % | (260) | (1)% | (1,105) | (2)% |
| Total other expense | (773) | (3)% | (773) | (4)% | (4,632) | (7)% | (3,037) | (5)% |
| Loss before provision for income taxes | (3,100) | (12)% | (2,082) | (11)% | (13,378) | (19)% | (10,971) | (20)% |
| Provision for income taxes | (406) | (1)% | (308) | (1)% | (1,553) | (2)% | (569) | (1)% |
| Net loss | \$(3,506) | (13)% | \$(2,390) | (12)% | \$(14,931) | (21)% | \$(11,540) | (21)% |
| Net loss per common share, basic and diluted | \$(0.18) | | \$(0.14) | | \$(0.83) | | \$(0.71) | |
| Weighted-average common shares outstanding, basic and diluted | 19,380,519 | | 16,702,062 | | 18,043,365 | | 16,339,983 | |

(1) Includes stock-based compensation detailed under Share-based Compensation in Note 9 — Stockholders' Equity.

(2) Includes General and administrative stock-based compensation of \$1,884 and \$1,100 for the three months and \$7,804 and \$2,664 for the nine months ended September 30, 2017 and September 30, 2016, respectively. General and administrative expense excluding stock-based compensation as a percentage of total revenues is 14% and 19% for the

three months and 15% and 20% for the nine months ended September 30, 2017 and September 30, 2016, respectively.

⁽³⁾ Includes depreciation and amortization of \$1,418 and \$1,102 for the three months ended September 30, 2017 and September 30, 2016, respectively, and \$4,001 and \$3,229 for the nine months ended September 30, 2017 and September 30, 2016, respectively.

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Comparison of the Three and Nine Months Ended September 30, 2017 and 2016

Revenue

| | Three Months Ended September 30, | | | Nine Months Ended September 30, | | |
|--------------------------|-------------------------------------|----------|-------------|------------------------------------|----------|-------------|
| | 2017 | 2016 | % Change | 2017 | 2016 | % Change |
| (dollars in thousands) | | | | | | |
| Revenue: | | | | | | |
| Subscription and support | \$23,169 | \$17,029 | 36 % | \$60,711 | \$48,490 | 25 % |
| Perpetual license | 856 | 332 | 158 % | 3,296 | 1,108 | 197 % |
| Total product revenue | 24,025 | 17,361 | 38 % | 64,007 | 49,598 | 29 % |
| Professional services | 2,047 | 1,880 | 9 % | 6,098 | 5,795 | 5 % |
| Total revenue | \$26,072 | \$19,241 | 36 % | \$70,105 | \$55,393 | 27 % |

Percentage of revenue:

| | | | | | | |
|--------------------------|-----|-------|---|-----|-------|---|
| Subscription and support | 89 | % 89 | % | 87 | % 88 | % |
| Perpetual license | 3 | % 2 | % | 5 | % 2 | % |
| Total product revenue | 92 | % 91 | % | 92 | % 90 | % |
| Professional services | 8 | % 9 | % | 8 | % 10 | % |
| Total revenue | 100 | % 100 | % | 100 | % 100 | % |

For the Three Months Ended September 30, 2017

Total revenue was \$26.1 million in the three months ended September 30, 2017, compared to \$19.2 million in the three months ended September 30, 2016, an increase of \$6.8 million, or 36%. The acquisitions closed after June 30, 2016 contributed an increase of \$7.3 million after the reduction of \$1.3 million purchase accounting deferred revenue discount. Therefore, total revenue for the organic business decreased by \$0.5 million, or 2%.

Subscription and support revenue was \$23.2 million in the three months ended September 30, 2017, compared to \$17.0 million in the three months ended September 30, 2016, an increase of \$6.1 million, or 36%. The acquisitions closed after June 30, 2016 contributed to an increase in subscription and support revenue of \$6.3 million after the reduction of \$1.3 million purchase accounting deferred revenue discount. Therefore, subscription and support revenue for the organic business decreased by \$0.2 million, or 1%.

Perpetual license revenue was \$0.9 million in the three months ended September 30, 2017, as compared to \$0.3 million in the three months ended September 30, 2016, an increase of \$0.5 million, or 158%. The acquisitions closed after June 30, 2016 contributed an increase of \$0.3 million in perpetual license revenue. Therefore, perpetual license revenue for the organic business increased by \$0.2 million, or 53%.

Professional services revenue was \$2.0 million in the three months ended September 30, 2017, compared to \$1.9 million in the three months ended September 30, 2016, an increase of \$0.2 million, or 9%. The acquisitions closed after June 30, 2016 contributed a \$0.6 million increase in professional services revenue. Therefore, professional services revenue for the organic business decreased by \$0.4 million, or 22%.

For the Nine Months Ended September 30, 2017

Total revenue was \$70.1 million in the nine months ended September 30, 2017, compared to \$55.4 million in the nine months ended September 30, 2016, an increase of \$14.7 million, or 27%. The acquisitions closed after January 2016 contributed an increase of \$15.2 million, after the reduction of \$3.0 million in purchase accounting deferred revenue discount. The divestiture of the EPM Live product line in March 2016 decreased total revenue \$0.8 million. Therefore, total revenue for the organic business increased by \$0.3 million, or 1%.

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Subscription and support revenue was \$60.7 million in the nine months ended September 30, 2017, compared to \$48.5 million in the nine months ended September 30, 2016, an increase of \$12.2 million, or 25%. The acquisitions closed after January 2016 contributed an increase of \$11.9 million in subscription and support revenue after the reduction of \$3.0 million in purchase accounting deferred revenue discount. The divestiture of the EPM Live product line decreased subscription and support revenue by \$0.5 million. Therefore, subscription and support revenue for the organic business increased by \$0.8 million, or 2%.

