COMMVAULT SYSTEMS INC
Form 10-Q
February 01, 2013
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

þ **Quarterly Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**
For the quarterly period ended: December 31, 2012

¨ **Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**
Commission File Number: 1-33026

CommVault Systems, Inc.

(Exact name of registrant as specified in its charter)

Delaware **(State or other jurisdiction of** **incorporation or organization)**	**22-3447504** **(I.R.S. Employer Identification No.)**
2 Crescent Place **Oceanport, New Jersey** **(Address of principal executive offices)**	**07757** **(Zip Code)**

(732) 870-4000

(Registrant s telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by the Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such 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 þ **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 registrant was required to submit and post such files.)

Yes þ **No** ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of accelerated filer and large accelerated filer in rule 12b-2 of the Exchange Act. (Check one):

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ¨ **No** þ

As of January 23, 2013, there were 46,158,204 shares of the registrant s common stock, $0.01 par value, outstanding.

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Exhibit 31.2

Exhibit 32.1

Exhibit 32.2

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CommVault Systems, Inc.

Consolidated Balance Sheets

(In thousands, except per share data)

	December 31, 2012 (unaudited)	March 31, 2012
Assets		
Current assets:		
Cash and cash equivalents	$ 395,298	$ 297,088
Short-term investments	1,948	3,146
Trade accounts receivable, less allowance for doubtful accounts of $105 at December 31, 2012 and $97 at March 31, 2012	71,415	67,793
Prepaid expenses and other current assets	15,260	12,606
Deferred tax assets, net	13,921	14,717
Total current assets	497,842	395,350
Deferred tax assets, net	22,546	23,861
Property and equipment, net	11,151	9,137
Other assets	6,875	4,340
Total assets	$ 538,414	$ 432,688
Liabilities and stockholders equity		
Current liabilities:		
Accounts payable	$ 2,692	$ 1,847
Accrued liabilities	46,537	45,888
Deferred revenue	134,884	125,314
Total current liabilities	184,113	173,049
Deferred revenue, less current portion	26,737	22,059
Other liabilities	7,899	7,596
Stockholders equity:		
Preferred stock, $0.01 par value: 50,000 shares authorized, no shares issued and outstanding at December 31, 2012 and March 31, 2012		
Common stock, $0.01 par value: 250,000 shares authorized, 46,055 shares and 44,594 shares issued and outstanding at December 31, 2012 and March 31, 2012, respectively	461	446
Additional paid-in capital	373,718	320,438
Accumulated deficit	(54,915)	(91,139)
Accumulated other comprehensive income	401	239
Total stockholders equity	319,665	229,984
Total liabilities and stockholders equity	$ 538,414	$ 432,688

See accompanying unaudited notes to consolidated financial statements

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CommVault Systems, Inc.

Consolidated Statements of Income

(In thousands, except per share data)

(Unaudited)

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2012	2011	2012	2011
Revenues:				
Software	$ 65,909	$ 51,421	$ 179,363	$ 143,047
Services	62,238	52,219	178,213	149,578
Total revenues	128,147	103,640	357,576	292,625
Cost of revenues:				
Software	776	795	2,098	2,051
Services	15,687	12,815	44,998	36,676
Total cost of revenues	16,463	13,610	47,096	38,727
Gross margin	111,684	90,030	310,480	253,898
Operating expenses:				
Sales and marketing	64,547	56,142	176,634	157,124
Research and development	12,367	10,087	34,749	28,949
General and administrative	13,317	10,361	36,568	29,167
Depreciation and amortization	1,226	1,120	3,533	3,244
Income from operations	20,227	12,320	58,996	35,414
Interest expense		(4)		(57)
Interest income	299	190	796	513
Income before income taxes	20,526	12,506	59,792	35,870
Income tax expense	8,326	5,346	23,568	13,772
Net income	$ 12,200	$ 7,160	$ 36,224	$ 22,098
Net income per common share:				
Basic	$ 0.27	$ 0.16	$ 0.80	$ 0.50
Diluted	$ 0.25	$ 0.15	$ 0.75	$ 0.47
Weighted average common shares outstanding:				
Basic	45,738	43,834	45,203	43,981
Diluted	48,564	46,791	47,999	47,003

See accompanying unaudited notes to consolidated financial statements

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CommVault Systems, Inc.

Consolidated Statements of Comprehensive Income

(In thousands)

(Unaudited)

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2012	2011	2012	2011
Net income	$ 12,200	$ 7,160	$ 36,224	$ 22,098
Other comprehensive income (loss):				
Foreign currency translation adjustment	(204)	(196)	162	(680)
Comprehensive income	$ 11,996	$ 6,964	$ 36,386	$ 21,418

See accompanying unaudited notes to consolidated financial statements

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CommVault Systems, Inc.

Consolidated Statement of Stockholders Equity

(In thousands)

(Unaudited)

	Common Stock Shares	Common Stock Amount	Additional Paid In Capital	Accumulated Deficit	Accumulated Other Comprehensive Income	Total
Balance as of March 31, 2012	44,594	$ 446	$ 320,438	$ (91,139)	$ 239	$ 229,984
Stock-based compensation			21,061			21,061
Tax benefits relating to stock-based payments			18,157			18,157
Exercise of common stock options and vesting of restricted stock units	1,461	15	14,062			14,077
Net income				36,224		36,224
Foreign currency translation adjustment					162	162
Balance as of December 31, 2012	46,055	$ 461	$ 373,718	$ (54,915)	$ 401	$ 319,665

See accompanying unaudited notes to consolidated financial statements

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CommVault Systems, Inc.

Consolidated Statements of Cash Flows

(In thousands)

(Unaudited)

	Nine Months Ended December 31, 2012	Nine Months Ended December 31, 2011
Cash flows from operating activities		
Net income	$ 36,224	$ 22,098
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	3,605	3,349
Noncash stock-based compensation	21,061	15,044
Excess tax benefits from stock-based compensation	(18,114)	(7,026)
Deferred income taxes	2,113	(365)
Changes in operating assets and liabilities:		
Trade accounts receivable	(3,435)	7,720
Prepaid expenses and other current assets	(2,648)	(1,811)
Other assets	(1,593)	(3,195)
Accounts payable	835	1,197
Accrued liabilities	17,511	11,423
Deferred revenue	13,950	20,227
Other liabilities	293	1,222
Net cash provided by operating activities	69,802	69,883
Cash flows from investing activities		
Purchase of short-term investments	(1,948)	(3,146)
Proceeds from maturity of short-term investments	3,146	1,150
Purchase of property and equipment	(5,606)	(4,417)
Net cash used in investing activities	(4,408)	(6,413)
Cash flows from financing activities		
Repurchase of common stock		(45,639)
Proceeds from the exercise of stock options	14,077	14,014
Excess tax benefits from stock-based compensation	18,114	7,026
Net cash provided by (used in) financing activities	32,191	(24,599)
Effects of exchange rate changes in cash	625	(2,035)
Net increase in cash and cash equivalents	98,210	36,836
Cash and cash equivalents at beginning of period	297,088	217,170
Cash and cash equivalents at end of period	$ 395,298	$ 254,006

See accompanying unaudited notes to consolidated financial statements

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CommVault Systems, Inc.