Perpetual license revenue was \$3.3 million in the nine months ended September 30, 2017, as compared to \$1.1 million in the nine months ended September 30, 2016, an increase of \$2.2 million, or 197%. The acquisitions closed after January 2016 increased perpetual license revenue by \$2.2 million and the divestiture of the EPM Live product line had minimal impact on perpetual license revenue. Therefore, perpetual license revenue for the organic business remained flat year-over-year.

Professional services revenue was \$6.1 million in the nine months ended September 30, 2017, compared to \$5.8 million in the nine months ended September 30, 2016, an increase of \$0.3 million, or 5%. The acquisitions closed after January 2016 increased professional services revenue by \$1.0 million. The divestiture of the EPM Live product line decreased professional services revenue by \$0.3 million. Therefore, professional services revenue for the organic business decreased by \$0.4 million, or 8%.

Cost of Revenue and Gross Profit Percentage

| | Three Months Ended September 30, | | | Nine Months Ended September 30, | | |
|---|-------------------------------------|----------|-------------|------------------------------------|----------|-------------|
| | 2017 | 2016 | % Change | 2017 | 2016 | % Change |
| | (dollars in thousands) | | | | | |
| Cost of revenue: | | | | | | |
| Subscription and support ⁽¹⁾ | \$7,737 | \$5,747 | 35 % | \$20,306 | \$16,607 | 22 % |
| Professional services | 1,376 | 1,045 | 32 % | 3,838 | 3,775 | 2 % |
| Total cost of revenue | 9,113 | 6,792 | 34 % | 24,144 | 20,382 | 18 % |
| Gross profit | \$16,959 | \$12,449 | 36 % | \$45,961 | \$35,011 | 31 % |

Percentage of total revenue:

| | | | | | | |
|---|----|------|---|----|------|---|
| Subscription and support ⁽¹⁾ | 30 | % 30 | % | 29 | % 30 | % |
| Professional services | 5 | % 5 | % | 5 | % 7 | % |
| Total cost of revenue | 35 | % 35 | % | 34 | % 37 | % |
| Gross profit | 65 | % 65 | % | 66 | % 63 | % |

⁽¹⁾ Includes depreciation, amortization and stock compensation expense as follows:

| | | | | |
|--------------------|-------|-------|---------|---------|
| Depreciation | \$443 | \$472 | \$1,461 | \$1,383 |
| Amortization | \$975 | \$630 | \$2,540 | \$1,846 |
| Stock Compensation | \$147 | \$13 | \$277 | \$28 |

For the Three Months Ended September 30, 2017

Cost of subscription and support revenue was \$7.7 million in the three months ended September 30, 2017, compared to \$5.7 million in the three months ended September 30, 2016, an increase of \$2.0 million, or 35%. The acquisitions closed after June 30, 2016 contributed an increase to cost of subscription and support revenue of \$2.5 million, primarily related to an increase of mobile messaging costs associated with the Waterfall product line. Therefore, cost of subscription and support revenue for the organic portion of our business decreased by \$0.5 million, primarily related to personnel and related costs, most of which were the result of our planned operating efficiencies.

Cost of professional services revenue was \$1.4 million in the three months ended September 30, 2017, compared to \$1.0 million in the three months ended September 30, 2016, an increase of \$0.3 million, or 32%. The acquisitions closed after June 30, 2016 contributed an increase to cost of professional services revenue of \$0.3 million, which

consisted primarily of personnel and related costs. Therefore, cost of professional services revenue for the organic portion of our business remained flat year-over-year.

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For the Nine Months Ended September 30, 2017

Cost of subscription and support revenue was \$20.3 million in the nine months ended September 30, 2017, compared to \$16.6 million in the nine months ended September 30, 2016, an increase of \$3.7 million, or 22%. The acquisitions closed after January 2016 contributed an increase to cost of subscription and support revenue of \$3.5 million, which consisted primarily of mobile messaging costs associated with the Waterfall product line. The divestiture of the EPM Live product line decreased costs of subscription and support revenue by \$0.3 million. Therefore, cost of subscription and support revenue for the organic portion of our business increased by \$0.5 million, primarily related to charges related to the consolidation of our data-center contracts as we migrate our cloud infrastructure to Amazon Web Services (AWS) and an increase of mobile messaging costs associated with the Mobile Commons product line. Cost of professional services revenue was \$3.8 million in the nine months ended September 30, 2017, compared to \$3.8 million in the nine months ended September 30, 2016, an increase of \$0.1 million, or 2%. The acquisitions closed after January 2016 contributed an increase in cost of professional services revenue of \$0.8 million primarily due to personnel and related costs. The divestiture of the EPM Live product line decreased costs of professional services by \$0.3 million. Therefore, cost of professional services revenue for the organic portion of our business declined by \$0.4 million and consisted primarily of personnel and related costs, most of which were the result of our planned operating efficiencies.

Operating Expenses

Sales and Marketing Expense

| | Three Months Ended September 30, | | | Nine Months Ended September 30, | | |
|------------------------------------|-------------------------------------|---------|-------------|------------------------------------|---------|-------------|
| | 2017 | 2016 | % Change | 2017 | 2016 | % Change |
| | (dollars in thousands) | | | | | |
| Sales and marketing ⁽¹⁾ | \$4,258 | \$3,097 | 37 % | \$11,516 | \$9,119 | 26 % |
| Percentage of total revenue | 16 % | 16 % | | 16 % | 16 % | |

⁽¹⁾ Includes stock compensation expense as follows:

| | | | | |
|--------------------|------|------|-------|------|
| Stock Compensation | \$73 | \$21 | \$149 | \$66 |
|--------------------|------|------|-------|------|

For the Three Months Ended September 30, 2017

Sales and marketing expense was \$4.3 million in the three months ended September 30, 2017, compared to \$3.1 million in the three months ended September 30, 2016, an increase of \$1.2 million, or 37%. The acquisitions closed after June 30, 2016 contributed \$1.4 million of increased sales and marketing cost, primarily consisting of personnel and related costs. Therefore, sales and marketing expense for the organic portion of our business decreased by \$0.2 million and consisted primarily of personnel and related costs, most of which were the result of our planned operating efficiencies.

For the Nine Months Ended September 30, 2017

Sales and marketing expense was \$11.5 million in the nine months ended September 30, 2017, compared to \$9.1 million in the nine months ended September 30, 2016, an increase of \$2.4 million, or 26%. The acquisitions closed after January 2016 contributed \$2.8 million of increased sales and marketing cost, primarily consisting of personnel and related costs. The divestiture of the EPM Live product line decreased sales and marketing costs by \$0.1 million. Therefore, sales and marketing expense for the organic portion of our business decreased by \$0.3 million, which consisted primarily of personnel and related costs, most of which were the result of our planned operating efficiencies.

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Research and Development Expense

| | Three Months Ended September 30, | | | Nine Months Ended September 30, | | |
|---|-------------------------------------|---------|-------------|------------------------------------|----------|-------------|
| | 2017 | 2016 | % Change | 2017 | 2016 | % Change |
| | (dollars in thousands) | | | | | |
| Research and development ⁽¹⁾ | \$4,092 | \$3,737 | 9 % | \$11,572 | \$11,701 | (1)% |
| Refundable Canadian tax credits | (195) | (115) | 70 % | (424) | (340) | 25 % |
| Total research and development | \$3,897 | \$3,622 | 8 % | \$11,148 | \$11,361 | (2)% |

Percentage of total revenue:

| | | | | | | | | |
|---------------------------------|----|----|----|----|----|----|----|----|
| Research and development | 16 | % | 19 | % | 17 | % | 21 | % |
| Refundable Canadian tax credits | (1 |)% | (1 |)% | (1 |)% | (1 |)% |
| Total research and development | 15 | % | 18 | % | 16 | % | 20 | % |

⁽¹⁾ Includes stock compensation expense as follows:

| | | | | |
|--------------------|-------|------|-------|------|
| Stock Compensation | \$219 | \$38 | \$560 | \$80 |
|--------------------|-------|------|-------|------|

For the Three Months Ended September 30, 2017

Research and development expense was \$4.1 million in the three months ended September 30, 2017, compared to \$3.7 million in the three months ended September 30, 2016, an increase of \$0.4 million, or 9%. The acquisitions closed after June 30, 2016 contributed \$0.8 million of increased research and development costs primarily consisting of personnel and related costs. Therefore, research and development costs for the organic portion of our business decreased by \$0.4 million due to a decrease in personnel and related costs, most of which are the result of our planned operating efficiencies.

Refundable Canadian tax credits were \$0.2 million in the three months ended September 30, 2017, compared to \$0.1 million in the three months ended September 30, 2016.

For the Nine Months Ended September 30, 2017

Research and development expense was \$11.6 million in the nine months ended September 30, 2017, compared to \$11.7 million in the nine months ended September 30, 2016, a decrease of \$0.1 million, or 1%. The acquisitions closed after January 2016 contributed \$1.6 million of increased research and development costs primarily consisting of personnel and related costs. The divestiture of the EPM Live product line decreased research and development costs by \$0.2 million. Therefore, research and development costs for the organic portion of our business decreased by \$1.5 million due to a decrease in personnel and related costs, most of which are the result of our planned operating efficiencies.

Refundable Canadian tax credits were \$0.4 million in the nine months ended September 30, 2017, compared to \$0.3 million in the nine months ended September 30, 2016.

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General and Administrative Expense

| | Three Months Ended September 30, | | | Nine Months Ended September 30, | | |
|---|-------------------------------------|---------|-------------|------------------------------------|----------|-------------|
| | 2017 | 2016 | % Change | 2017 | 2016 | % Change |
| | (dollars in thousands) | | | | | |
| General and administrative ⁽¹⁾ | \$5,084 | \$4,670 | 9 % | \$17,564 | \$13,340 | 32 % |
| Percentage of total revenue | 19 % | 24 % | | 25 % | 24 % | |

⁽¹⁾ Includes stock compensation expense as follows:

| | | | | | | |
|--------------------|---------|---------|--|---------|---------|--|
| Stock Compensation | \$1,445 | \$1,028 | | \$6,818 | \$2,490 | |
|--------------------|---------|---------|--|---------|---------|--|

For the Three Months Ended September 30, 2017

General and administrative expense was \$5.1 million in the three months ended September 30, 2017, compared to \$4.7 million in the three months ended September 30, 2016, an increase of \$0.4 million, or 9%. An increase in general administrative expense of \$0.1 million was due to the acquisitions closed after June 30, 2016, which consisted primarily of personnel and related costs. Therefore, general and administrative expense for the organic portion of our business increased by \$0.3 million, which was driven primarily by increased non-cash stock compensation expense.

For the Nine Months Ended September 30, 2017

General and administrative expense was \$17.6 million in the nine months ended September 30, 2017, compared to \$13.3 million in the nine months ended September 30, 2016, an increase of \$4.2 million, or 32%. An increase in general administrative expense of \$0.5 million was due to the acquisitions closed after January 2016, which consisted primarily of personnel and related costs. The divestiture of the EPM Live product line did not have any significant impact on general and administrative costs. Therefore, general and administrative expense for the organic portion of our business increased by \$3.7 million, which was driven primarily by increased non-cash stock compensation expense.