Notes to Consolidated Financial Statements Unaudited

(In thousands, except per share data)

1. Nature of Business

CommVault Systems, Inc. and its subsidiaries (CommVault or the Company) is a leading provider of data and information management software applications and related services. The Company develops, markets and sells a suite of software applications and services, primarily in North America, Europe, Australia and Asia, that provides its customers with high-performance data protection; data migration and archiving; snapshot management and replication of data; integrated source and target deduplication; e-discovery and compliance solutions; protection, recovery and discovery of data in virtual server environments; enterprise-wide search capabilities; and management and operational reports, remote services and troubleshooting tools. The Company s unified suite of data and information management software applications, which is sold under the Simpana brand, shares an underlying architecture that has been developed to minimize the cost and complexity of managing data on globally distributed and networked storage infrastructures. The Company also provides its customers with a broad range of professional and customer support services.

2. Basis of Presentation

The consolidated financial statements as of December 31, 2012 and for the three and nine months ended December 31, 2012 and 2011 are unaudited, and in the opinion of management, include all adjustments (consisting only of normal recurring adjustments) necessary for a fair presentation of the results for the interim periods. Accordingly, they do not include all of the information and footnotes required by U.S. generally accepted accounting principles (U.S. GAAP) for complete financial statements and should be read in conjunction with the financial statements and notes in the Company s Annual Report on Form 10-K for fiscal 2012. The results reported in these financial statements should not necessarily be taken as indicative of results that may be expected for the entire fiscal year.

3. Summary of Significant Accounting Policies

There have been no significant changes in the Company s accounting policies during the nine months ended December 31, 2012 as compared to the significant accounting policies described in its Annual Report on Form 10-K for the year ended March 31, 2012. A summary of the Company s significant accounting policies is disclosed below.

Use of Estimates

The preparation of financial statements and related disclosures in conformity with U.S. GAAP requires management to make judgments and estimates that affect the amounts reported in the Company s consolidated financial statements and the accompanying notes. The Company bases its estimates and judgments on historical experience and on various other assumptions that it believes are reasonable under the circumstances. The amounts of assets and liabilities reported in the Company s balance sheets and the amounts of revenues and expenses reported for each of its periods presented are affected by estimates and assumptions, which are used for, but not limited to, the accounting for revenue recognition, allowance for doubtful accounts, income taxes and related reserves and stock-based compensation accounting. Actual results could differ from those estimates.

Revenue Recognition

The Company derives revenues from two primary sources: software licenses and services. Services include customer support, consulting, assessment and design services, installation services and training. A typical sales arrangement includes both of these sources.

For sales arrangements involving multiple elements, the Company recognizes revenue using the residual method. Under the residual method, the Company allocates and defers revenue for the undelivered elements based on fair value and recognizes the difference between the total arrangement fee and the amount deferred for the undelivered elements as revenue. The determination of fair value of the undelivered elements in multiple-element arrangements is based on the price charged when such elements are sold separately, which is commonly referred to as vendor-specific objective-evidence, or VSOE.

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CommVault Systems, Inc.

Notes to Consolidated Financial Statements Unaudited (continued)

(In thousands, except per share data)

The Company s software licenses typically provide for a perpetual right to use the Company s software and are sold on a per-copy basis, on a capacity basis or as site licenses. Software licenses sold on a capacity basis provide the customer with unlimited licenses of specified software products based on a defined level of terabytes of data under management. Site licenses give the customer the additional right to deploy the software on a limited basis during a specified term. The Company recognizes software revenue through direct sales channels upon receipt of a purchase order or other persuasive evidence and when all other basic revenue recognition criteria are met as described below. The Company recognizes software revenue through all indirect sales channels on a sell-through model. A sell-through model requires that the Company recognize revenue when the basic revenue recognition criteria are met as described below and these channels complete the sale of the Company s software products to the end-user. Revenue from software licenses sold through an original equipment manufacturer partner is recognized upon the receipt of a royalty report or purchase order from that original equipment manufacturer partner.

Services revenue includes revenue from customer support and other professional services. Customer support includes software updates on a when-and-if-available basis, telephone support, integrated web-based support and bug fixes or patches. Customer support revenue is recognized ratably over the term of the customer support agreement, which is typically one year. To determine the price for the customer support element when sold separately, the Company primarily uses historical renewal rates. Historical renewal rates are supported by performing an analysis in which the Company segregates its customer support renewal contracts into different classes based on specific criteria including, but not limited to, the dollar amount of the software purchased, the level of customer support being provided and the distribution channel. As a result of this analysis, the Company has concluded that it has established VSOE for the different classes of customer support when the support is sold as part of a multiple-element sales arrangement. The Company s determination of fair value for customer support has not changed for the periods presented.

The Company s other professional services include consulting, assessment and design services, installation services and training. Other professional services provided by the Company are not mandatory and can also be performed by the customer or a third-party. In addition to a signed purchase order, the Company s consulting, assessment and design services and installation services are, in some cases, evidenced by a Statement of Work, which defines the specific scope of such services to be performed when sold and performed on a stand-alone basis or included in multiple-element sales arrangements. Revenues from consulting, assessment and design services and installation services are based upon a daily or weekly rate and are recognized when the services are completed. Training includes courses taught by the Company s instructors or third-party contractors either at one of the Company s facilities or at the customer s site. Training fees are recognized as revenue after the training course has been provided. Based on the Company s analysis of such other professional services transactions sold on a stand-alone basis, the Company has concluded it has established VSOE for such other professional services when sold in connection with a multiple-element sales arrangement. The Company generally performs its other professional services within 90 days of entering into an agreement. The Company s determination of fair value for other professional services has not changed for the periods presented.

The Company has analyzed all of the undelivered elements included in its multiple-element sales arrangements and determined that VSOE of fair value exists to allocate revenues to services. Accordingly, assuming all basic revenue recognition criteria are met, software revenue is recognized upon delivery of the software license using the residual method.

The Company considers the four basic revenue recognition criteria for each of the elements as follows:

Persuasive evidence of an arrangement with the customer exists. The Company s customary practice is to require a purchase order and, in some cases, a written contract signed by both the customer and the Company, or other persuasive evidence that an arrangement exists prior to recognizing revenue related to an arrangement.

Delivery or performance has occurred. The Company s software applications are either physically or electronically delivered to customers with standard transfer terms such as FOB shipping point. Software and/or software license keys for add-on orders or software updates are typically delivered in an electronic format. If products that are essential to the functionality of the delivered software in an arrangement have

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CommVault Systems, Inc.

Notes to Consolidated Financial Statements Unaudited (continued)

(In thousands, except per share data)

not been delivered, the Company does not consider delivery to have occurred. Services revenue is recognized when the services are completed, except for customer support, which is recognized ratably over the term of the customer support agreement, which is typically one year.

Vendor s fee is fixed or determinable. The fee customers pay for software applications, customer support and other professional services is negotiated at the outset of a sales arrangement. The fees are therefore considered to be fixed or determinable at the inception of the arrangement.

Collection is probable. Probability of collection is assessed on a customer-by-customer basis. Each new customer undergoes a credit review process to evaluate its financial position and ability to pay. If the Company determines from the outset of an arrangement that collection is not probable based upon the review process, revenue is recognized at the earlier of when cash is collected or when sufficient credit becomes available, assuming all of the other basic revenue recognition criteria are met.

The Company s sales arrangements generally do not include acceptance clauses. However, if an arrangement does include an acceptance clause, revenue for such an arrangement is deferred and recognized upon acceptance. Acceptance occurs upon the earliest of receipt of a written customer acceptance, waiver of customer acceptance or expiration of the acceptance period.

Net Income per Common Share

Basic net income per common share is computed by dividing net income by the weighted average number of common shares during the period. Diluted net income per share is computed using the weighted average number of common shares and, if dilutive, potential common shares outstanding during the period. Potential common shares consist of the incremental common shares issuable upon the exercise of stock options and the vesting of restricted stock units. The dilutive effect of such potential common shares is reflected in diluted earnings per share by application of the treasury stock method.

The following table sets forth the computation of basic and diluted net income per common share:

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2012	2011	2012	2011
Net income	$ 12,200	$ 7,160	$ 36,224	$ 22,098
Basic net income per common share:				
Basic weighted average shares outstanding	45,738	43,834	45,203	43,981
Basic net income per common share	$ 0.27	$ 0.16	$ 0.80	$ 0.50
Diluted net income per common share:				
Basic weighted average shares outstanding	45,738	43,834	45,203	43,981
Dilutive effect of stock options and restricted stock units	2,826	2,957	2,796	3,022
Diluted weighted average shares outstanding	48,564	46,791	47,999	47,003

Diluted net income per common share	$ 0.25	$ 0.15	$ 0.75	$ 0.47

The diluted weighted average shares outstanding in the table above exclude outstanding stock options and restricted stock units totaling approximately 894 and 1,038 for the three months ended December 31, 2012 and 2011, respectively, and 507 and 478 for the nine months ended December 31, 2012 and 2011, respectively, because the effect would have been anti-dilutive.

Cash and Cash Equivalents

The Company considers all highly liquid investments with maturities of three months or less at the date of purchase to be cash equivalents. As of December 31, 2012, the Company s cash and cash equivalents balance consisted primarily of money market funds.

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Notes to Consolidated Financial Statements Unaudited (continued)

(In thousands, except per share data)

Concentration of Credit Risk

The Company grants credit to customers in a wide variety of industries worldwide and generally does not require collateral. Credit losses relating to these customers have been minimal.

Sales through the Company s reseller and original equipment manufacturer agreements with Dell totaled 20% and 22% of total revenues for the nine months ended December 31, 2012 and 2011. Dell accounted for 21% and 25% of accounts receivable as of December 31, 2012 and March 31, 2012, respectively. Sales through the Company s distribution agreement with Arrow Enterprise Computing Solutions, Inc. (Arrow) totaled 28% and 27% of total revenues for the nine months ended December 31, 2012 and 2011, respectively. Arrow accounted for approximately 33% and 30% of total accounts receivable as of December 31, 2012 and March 31, 2012, respectively.

Fair Value of Financial Instruments

The carrying amounts of the Company s cash and cash equivalents, accounts receivable and accounts payable approximate their fair values due to the short-term maturity of these instruments. As of December 31, 2012, the Company s short-term investments balance consisted of certificates of deposit.

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for such asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value should maximize the use of observable inputs and minimize the use of unobservable inputs. To measure fair value, the Company uses the following fair value hierarchy based on three levels of inputs, of which the first two are considered observable and the last unobservable:

Level 1 Quoted prices in active markets for identical assets or liabilities.

Level 2 Inputs other than Level 1 that are observable for the asset or liability, either directly or indirectly, such as quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data by correlation or other means.

Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The following table summarizes the composition of the Company s financial assets measured at fair value on a recurring basis at December 31, 2012 and March 31, 2012:

	December 31, 2012	March 31, 2012
Cash and cash equivalents:		
Money market funds	$ 308,632	$ 232,037

All of the Company s financial instruments in the table above were classified and measured as Level I instruments.

Deferred Revenue

Deferred revenues represent amounts collected from, or invoiced to, customers in excess of revenues recognized. This results primarily from the billing of annual customer support agreements, as well as billings for other professional services fees that have not yet been performed by the Company and billings for license fees that are deferred due to one of the revenue recognition criteria not being met. The value of deferred revenues will increase or decrease based on the timing of invoices and recognition of revenue. The Company expenses internal direct and incremental costs related to contract acquisition and origination as incurred.

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CommVault Systems, Inc.

Notes to Consolidated Financial Statements Unaudited (continued)

(In thousands, except per share data)

Deferred revenue consists of the following:

	December 31, 2012		March 31, 2012	
Current:				
Deferred software revenue	$	3,134	$	3,764
Deferred services revenue		131,750		121,550
	$	134,884	$	125,314
Non-current:				
Deferred services revenue	$	26,737	$	22,059

Accounting for Stock-Based Compensation

The Company utilizes the Black-Scholes pricing model to determine the fair value of non-qualified stock options on the dates of grant. Restricted stock units are measured based on the fair market values of the underlying stock on the dates of grant. The Company recognizes stock-based compensation using the straight-line method for all stock awards.

The Company classifies benefits of tax deductions in excess of the compensation cost recognized (excess tax benefits) as a financing item cash inflow with a corresponding operating cash outflow. For the nine months ended December 31, 2012 and 2011, the Company includes $18,114 and $7,026, respectively, as a financing cash inflow.

Share Repurchases

The Company considers all shares repurchased as cancelled shares restored to the status of authorized but unissued shares on the trade date. The aggregate purchase price of the shares of the Company s common stock repurchased is reflected as a reduction to Stockholders Equity. The Company accounts for shares repurchased as an adjustment to common stock (at par value) with the excess repurchase price allocated between Additional Paid-in Capital and Accumulated Deficit. There were no stock repurchases during the nine months ended December 31, 2012.