Depreciation and Amortization Expense

| | Three Months Ended September 30, | | | Nine Months Ended September 30, | | |
|-------------------------------------|-------------------------------------|---------|-------------|------------------------------------|---------|-------------|
| | 2017 | 2016 | % Change | 2017 | 2016 | % Change |
| | (dollars in thousands) | | | | | |
| Depreciation and amortization: | | | | | | |
| Depreciation | \$130 | \$171 | (24)% | \$366 | \$487 | (25)% |
| Amortization | 1,518 | 1,151 | 32 % | 3,745 | 3,783 | (1)% |
| Total depreciation and amortization | \$1,648 | \$1,322 | 25 % | \$4,111 | \$4,270 | (4)% |

Percentage of total revenue:

| | | | | | | |
|-------------------------------------|---|-----|---|---|-----|---|
| Depreciation | — | % 1 | % | 1 | % 1 | % |
| Amortization | 6 | % 6 | % | 5 | % 7 | % |
| Total depreciation and amortization | 6 | % 7 | % | 6 | % 8 | % |

For the Three Months Ended September 30, 2017

Depreciation and amortization expense was \$1.6 million in the three months ended September 30, 2017, compared to \$1.3 million in the three months ended September 30, 2016, an increase of \$0.3 million, or 25%. The acquisitions closed after June 30, 2016 increased the depreciation and amortization expense by \$0.6 million, while the depreciation and amortization expense for the organic portion of our business decreased by \$0.3 million as a result of assets acquired in earlier years becoming fully amortized or depreciated.

For the Nine Months Ended September 30, 2017

Depreciation and amortization expense was \$4.1 million in the nine months ended September 30, 2017, compared to \$4.3 million in the nine months ended September 30, 2016, a decrease of \$0.2 million, or 4%. The acquisitions closed

after January 2016 increased the depreciation and amortization expense by \$1.0 million. The

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divestiture of the EPM Live product line decreased the depreciation and amortization expense by \$0.1 million, while depreciation and amortization from the organic portion of our business decreased by \$1.1 million as a result of assets acquired in earlier years becoming fully amortized or depreciated.

Acquisition-related Expenses

| | Three Months Ended September 30, | | | Nine Months Ended September 30, | | |
|------------------------------|-------------------------------------|---------|-------------|------------------------------------|---------|-------------|
| | 2017 | 2016 | % Change | 2017 | 2016 | % Change |
| | (dollars in thousands) | | | | | |
| Acquisition-related expenses | \$4,399 | \$1,047 | 320 % | \$10,368 | \$4,855 | 114 % |
| Percentage of total revenue | 18 % | 7 % | | 15 % | 10 % | |

For the Three Months Ended September 30, 2017

Acquisition related expense was \$4.4 million in the three months ended September 30, 2017, compared to \$1.0 million in the three months ended September 30, 2016, an increase of \$3.4 million, or 320%. These one-time acquisition related expenses vary by acquisition and are expensed as incurred. The level of acquisition activity varies from period to period so, as a result, year-over-year comparison of these expenses are not necessarily meaningful due to the one-time nature of these expenses. The higher acquisition-related expenses in the three months ended September 30, 2017 are driven by an acquisition in the current quarter compared to no acquisitions in the third quarter of 2016, the size of the three acquisitions in 2017 being much greater than the size of the acquisitions in 2016, and a non-cash restructuring charge of \$0.7 million to write-off future obligations for unnecessary office lease commitments of our acquired businesses which was not present in the year-ago period.

For the Nine Months Ended September 30, 2017

Acquisition related expense was \$10.4 million in the nine months ended September 30, 2017, compared to \$4.9 million in the nine months ended September 30, 2016, an increase of \$5.5 million, or 114%. These one-time acquisition related expenses vary by acquisition and are expensed as incurred. The level of acquisition activity varies from period to period so, as a result, year-over-year comparison of these expenses are not necessarily meaningful due to the one-time nature of these expenses. The higher acquisition-related expenses in the nine months ended September 30, 2017 are driven by an acquisition in the current quarter compared to no acquisitions in the third quarter of 2016, the size of the three acquisitions in 2017 being much greater than the size of the acquisitions in 2016, and non-cash restructuring charges of \$1.7 million to write-off future obligations for unnecessary office lease commitments of our acquired businesses which were not present in the year-ago period.

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Other Income (Expense)

| | Three Months Ended September 30, | | | Nine Months Ended September 30, | | |
|-----------------------------|-------------------------------------|---------|-------------|------------------------------------|-----------|-------------|
| | 2017 | 2016 | % Change | 2017 | 2016 | % Change |
| | (dollars in thousands) | | | | | |
| Other expense: | | | | | | |
| Interest expense, net | \$(2,277) | \$(709) | 221 % | \$(4,372) | \$(1,932) | 126 % |
| Loss on debt extinguishment | 1,634 | — | NA | — | — | NA |
| Other expense, net | (130) | (64) | 103 % | (260) | (1,105) | (76)% |
| Total other expense | \$(773) | \$(773) | — % | \$(4,632) | \$(3,037) | 53 % |

Percentage of total revenue:

| | | | | |
|-----------------------------|-------|-------|-------|-------|
| Interest expense, net | (9)% | (4)% | (6)% | (3)% |
| Loss on debt extinguishment | 6 % | — % | — % | — % |
| Other expense, net | — % | — % | (1)% | (2)% |
| Total other expense | (3)% | (4)% | (7)% | (5)% |

For the Three Months Ended September 30, 2017

Interest expense was \$2.3 million in the three months ended September 30, 2017, compared to \$0.7 million in the three months ended September 30, 2016, an increase in interest expense of \$1.6 million, or 221%. The increase was due to an increase in borrowing on our debt facility for the Omtool, RightAnswers, and Waterfall acquisitions in January 2017 April 2017, and July 2017, respectively, and from third party costs expensed as cash interest in conjunction with modifications to our Credit Facility during the three months ended June 30, 2017 and the three months ended September 30, 2017.