Foreign Currency Translation

The functional currencies of the Company s foreign operations are deemed to be the local country s currency. Assets and liabilities of the Company s international subsidiaries are translated at their respective period-end exchange rates, and revenues and expenses are translated at average currency exchange rates for the period. The resulting balance sheet translation adjustments are included in Comprehensive Income and are reflected as a separate component of Stockholders Equity through Accumulated Other Comprehensive Income.

Foreign currency transaction gains and losses are recorded in General and administrative expenses in the Consolidated Statements of Income. The Company recognized net foreign currency transaction losses of $88 and $130 in the three and nine months ended December 31, 2012, respectively, and net foreign currency transaction gains (losses) of $(23) and $12 in the three and nine months ended December 31, 2011, respectively. The net foreign currency transaction gains and losses recorded in General and administrative expenses include settlement gains and losses on forward contracts disclosed below.

To date, the Company has selectively hedged its exposure to foreign currency transaction gains and losses on the balance sheet through the use of forward contracts, which were not designated as hedging instruments. The duration of forward contracts utilized for hedging the Company s balance sheet exposure is generally one to three months. As of December 31, 2012 and March 31, 2012, the Company did not have any forward contracts outstanding. In the three and nine months ended December 31, 2012, the Company recorded net realized losses of $98 and $163, respectively, in general and administrative expenses related to the settlement of forward exchange contracts. In the three and nine months ended December 31, 2011, the Company recorded net realized losses of $137 and $10, respectively, in general and administrative expenses related to the settlement of forward exchange contracts. In the future, the Company may enter into additional foreign currency-based hedging contracts to reduce its exposure to significant fluctuations in currency exchange rates on the balance sheet.

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CommVault Systems, Inc.

Notes to Consolidated Financial Statements Unaudited (continued)

(In thousands, except per share data)

Impact of Recently Issued Accounting Standards

In June 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update No. 2011-05, *Comprehensive Income (Topic 220)* Presentation of Comprehensive Income (ASU 2011-05), to require an entity to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate, but consecutive statements. ASU 2011-05 eliminates the option to present the components of other comprehensive income as part of the statement of equity. ASU 2011-05 became effective for the Company in its first quarter of fiscal 2013 and was applied retrospectively. There was no significant impact on the Company s consolidated financial statements.

In December 2011, the FASB issued Accounting Standards Update No. 2011-12, *Comprehensive Income (Topic 220): Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income* (ASU 2011-12), to defer the effective date of the specific requirement to present items that are reclassified out of accumulated other comprehensive income to net income alongside their respective components of net income and other comprehensive income.

4. Contingencies

In the normal course of its business, the Company may be involved in various claims, negotiations and legal actions. As of December 31, 2012, the Company is not aware of any asserted or unasserted claims, negotiations and legal actions that are both considered reasonably possible of occurring and also would require disclosure under the guidance.

5. Capitalization

As of December 31, 2012, the Company is authorized to repurchase up to a total of $220,000 of its common stock through March 31, 2014 under its stock repurchase program. During the nine months ended December 31, 2012, the Company did not repurchase any of its shares under its stock repurchase program. As of December 31, 2012, the Company has repurchased approximately $117,157 under the stock repurchase authorization and may repurchase an additional $102,843 of its common stock under the current program through March 31, 2014.

On November 13, 2008, the Board of Directors of the Company adopted a Rights Plan and declared a dividend distribution of one Right for each outstanding share of common stock to shareholders of record on November 24, 2008. Each Right, when exercisable, entitles the registered holder to purchase one one-thousandth of a share of Series A Junior Participating Preferred Stock, par value $0.01 per share, at a purchase price of eighty dollars per one one-thousandth of a share, subject to adjustment. Of the 50,000 shares of preferred stock authorized under the Company s certificate of incorporation, 150 have been designated as Series A Junior Participating Preferred.

The Rights will become exercisable following the tenth business day after (i) a person or group announces the acquisition of 15% or more of the Company s common stock or (ii) commencement of a tender or exchange offer, the consummation of which would result in ownership by the person or group of 15% or more of the Company s common stock. The Company is also entitled to redeem the Rights at $0.001 per right under certain circumstances.

The Rights expire on November 14, 2018, if not exercised or redeemed.

6. Stock Plans

As of December 31, 2012, the Company maintains two stock incentive plans, the 1996 Stock Option Plan (the Plan) and the 2006 Long-Term Stock Incentive Plan (the LTIP).

Under the Plan, the Company may grant non-qualified stock options to purchase 11,705 shares of common stock to certain officers and employees. Stock options are granted at the discretion of the Board and expire 10 years from the date of the grant. At December 31, 2012, there were 571 options available for future grant under the Plan.

CommVault Systems, Inc.

Notes to Consolidated Financial Statements Unaudited (continued)

(In thousands, except per share data)

The LTIP permits the grant of incentive stock options, non-qualified stock options, restricted stock awards, restricted stock units, stock appreciation rights, performance stock awards and stock unit awards based on, or related to, shares of the Company s common stock. On each April 1, the number of shares available for issuance under the LTIP is increased, if applicable, such that the total number of shares available for awards under the LTIP as of any April 1 is equal to 5% of the number of outstanding shares of the Company s common stock on that April 1. As of December 31, 2012, approximately 821 shares were available for future issuance under the LTIP.

As of December 31, 2012, the Company has granted non-qualified stock options and restricted stock units under its stock incentive plans. Equity awards granted by the Company under its stock incentive plans generally vest quarterly over a four-year period, except that the shares that would otherwise vest quarterly over the first 12 months do not vest until the first anniversary of the grant. The Company anticipates that future grants under its stock incentive plans will continue to include both non-qualified stock options and restricted stock units.

The Company estimated the fair value of stock options granted using the Black-Scholes formula. The average expected life for the three and nine months ended December 31, 2011 was determined according to the simplified method , which is the mid-point between the vesting date and the end of the contractual term. During fiscal 2013, the Company began incorporating its historical data into the expected term calculation for stock options granted. The Company is now able to demonstrate significant stock option exercise activity for options granted subsequent to its initial public offering to provide a reasonable basis for incorporating historical data into its expected term of future stock option grants. As a result, during the three and nine months ended December 31, 2012, the Company s calculation of expected term includes a combination of actual exercise data and an assumption on when the remaining outstanding options with similar characteristics will be exercised based on the Company s historical data. In determining expected life, the Company separates employees into groups that have historically exhibited similar behavior with regard to option exercises.

Expected volatility through September 30, 2012 was calculated based on a blended approach that included the historical volatility of a peer group, the implied volatility of the Company s traded options with a remaining maturity greater than six months and the historical realized volatility of the Company s common stock. Effective October 1, 2012, the Company excluded the historical volatility of a peer group in its expected volatility calculation due to the fact that the Company s common stock has been publicly traded for a period that approximates its weighted average expected term. As a result, expected volatility for the three months ended December 31, 2012 was calculated based on a blended approach that included the implied volatility of the Company s traded options with a remaining maturity greater than six months and the historical realized volatility of the Company s common stock.

The risk-free interest rate is determined by reference to U.S. Treasury yield curve rates with a remaining term that is approximately the expected life assumed at the date of grant. Forfeitures are estimated based on the Company s historical analysis of actual stock option forfeitures.

The assumptions used in the Black-Scholes option-pricing model are as follows:

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2012	2011	2012	2011
Dividend yield	None	None	None	None
Expected volatility	47%-50%	45%-47%	45%-50%	42%-47%
Weighted average expected volatility	47%	45%	47%	45%
Risk-free interest rates	0.63%-1.09%	1.12%-1.42%	0.60%-1.09%	1.12%-2.56%
Weighted average expected life (in years)	6.4	6.2	6.3	6.2

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Notes to Consolidated Financial Statements Unaudited (continued)

(In thousands, except per share data)

The following table presents the stock-based compensation expense included in cost of services revenue, sales and marketing, research and development and general and administrative expenses for the three and nine months ended December 31, 2012 and 2011.

	Three Months Ended December 31, 2012	Three Months Ended December 31, 2011	Nine Months Ended December 31, 2012	Nine Months Ended December 31, 2011
Cost of services revenue	$ 280	$ 134	$ 659	$ 335
Sales and marketing	4,169	2,867	9,591	7,126
Research and development	852	644	2,114	1,561
General and administrative	3,683	2,584	8,697	6,022
Stock-based compensation expense	$ 8,984	$ 6,229	$ 21,061	$ 15,044

As of December 31, 2012, there was approximately $90,489 of unrecognized stock-based compensation expense, net of estimated forfeitures, related to non-vested stock option and restricted stock unit awards that is expected to be recognized over a weighted average period of 2.74 years. To the extent the actual forfeiture rate is different from what the Company has anticipated, stock-based compensation related to these awards will be different from the Company s expectations.

The following summarizes the activity by award type for the Company s two stock incentive plans for the nine months ended December 31, 2012:

Options	Number of Options	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value
Outstanding as of March 31, 2012	6,656	$ 19.19		
Options granted	1,023	55.58		
Options exercised	(1,115)	12.63		
Options forfeited	(108)	33.11		
Options expired	(15)	9.93		
Outstanding as of December 31, 2012	6,441	$ 25.89	6.41	$ 281,906
Vested or expected to vest as of December 31, 2012	6,334	$ 25.29	6.33	$ 279,413
Exercisable as of December 31, 2012	3,802	$ 14.81	4.82	$ 208,571

The weighted average fair value of stock options granted was $26.29 per option and $25.62 per option during the three and nine months ended December 31, 2012, respectively, and $18.74 per option and $18.57 per option during the three and nine months ended December 31, 2011, respectively. The total intrinsic value of options exercised was $29,239 and $50,916 as of the three and nine months ended December 31, 2012, respectively, and $21,326 and $36,168 as of the three and nine months ended December 31, 2011, respectively. The Company s policy is to issue new shares upon exercise of options as the Company does not hold shares in treasury.

Restricted stock unit activity for the nine months ended December 31, 2012 is as follows:

Non-vested Restricted Stock Units	**Number of Awards**	**Weighted Average Grant Date Fair Value**
Non-vested as of March 31, 2012	1,113	$ 33.24
Awarded	571	55.62
Vested	(346)	29.61
Forfeited	(71)	34.99
Non-vested as of December 31, 2012	1,267	$ 44.28

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CommVault Systems, Inc.

Notes to Consolidated Financial Statements Unaudited (continued)

(In thousands, except per share data)

7. Income Taxes

Income Tax Expense

Income tax expense was $8,326 and $23,568 in the three and nine months ended December 31, 2012, respectively, with effective tax rates of 41% and 39%, respectively. The effective rates in the three and nine months ended December 31, 2012 are higher than the expected federal statutory rate of 35% primarily due to state income taxes and permanent differences in both the United States and foreign jurisdictions partially offset by income tax benefits from recording foreign tax credits and domestic production activities deductions.

The provision for income taxes for the three and nine months ended December 31, 2011 was $5,346 and $13,772, respectively, with effective tax rates of 43% and 38%, respectively. The effective rate in the three months ended December 31, 2011 is higher than the expected federal statutory rate of 35% primarily due to state income taxes and permanent differences in both the United States and foreign jurisdictions partially offset by income tax benefits from recording research tax credits and domestic production activities deductions. The effective rate in the nine months ended December 31, 2011 is slightly higher than the expected federal statutory rate of 35% primarily due to state income taxes and permanent differences in both the United States and foreign jurisdictions, partially offset by income tax benefits from recording research and domestic production activities deductions as well as reversing $1,611 of our valuation allowance against New Jersey state research tax credits due to the passage of state laws.

Deferred Taxes

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amount of assets and liabilities for financial reporting and the amount used for income tax purposes. The Company s net deferred tax assets relate primarily to federal and state research tax credit carryforwards, stock-based compensation and foreign net operating loss carry forwards. The Company assesses the likelihood that its deferred tax assets will be recovered from future taxable income and, to the extent that the Company believes recovery is not likely, the Company establishes a valuation allowance. In addition, the Company reviews the expected annual effective income tax rate and makes changes on a quarterly basis as necessary based on certain factors such as changes in forecasted annual income, changes to the actual and forecasted permanent book-to-tax differences, or changes resulting from the impact of a tax law change.

At December 31, 2012, the Company maintained valuation allowances totaling $1,425 against its deferred tax assets. Specifically, the Company has a valuation allowance of $1,343 against New Jersey state research tax credits due to uncertainties related to the ability to utilize such state research tax credits before they expire. The Company based its valuation allowance on its estimates of taxable income by legal entity and the period over which its state research tax credits will be recoverable. In addition, the Company has a valuation allowance of $82 against foreign net operating loss carryforwards in a certain international jurisdiction. In assessing the need for a valuation allowance against its net operating loss carryforwards in such international jurisdiction, the Company considered projected future income as part of its analysis.

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CommVault Systems, Inc.