Loss on debt extinguishment was \$1.6 million in the three months ended September 30, 2017, compared to zero in the three months ended September 30, 2016, a decrease of \$1.6 million, as a result of a reversal of the immaterial non-cash charge taken during the three months ended June 30, 2017.

Other expense was \$0.1 million in the three months ended September 30, 2017, compared to other expense of \$0.1 million in the three months ended September 30, 2016.

For the Nine Months Ended September 30, 2017

Interest expense was \$4.4 million in the nine months ended September 30, 2017, compared to \$1.9 million in the nine months ended September 30, 2016, an increase in interest expense of \$2.4 million, or 126%. The increase was due to an increase in borrowing on our debt facility for the Omtool, RightAnswers, and Waterfall acquisitions in January 2017 April 2017, and July 2017, respectively, and from third party costs expensed as cash interest in conjunction with modifications to our Credit Facility during the three months ended June 30, 2017 and the three months ended September 30, 2017.

Other expense was \$0.3 million in the nine months ended September 30, 2017, compared to other expense of \$1.1 million in the nine months ended September 30, 2016, a decrease of \$0.8 million. The decrease in other expense was primarily due to the non-cash accounting loss on the divestiture of the EPM Live assets as part of the acquisition of HipCricket in March 2016.

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Provision for Income Taxes

| | Three Months Ended September 30, | | | Nine Months Ended September 30, | | |
|-----------------------------|-------------------------------------|----------|-------------|------------------------------------|----------|-------------|
| | 2017 | 2016 | % Change | 2017 | 2016 | % Change |
| | (dollars in thousands) | | | | | |
| Provision for income taxes | \$ (406) | \$ (308) | 32 % | \$ (1,553) | \$ (569) | 173 % |
| Percentage of total revenue | (1)% | (1)% | | (2)% | (1)% | |

For the Three Months Ended September 30, 2017

Provision for income taxes was \$0.4 million in the three months ended September 30, 2017, compared to the provision for income taxes of \$0.3 million in the three months ended September 30, 2016.

For the Nine Months Ended September 30, 2017

Provision for income taxes was \$1.6 million in the nine months ended September 30, 2017, compared to the provision for income taxes of \$0.6 million in the nine months ended September 30, 2016, an increase of \$1.0 million primarily related to the Company's slightly increased taxable income.

Liquidity and Capital Resources

To date, we have financed our operations primarily through capital raising including sales of our common stock, cash from operating activities, borrowing under our credit facility, and the issuance of notes to sellers in some of our acquisitions.

On May 12, 2017, the Company filed a registration statement on Form S-3 (File No. 333-217977) (the "S-3"), to register Upland securities in an aggregate amount of up to \$75.0 million for offerings from time to time. The S-3 was amended on May 22, 2017, and declared effective on May 26, 2017. On June 6, 2017, pursuant to the S-3, the Company entered into an underwriting agreement (the "Underwriting Agreement") with Needham & Company, LLC and William Blair & Company, L.L.C., as representatives of the several underwriters named therein, relating to the sale and issuance of 2,139,534 common shares of the Company for an offering price to the public of \$21.50 per share. The net proceeds of the registered public offering were approximately \$42.6 million, net of issuance costs, in exchange for 2,139,534 shares of common stock.

As of September 30, 2017, we had cash and cash equivalents of \$53.0 million, \$50.0 million of available borrowings under our loan and security agreements, and \$94.4 million of borrowings outstanding under our loan and security agreements. As of December 31, 2016, we had cash and cash equivalents of \$28.8 million, \$20.0 million of available borrowings under our loan and security agreements, and \$49.4 million of borrowings outstanding under our loan and security agreements.

Fifth Amendment to Credit Facility

On August 2, 2017, the Company entered into a credit facility with Wells Fargo Capital Finance and CIT Bank, N.A. as joint lead arrangers, and including Goldman Sachs Bank USA, Regions Bank, and Citizens Bank, N.A., with a Fifth Amendment to Credit Agreement (the "Fifth Amendment") that amends that certain Credit Agreement dated as of May 14, 2015 (the "Credit Facility") among inter alia the Company, certain of its subsidiaries, and each of the lenders named in the Credit Facility.

The Credit Facility now provides for a \$200.0 million credit facility, including a \$94.4 million outstanding term loan, a \$40.0 million delayed draw term loan commitment, a \$10.0 million revolving loan commitment, and a \$55.0 million uncommitted accordion.

Specifically, the Fifth Amendment provides for, among other things, (i) the expansion of the Company's delayed draw term facility from \$10.0 million to \$40.0 million, (ii) an increase in the Company's uncommitted accordion amount from \$20.0 million to \$55.0 million, (iii) reduces principal installments to 2.5% per annum on or before June 30, 2019 with the existing 5.0% per annum due thereafter until the facility's maturity date of August 2, 2022, (iv) a favorable adjustment to the leverage ratio such that funded indebtedness used in the leverage ratio is reduced by qualified cash in excess of \$2.5 million, not to exceed \$15.0 million, and (v) an increase in the maximum amount of purchase consideration payable in respect of an individual permitted acquisition from \$20.0 million to \$25.0 million and in respect of all permitted acquisitions from \$75.0 million to \$175.0 million.