Notes to Consolidated Financial Statements Unaudited (continued)

(In thousands, except per share data)

Unrecognized Tax Benefits

The calculation of the Company s tax liabilities involves dealing with uncertainties in the application of complex tax regulations in each of its tax jurisdictions. The number of years with open tax audits varies depending on the tax jurisdiction. A number of years may lapse before a particular matter is audited and finally resolved. A reconciliation of the beginning and ending amounts of unrecognized tax benefits is as follows:

Balance at March 31, 2012	$ 4,699
Additions for tax positions related to fiscal 2013	419
Additions for tax positions related to prior years	
Settlements	
Reductions related to the expiration of statutes of limitations	
Foreign currency translation adjustment	(5)
Balance at December 31, 2012	$ 5,113

All of the Company s unrecognized tax benefits at December 31, 2012 of $5,113, if recognized, would favorably affect the effective tax rate. Components of the reserve are classified as either current or long-term in the Consolidated Balance Sheet based on when the Company expects each of the items to be settled. Accordingly, the Company has recorded its unrecognized tax benefits of $5,113 and $4,699 and the related accrued interest and penalties of $872 and $784 in Other Liabilities on the Consolidated Balance Sheet at December 31, 2012 and March 31, 2012, respectively. Interest and penalties related to unrecognized tax benefits are recorded in income tax expense. In the nine months ended December 31, 2012 and 2011, the Company recognized $90 and $89, respectively, of interest and penalties in the Consolidated Statements of Income. The Company does not believe that any of its unrecognized tax benefits or related accrued interest and penalties will be realized by the end of the fiscal year ending March 31, 2013.

Other Tax Items

The Company conducts business globally and as a result, files income tax returns in the United States and in various state and foreign jurisdictions. In the normal course of business, the Company is subject to examination by taxing authorities throughout the world, including such major jurisdictions as the United States, Australia, Canada, Germany, Netherlands and United Kingdom. The Company s U.S. Federal income tax return for the fiscal year ended March 31, 2011 is currently under audit by the U.S. Internal Revenue Service. In addition, the Company s German subsidiary s income tax returns for the fiscal years ended March 31, 2006 through March 31, 2010 are currently under audit by the German tax authorities.

The following table summarizes the tax years in the Company s major tax jurisdictions that remain subject to income tax examinations by tax authorities as of December 31, 2012. The years subject to income tax examination in the Company s foreign jurisdictions cover the maximum time period with respect to these jurisdictions. Due to NOL carryforwards, in some cases the tax years continue to remain subject to examination with respect to such NOLs.

Tax Jurisdiction	**Years Subject to Income Tax Examination**
U.S. Federal	2001 - Present
New Jersey	2002 Present
Foreign jurisdictions	2006 Present

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CommVault Systems, Inc.

Notes to Consolidated Financial Statements Unaudited (continued)

(In thousands, except per share data)

8. Subsequent Events

On January 1, 2013, the U.S. Congress passed the American Taxpayer Relief Act of 2012 (the ACT), which was signed into law on January 2, 2013. Among other provisions, the ACT reenacted the research and development credit, which had previously expired on December 31, 2011. The reenactment of the credit was retroactive to January 1, 2012 and extends through the end of 2013 calendar year. We expect to record a benefit in the fourth quarter ending March 31, 2013 for the current and prior fiscal year impact as a decrease in the annual effective tax rate of approximately 2.5% to 3.0%.

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

You should read the following discussion and analysis along with our consolidated financial statements and the related notes included elsewhere in this quarterly report on Form 10-Q. The statements in this discussion regarding our expectations of our future performance, liquidity and capital resources, and other non-historical statements are forward-looking statements. These forward-looking statements are subject to numerous risks and uncertainties, including, but not limited to, the risks and uncertainties described under Risk Factors in our Annual Report on Form 10-K for the fiscal year ended March 31, 2012. Our actual results may differ materially from those contained in or implied by any forward-looking statements.

Overview

We are a leading provider of data and information management software applications and related services in terms of product breadth and functionality and market penetration. We develop, market and sell a unified suite of data and information management software applications under the Simpana ® brand. Our Simpana software is a platform with licensable modules that work together seamlessly, sharing a single code and common function set, to deliver Backup and Recovery, Archive, Replication, Search and Resource Management capabilities. With a single platform approach, Simpana is specifically designed to protect, manage and access data throughout its lifecycle in less time, at lower cost and with fewer resources than alternative solutions. Our products and capabilities enable our customers to deploy solutions for data protection, business continuance, corporate compliance and centralized management and reporting. We also provide our customers with a broad range of highly effective services that are delivered by our worldwide support and field operations. As of December 31, 2012, we had licensed our software applications to approximately 17,700 registered customers.

Our Simpana software suite is comprised of the following five distinct data and information management software application modules: Backup and Recovery, Archive, Replication, Resource Management and Search. All of our software application modules share a common platform that provides back-end services and advanced capabilities, like encryption; deduplication; content indexing; policy-based automation; data classification; e-discovery and role-based security. The subsequent release of our other software application modules has substantially increased our addressable market. Each application module can be used individually or in combination with other application modules from our single platform suite.

In January 2009, our CommVault Simpana 8.0 software suite (Simpana 8) was made available for public release. Simpana 8 included advances in recovery management, data reduction, virtual server protection and content organization. In addition, we believe that Simpana 8 met a broad spectrum of customer s discovery and recovery management requirements and eliminated the need for a myriad of point level products.

In August 2010, our CommVault Simpana 9.0 software suite (Simpana 9) was made available for public release. We believe that Simpana 9, which builds on and significantly expands Simpana 8, allows customers to deploy a modern data management solution to achieve gains in efficiency, cost optimization and scale. We believe that Simpana 9 solves real-world IT challenges with major technology advancements, including increased virtualization scalability and performance, integrated source and target data deduplication, automatic and transparent integration with hardware array-based snapshots, as well as new tools that ease migration to our next generation Simpana 9 platform.

In January 2012, we released enhancements to our existing Simpana 9 software suite. These enhancements include new capabilities that converge backup, archive and reporting processes; additional SnapProtect technology that delivers hardware snapshot integration; enhancements to virtual server protection; new innovations to protect data on laptops and desktops with embedded source deduplication for optimized efficiency; and new integration with Microsoft SharePoint.

Our software licenses typically provide for a perpetual right to use our software and are sold on a capacity basis, on a per-copy basis or as site licenses. Approximately 68% of software license revenue was sold on a capacity basis during the nine months ended December 31, 2012 and approximately 62% of software license revenue was sold on a capacity basis during the nine months ended December 31, 2011. Capacity based software licenses provide our customers with unlimited licenses of specified software products based on a defined level of terabytes of data under management. As a result, when we sell our platform through a capacity license, many of the various Simpana functionalities are bundled into one capacity based price. We anticipate that capacity based licenses will continue to account for the majority of our software license revenue for the foreseeable future.

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The industry in which we currently operate continues to go through accelerating changes as the result of compounding data growth and the introduction of new technologies. We are continuing to pursue an aggressive product development program in both data and information management solutions. Our data management solutions include not only traditional backup, but also new innovations in de-duplication, data movement, virtualization, snap-based backups and enterprise reporting. Our information management innovations are primarily in the areas of archiving, eDiscovery, records management, governance and compliance. We remain focused on both the data and information management trends in the marketplace and, in fact, a material portion of our existing research and development expenses are utilized toward the development of such new technologies discussed above. While we are confident in our ability to meet these changing industry demands with Simpana 8 and Simpana 9 and potential future releases, the development, release and timing of any features or functionality remain at our sole discretion and our solutions or other technologies may not be widely adopted.

Given the nature of the industry in which we operate, our software applications are subject to obsolescence. As noted above, we continually develop and introduce updates to our existing software applications in order to keep pace with evolving industry technologies. In addition, we must address evolving industry standards, changing customer requirements and competitive software applications that may render our existing software applications obsolete. For each of our software applications, we provide full support for the current generally available release and one prior release. When we declare a product release obsolete, a customer notice is delivered twelve months prior to the effective date of obsolescence announcing continuation of full product support for the first six months. We provide an additional six months of extended assistance support in which we only provide existing workarounds or fixes that do not require additional development activity. We do not have existing plans to make any of our software products permanently obsolete.

Sources of Revenues

We derive approximately half of our total revenues from sales of licenses of our software applications. We do not customize our software for a specific end-user customer. We sell our software applications to end-user customers both directly through our sales force and indirectly through our global network of value-added reseller partners, systems integrators, corporate resellers and original equipment manufacturers. Our software revenue was 50% of our total revenues for the nine months ended December 31, 2012 and 49% for the nine months ended December 31, 2011.

In recent fiscal years, we have generated approximately two-thirds of our software revenue from our existing customer base and approximately one-third of our software revenue from new customers. In addition, our total software revenue in any particular period is, to a certain extent, dependent upon our ability to generate revenues from large customer software deals, which we refer to as enterprise software transactions. We expect the number of enterprise software transactions (transactions greater than $0.1 million) and resulting software revenue to increase throughout fiscal 2013, although the size and timing of any particular software transaction is more difficult to forecast. Such software transactions represented approximately 57% of our total software revenue in the nine months ended December 31, 2012 and approximately 51% of our total software revenue for the nine months ended December 31, 2011.

Software revenue generated through indirect distribution channels was approximately 87% of total software revenue in the nine months ended December 31, 2012 and was approximately 85% of total software revenue in the nine months ended December 31, 2011. Software revenue generated through direct distribution channels was approximately 13% of total software revenue in the nine months ended December 31, 2012 and was approximately 15% of total software revenue in the nine months ended December 31, 2011. The dollar value of software revenue generated through indirect distribution channels increased approximately $35.5 million, or 29%, in the nine months ended December 31, 2012 compared to the nine months ended December 31, 2011. The dollar value of software revenue generated through direct distribution channels increased $0.8 million, or 3%, in the nine months ended December 31, 2012 compared to the nine months ended December 31, 2011. The increase in software revenue generated through our indirect distribution channel is primarily due to a higher dollar value related to enterprise software transactions in both our United States and international operations in the nine months ended December 31, 2012

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compared to the nine months ended December 31, 2011. Software revenue generated by our international operations is almost exclusively transacted through indirect distribution channels. Deals initiated by our direct sales force are sometimes transacted through indirect channels based on end-user customer requirements, which are not always in our control and can cause this overall percentage split to vary from fiscal year to fiscal year. As such, there may be fluctuations in the dollars and percentage of software revenue generated through our direct distribution channels from time to time. We believe that the growth of our software revenue, derived from both our indirect channel partners and direct sales force, are key attributes to our long-term growth strategy. We will continue to invest in both our channel relationships and direct sales force in the future, but we continue to expect more revenue to be generated through indirect distribution channels over the long term. The failure of our indirect distribution channels or our direct sales force to effectively sell our software applications could have a material adverse effect on our revenues and results of operations.

We have a worldwide reseller and an original equipment agreement with Dell. Our reseller agreement with Dell provides them the right to market, resell and distribute certain of our products to their customers. Our original equipment manufacturer agreement with Dell is discussed more fully below. Sales through both of our agreements with Dell accounted for 20% of our total revenues for the nine months ended December 31, 2012 and 22% of our total revenues for the nine months ended December 31, 2011.

In May 2011, we announced that we entered into a global original equipment manufacturer agreement with NetApp under which NetApp will integrate elements of our Simpana 9 software suite with NetApp SnapShot and replication technology, under the NetApp SnapProtect® brand. During the nine months ended December 31, 2012 and 2011, we did not recognize a material amount of revenue under our original equipment manufacturer agreement with NetApp.

Overall, we have original equipment manufacturer agreements primarily with Dell, Hitachi Data Systems and NetApp for them to market, sell and support our software applications and services on a stand-alone basis and/or incorporate our software applications into their own hardware products. Dell, Hitachi Data Systems and NetApp have no obligation to recommend or offer our software applications exclusively or at all, and they have no minimum sales requirements and can terminate our relationship at any time. A material portion of our software revenue is sometimes generated through our original equipment manufacturer agreements. Sales through our original equipment manufacturer agreements accounted for 14% of our total revenues for the nine months ended December 31, 2012 and 13% of our total revenues for the nine months ended December 31, 2011.

We also have non-exclusive distribution agreements covering our North American commercial markets and our U.S. Federal Government market with Arrow Enterprise Computing Solutions, Inc. (Arrow), a subsidiary of Arrow Electronics, Inc., and Avnet Technology Solutions (Avnet), a subsidiary of Avnet, Inc. Pursuant to these distribution agreements, these distributors primary role is to enable a more efficient and effective distribution channel for our products and services by managing our reseller partners and leveraging their own industry experience. Many of our North American resellers have been transitioned to either Arrow or Avnet. We generated approximately 28% of our total revenues through Arrow in the nine months ended December 31, 2012 and approximately 27% in the nine months ended December 31, 2011. Avnet s total revenue contribution was not material in the nine months ended December 31, 2012 and 2011. If Arrow or Avnet were to discontinue or reduce the sales of our products or if our agreement with Arrow or Avnet was terminated, and if we were unable to take back the management of our reseller channel or find another North American distributor to replace Arrow or Avnet, then it could have a material adverse effect on our future revenues.

We derive approximately half of our total revenues from services revenue. Our services revenue is made up of fees from the delivery of customer support and other professional services, which are typically sold in connection with the sale of our software applications. Customer support agreements provide technical support and unspecified software updates on a when-and-if-available basis for an annual fee based on licenses purchased and the level of service subscribed. Other professional services include consulting, assessment and design services, implementation and post-deployment services and training, all of which to date have predominantly been sold in connection with the sale of software applications. Our services revenue was 50% of our total revenues for the nine months ended December 31, 2012 and 51% for the nine months ended December 31, 2011.