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As of September 30, 2017 and December 31, 2016, we had a working capital deficit of \$16.5 million and \$7.6 million, respectively, which included \$31.8 million and \$23.6 million of deferred revenue recorded as a current liability as of September 30, 2017 and December 31, 2016, respectively. This deferred revenue will be recognized as revenue in accordance with our revenue recognition policy.

The following table summarizes our cash flows for the periods indicated:

| | Nine Months Ended September 30, | |
|---|---------------------------------------|-----------|
| | 2017 | 2016 |
| | (dollars in thousands) | |
| Consolidated Statements of Cash Flow Data: | | |
| Net cash provided by operating activities | \$5,808 | \$1,135 |
| Net cash used in investing activities | (61,606) | (13,140) |
| Net cash provided by financing activities | 79,534 | 10,758 |
| Effect of exchange rate fluctuations on cash | 482 | 254 |
| Change in cash and cash equivalents | 24,218 | (993) |
| Cash and cash equivalents, beginning of period | 28,758 | 18,473 |
| Cash and cash equivalents, end of period | \$52,976 | \$17,480 |

Cash Flows from Operating Activities

Cash used in operating activities is significantly influenced by the amount of cash we invest in personnel and infrastructure to support the anticipated growth of our business. Our operating assets and liabilities consist primarily of cash, receivables from customers, prepaid assets, unbilled professional services, accounts payable, accrued compensation and other accrued expenses, and deferred revenues. The volume of professional services rendered and the related timing of collections on those bookings, as well as payments of our accounts payable, accrued payroll and related benefits, affect these account balances.

Our cash provided by operating activities for the nine months ended September 30, 2017 primarily reflects our net loss of \$14.9 million plus non-cash expenses that included \$8.1 million of depreciation and amortization, \$7.8 million of non-cash stock compensation expense, \$0.4 million of non-cash interest, \$0.7 million of deferred income taxes, offset by \$0.4 million of foreign currency re-measurement gains. Working capital sources of cash included a \$0.8 million decrease in accounts receivable, a \$1.7 million decrease in Prepaids and other, a \$1.7 million increase in accounts payable, a \$0.8 million increase in accrued expenses, and uses of cash included a \$0.8 million decrease in Deferred Revenue.

A substantial source of cash is invoicing for subscriptions and support fees in advance, which is recorded as deferred revenue, and is included on our consolidated balance sheet as a liability. Deferred revenue consists of the unearned portion of booked fees for our software subscriptions and support, which is amortized into revenue in accordance with our revenue recognition policy. We assess our liquidity, in part, through an analysis of new subscriptions invoiced, expected cash receipts on new and existing subscriptions, and our ongoing operating expense requirements.

Cash Flows from Investing Activities

Our primary investing activities have consisted of acquisitions of complementary technologies, products and businesses. As our business grows, we expect our primary investing activities to continue to further expand our family of software applications and infrastructure and support additional personnel.

For the nine months ended September 30, 2017, cash used in investing activities for business combinations, consisted of (i) cash proceeds totaling \$61.1 million paid during the period to sellers of Omtool, Ltd., RightAnswers, Inc., and Waterfall International, Inc., which were acquired in January, April, and July 2017, respectively, (ii) purchases of customer relationships of \$0.1 million, and (iii) purchases of property and equipment of \$0.4 million.

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Our future capital requirements will depend on many factors, including our growth rate, the timing and extent of spending to support research and development efforts, the expansion of sales and marketing activities, the introduction of new and enhanced applications and professional service offerings, and acquisitions of complementary technologies, products and businesses.

Cash Flows from Financing Activities

Our primary financing activities have consisted of capital raised to fund our operations, proceeds from debt obligations incurred to finance our operations, repayments of our debt obligations and share based payment activity. During the nine months ended September 30, 2017, we received \$42.6 million, net of issuance costs, related to the issuance of our common stock, borrowed and repaid \$9.0 million under our revolving line of credit, and borrowed \$45.7 million, net of issuance costs, in term loans, comprised of (i) \$9.9 million delayed draw term loan, net of issuance costs, (ii) \$14.4 million, net of issuance costs from the accordion feature of our credit agreement, and (iii) an additional \$21.4 million term loan, net of issuance costs, repaid \$2.3 million of term loans payable, paid \$5.4 million in additional consideration to sellers of acquired businesses, and made principal payments of \$1.1 million on capital leases.

Loan and Security Agreements

See Note 6 - Debt for more information regarding our Loan and Security Agreements and outstanding debt as of September 30, 2017.

Off-Balance Sheet Arrangements

During the nine months ended September 30, 2017 and September 30, 2016, respectively, we did not have any relationships with unconsolidated organizations or financial partnerships, such as structured finance or special-purpose entities, that would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes.

Critical Accounting Policies and the Use of Estimates

We prepare our consolidated financial statements in accordance with generally accepted accounting principles in the United States. The preparation of consolidated financial statements also requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, costs and expenses and related disclosures. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. Actual results could differ significantly from the estimates made by our management. To the extent that there are differences between our estimates and actual results, our future financial statement presentation, financial condition, results of operations and cash flows will be affected. We believe that the accounting policies discussed below are critical to understanding our historical and future performance, as these policies relate to the more significant areas involving management's judgments and estimates.

The following critical accounting policies reflect significant judgments and estimates used in the preparation of our consolidated financial statements:

- revenue recognition and deferred revenue;
- stock-based compensation;
- income taxes; and
- business combinations and the recoverability of goodwill and long-lived assets.

Other Key Accounting Policies

Our unaudited interim financial statements and other financial information for the three and nine months ended September 30, 2017, as presented herein and in Item 1 to this Quarterly Report on Form 10-Q, reflects no material changes in our critical accounting policies and estimates as set forth in our Annual report on Form 10-K for

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the year ended December 31, 2016 filed with the SEC on March 30, 2017. Please refer to this Annual Report for a detailed description of our critical accounting policies that involve significant management judgment.

We evaluate our estimates, judgments and assumptions on an ongoing basis, and while we believe that our estimates, judgments and assumptions are reasonable, they are based upon information available at the time. Actual results may differ significantly from these estimates under different assumptions, judgments or conditions.

Under Section 107(b) of the JOBS Act, emerging growth companies can delay adopting new or revised accounting standards until such time as those standards apply to private companies. We are choosing to opt out of such extended transition period, however, and we will comply with new or revised accounting standards on the relevant dates on which adoption of such standards is required for non-emerging growth companies. Section 107 of the JOBS Act provides that our decision to opt out of the extended transition period for complying with new or revised accounting standards is irrevocable.

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Item 3. Quantitative and Qualitative Disclosures About Market Risk

We have operations both within the United States and internationally, and we are exposed to market risks in the ordinary course of our business. These risks primarily include interest rate, foreign exchange and inflation risks, as well as risks relating to changes in the general economic conditions in the countries where we conduct business. The statement of operations impact is mitigated by having an offsetting liability in deferred revenue to partially or completely offset against the outstanding receivable if an account should become uncollectible. Our cash balances are kept in customary operating accounts, a portion of which are insured by the Federal Deposit Insurance Corporation, and uninsured money market accounts. The majority of our cash balances in money market accounts are with Comerica Bank, our former lender under our loan and security agreements. To date, we have not used derivative instruments to mitigate the impact of our market risk exposures. We also have not used, nor do we intend to use, derivatives for trading or speculative purposes.

Interest Rate Risk

Our exposure to market risk for changes in interest rates primarily relates to our cash equivalents and any variable rate indebtedness. The primary objective of our investment activities is to preserve principal while maximizing yields without significantly increasing risk. This objective is accomplished currently by making diversified investments, consisting only of money market mutual funds and certificates of deposit. Any draws under our loan and security agreements bear interest at a variable rate tied to the prime rate. As of September 30, 2017, we had a principal balance of \$89.0 million under our U.S. Term Loan, none under our U.S. Revolver, \$5.4 million under our Canadian Term Loan and none under our Canadian Revolver. See Note 12 — Subsequent Events in Notes to Unaudited Condensed Consolidated Financial Statements for more information regarding additions to this facility.

As of December 31, 2016, we had a principal balance of \$43.8 million under our U.S. Loan Agreement and \$5.6 million under our Canadian Loan Agreement.

Foreign Currency Exchange Risk

Our results of operations and cash flows are subject to fluctuations due to changes in foreign currency exchange rates, which expose us to foreign exchange rate risk. In addition, we incur a portion of our operating expenses in foreign currencies, including Canadian dollars, British pounds and Euros, and in the future as we expand into other foreign countries, we expect to incur operating expenses in other foreign currencies. In addition, our customers are generally invoiced in the currency of the country in which they are located. We are exposed to foreign exchange rate fluctuations as the financial results of our international operations are translated from the local functional currency into U.S. dollars upon consolidation. A decline in the U.S. dollar relative to foreign functional currencies would increase our non-U.S. revenue and improve our operating results. Conversely, if the U.S. dollar strengthens relative to foreign functional currencies, our revenue and operating results would be adversely affected. The effect of a hypothetical 10% change in foreign currency exchange rates applicable to our business would have resulted in a change in revenue of \$7.0 million for the nine months ended September 30, 2017. To date, we have not engaged in any hedging strategies. As our international operations grow, we will continue to reassess our approach to manage our risk relating to fluctuations in foreign currency exchange rates.

Inflation

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

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Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

The term “disclosure controls and procedures,” as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act refers to controls and procedures that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that such information is accumulated and communicated to a company’s management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure.

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of our disclosure controls and procedures, as such term is defined under Rule 13a-15(e) promulgated under the Exchange Act, as of the end of the period covered by this Report. Based on this evaluation, the Chief Executive Officer and Chief Financial Officer concluded that as of the end of the period covered by this Report, our disclosure controls and procedures were effective at the reasonable assurance level.

Changes in Internal Control over Financial Reporting

Subsequent to the filing of our Quarterly Report on Form 10-Q for the quarter ended June 30, 2017, we identified and successfully remediated a material weakness in the operating effectiveness of the review control over the evaluation of certain complex and non-routine debt modifications. Management has completed the following improvements to this review control over the evaluation of certain complex and non-routine debt modifications:

Conducted training regarding the design and operation of controls with those responsible for performing and reviewing the process level control activities over the evaluation of certain complex and non-routine debt modifications, in connection with amendments of our credit facilities, for modification versus extinguishment accounting under ASC 470, Debt, based on the application of the cash flow test.

Enhanced review controls over non-routine debt transactions,

Management has assessed the above identified changes to the review control over the evaluation of certain complex and non-routine debt modifications to ensure that the changes have been properly designed and implemented and are operating effectively. The assessment performed has allowed management to conclude that as of the end of the period covered by this Report, the Company’s disclosure controls and procedures were effective at the reasonable assurance level. The process for evaluating controls and procedures is continuous and encompasses constant improvement of the design and effectiveness of established controls and procedures and the remediation of any deficiencies which may be identified during this process.

There were no other changes in our internal control over financial reporting during the quarter that materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

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PART II – OTHER INFORMATION

Item 1A. Risk Factors

The risk factor set forth below replaces the risk factor in our Annual Report on Form 10-K for the year ended December 31, 2016, entitled "Our loan facility contains operating and financial covenants that may restrict our business and financing activities." Other than the risk factor set forth below, there have been no material changes from the risk factors disclosed in our Annual Report on Form 10-K for the year ended December 31, 2016.

Our Credit Facility contains operating and financial covenants that may restrict our business and financing activities. On May 14, 2015, we entered into a credit facility with Wells Fargo Capital Finance, which has been amended through a series of redeterminations and expanded to include a syndicate of banks (as amended, the "Credit Facility"). In 2017, the Credit Facility was amended on April 21, 2017 with the Fourth Amendment to the Credit Agreement (the Fourth Amendment") and further amended on August 2, 2017 with the Fifth Amendment to Credit Agreement ("the Fifth Amendment").

Effective as of the Fourth Amendment executed on April 21, 2017, the Credit Facility was comprised of a \$44.4 million term loan, a \$10.0 million revolving credit facility, a \$10.0 million delayed draw term loan for acquisitions. Additionally, the facility provided for uncommitted increases in the maximum size of the loan facility by an aggregate principal amount of \$20.0 million to further support future acquisitions and an additional \$16.7 million of subordinated seller notes for acquisitions.

Effective as of the Fifth Amendment executed on August 2, 2017, the Credit Facility now provides for a \$200.0 million credit facility, including a \$94.4 million outstanding term loan, a \$40.0 million delayed draw term loan commitment, a \$10.0 million revolving loan commitment, and a \$55.0 million uncommitted accordion.

Specifically, the Fifth Amendment provides for, among other things, (i) the expansion of the Company's delayed draw term facility from \$10.0 million to \$40.0 million, (ii) an increase in the Company's uncommitted accordion amount from \$20.0 million to \$55.0 million, (iii) reduces principal installments to 2.5% per annum on or before June 30, 2019 with the existing 5.0% per annum due thereafter until the facility's maturity date of August 2, 2022, (iv) favorable adjustment of leverage ratio to exclude excess of \$2.5 million and up to \$15.0 million in qualified cash from such calculation, and (v) an increase in the maximum amount of purchase consideration payable in respect of an individual permitted acquisition from \$20.0 million to \$25.0 million and in respect of all permitted acquisitions from \$75.0 million to \$175.0 million.

Our obligations and the obligations of the co-borrowers and any guarantors under the Credit Facility are secured by a security interest in substantially all of our assets and assets of the co-borrowers' and of any guarantors, including intellectual property. The terms of the Credit Facility limits, among other things, our ability to

- sell, lease, license or otherwise dispose of assets;
- undergo a change in control;
- consolidate or merge with or into other entities;
- make or own loans, investments and acquisitions;
- create, incur or assume guarantees in respect of obligations of other persons;
- create, incur or assume liens and other encumbrances; or
- pay dividends or make distributions on, or purchase or redeem, our capital stock.

Furthermore, the Credit Facility requires us and our subsidiaries to comply with certain financial covenants. The operating and other restrictions and covenants in the Credit Facility, and in any future financing arrangements that we may enter into, may restrict our ability to finance our operations, engage in certain business activities, or expand or fully pursue our business strategies, or otherwise limit our discretion to manage our business. Our ability to comply with these restrictions and covenants may be affected by events beyond our control, and we may not be able to meet those restrictions and covenants. A breach of any of the restrictions and covenants could result in a default under the Credit Facility or any future financing arrangements, which could cause any outstanding

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indebtedness under the credit facility or under any future financing arrangements to become immediately due and payable, and result in the termination of commitments to extend further credit.

As of September 30, 2017 there was \$94.4 million outstanding under the Credit Facility, \$94.4 million of which was outstanding under the term loan portion, none outstanding under the \$40.0 million delayed draw term loan, none outstanding under the \$10.0 million revolving portion of the Credit Facility and none outstanding under the \$55.0 million uncommitted loan feature.

Item 6. Exhibits

See the Exhibit Index immediately following this page, which is incorporated herein by reference.

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EXHIBIT INDEX

| Exhibit Number | Exhibit Description |
|-------------------|--|
| <u>10.1*</u> | Fifth Amendment to Credit Agreement dated as of August 2, 2017, among inter alia the Company and certain of its domestic and Canadian subsidiaries, as borrowers, and each of the lenders party thereto. |
| <u>31.1*</u> | Certification of Chief Executive Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| <u>31.2*</u> | Certification of Chief Financial Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| <u>32.1**</u> | Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| <u>32.2**</u> | Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| 101.INS*** | XBRL Instance Document |
| 101.SCH*** | XBRL Taxonomy Extension Schema Document |
| 101.CAL*** | XBRL Taxonomy Extension Calculation Linkbase Document |
| 101.DEF*** | XBRL Taxonomy Extension Definition Linkbase Document |
| 101.LAB*** | XBRL Taxonomy Extension Label Linkbase Document |
| 101.PRE*** | XBRL Taxonomy Extension Presentation Linkbase Document |

*Filed herewith.

**Furnished herewith.

The financial information contained in these XBRL documents is unaudited and these are not the official publicly filed financial statements of Upland Software, Inc. Investors should continue to rely on the official filed version of the furnished documents and not rely on this information in making investment decisions. In accordance with Rule ***402 of Regulation S-T, the information in these exhibits shall not be deemed to be “filed” for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

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SIGNATURES

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

UPLAND SOFTWARE, INC.

Dated: November 14, 2017 /s/ Michael D. Hill

Michael D. Hill

Chief Financial Officer