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The gross margin of our services revenue was 74.8% for the nine months ended December 31, 2012 and 75.5% for the nine months ended December 31, 2011. The decrease in the gross margin of our services revenue in the nine months ended December 31, 2012 compared to the nine months ended December 31, 2011 was primarily due to higher costs of services associated with the expansion of our worldwide customer support operations. Overall, our services revenue has lower gross margins than our software revenue. The gross margin of our software revenue was 98.8% for nine months ended December 31, 2012 and 98.6% for the nine months ended December 31, 2011. An increase in the percentage of total revenues represented by services revenue may adversely affect our overall gross margins.

Description of Costs and Expenses

Our cost of revenues is as follows:

- *Cost of Software Revenue*, consists primarily of third-party royalties and other costs such as media, manuals, translation and distribution costs; and
- *Cost of Services Revenue*, consists primarily of salary and employee benefit costs in providing customer support and other professional services.

Our operating expenses are as follows:

- *Sales and Marketing*, consists primarily of salaries, commissions, employee benefits, stock-based compensation and other direct and indirect business expenses, including travel and related expenses, sales promotion expenses, public relations expenses and costs for marketing materials and other marketing events (such as trade shows and advertising);
- *Research and Development*, which is primarily the expense of developing new software applications and modifying existing software applications, consists principally of salaries, stock-based compensation and benefits for research and development personnel and related expenses; contract labor expense and consulting fees as well as other expenses associated with the design, certification and testing of our software applications; and legal costs associated with the patent registration of such software applications;
- *General and Administrative*, consists primarily of salaries, stock-based compensation and benefits for our executive, accounting, human resources, legal, information systems and other administrative personnel. Also included in this category are other general corporate expenses, such as outside legal and accounting services, compliance costs and insurance; and
- *Depreciation and Amortization*, consists of depreciation expense primarily for computer equipment we use for information services and in our development and test labs.

We anticipate that each of the above categories of operating expenses will increase in dollar amounts, but will decline as a percentage of total revenues in the long-term.

Foreign Currency Exchange Rates Impact on Results of Operations

Sales outside the United States were approximately 40% of our total revenue for the nine months ended December 31, 2012 and approximately 39% of our total revenue for the nine months ended December 31, 2011. The income statements of our non-U.S. operations are translated into U.S. dollars at the average exchange rates for each applicable month in a period. To the extent the U.S. dollar weakens against foreign currencies, the translation of these foreign currency denominated transactions generally results in increased revenue, operating expenses and income from operations for our non-U.S. operations. Similarly, our revenue, operating expenses and net income will generally decrease for our non-U.S. operations if the U.S. dollar strengthens against foreign currencies.

Using the average foreign currency exchange rates from the corresponding fiscal 2012 period, our total revenues, cost of sales, and operating expenses would have been lower by $0.5 million, $0.1 million, and $0.2 million, respectively, from non-U.S. operations for the three months ended December 31, 2012. For the nine months ended December 31, 2012, our total revenues, cost of sales, and operating expenses would have been higher by $4.6 million, $0.4 million, and $2.8 million, respectively, from non-U.S. operations.

In addition, we are exposed to risks of foreign currency fluctuation primarily from cash balances, accounts receivables and intercompany accounts denominated in foreign currencies and are subject to the resulting transaction gains and losses, which are recorded as a component of general and administrative expenses. We recognized net foreign currency transaction losses of approximately $0.1 million in both the three and nine months ended December 31, 2012, and net foreign currency transaction gains (losses) of less than $(0.1) and $0.1 million in the three and nine months ended December 31, 2011, respectively.

Critical Accounting Policies

In presenting our consolidated financial statements in conformity with U.S. generally accepted accounting principles, we are required to make estimates and judgments that affect the amounts reported therein. Some of the estimates and assumptions we are required to make relate to matters that are inherently uncertain as they pertain to future events. We base these estimates on historical experience and on various other assumptions that we believe to be reasonable and appropriate. Actual results may differ significantly from these estimates. The following is a description of our accounting policies that we believe require subjective and complex judgments, which could potentially have a material effect on our reported financial condition or results of operations.

Revenue Recognition

Our revenue recognition policy is based on complex rules that require us to make significant judgments and estimates. In applying our revenue recognition policy, we must determine which portions of our revenue are recognized currently (generally software revenue) and which portions must be deferred and recognized in future periods (generally services revenue). We analyze various factors including, but not limited to, the sales of undelivered services when sold on a stand-alone basis, our pricing policies, the credit-worthiness of our customers and resellers, accounts receivable aging data and contractual terms and conditions in helping us to make such judgments about revenue recognition. Changes in judgment on any of these factors could materially impact the timing and amount of revenue recognized in a given period.

Currently, we derive revenues from two primary sources: software licenses and services. Services include customer support, consulting, assessment and design services, installation services and training. A typical sales arrangement includes both of these sources.

For sales arrangements involving multiple elements, we recognize revenue using the residual method. Under the residual method, we allocate and defer revenue for the undelivered elements based on fair value and recognize the difference between the total arrangement fee and the amount deferred for the undelivered elements as revenue. The determination of fair value of the undelivered elements in multiple-element arrangements is based on the price charged when such elements are sold separately, which is commonly referred to as vendor-specific objective evidence (VSOE).

Our software licenses typically provide for a perpetual right to use our software and are sold on a per-copy basis, on a capacity basis or as site licenses. Software licenses sold on a capacity basis provide the customer with unlimited licenses of specified software products based on a defined level of terabytes of data under management. Site licenses give the customer the additional right to deploy the software on a limited basis during a specified term. We recognize software revenue through direct sales channels upon receipt of a purchase order or other persuasive evidence and when the other three basic revenue recognition criteria are met as described in the revenue recognition section in Note 3 of our *Notes to Consolidated Financial Statements.* We recognize software revenue through all indirect sales channels on a sell-through model. A sell-through model requires that we recognize revenue when the basic revenue recognition criteria are met and these channels complete the sale of our software products to the end-user. Revenue from software licenses sold through an original equipment manufacturer partner is recognized upon the receipt of a royalty report or purchase order from that original equipment manufacturer partner.

Services revenue includes revenue from customer support and other professional services. Customer support includes software updates on a when-and-if-available basis, telephone support, integrated web-based support and bug fixes or patches. Customer support revenue is recognized ratably over the term of the customer support agreement, which is typically one year. To determine the price for the customer support element when sold separately, we primarily use historical renewal rates. Historical renewal rates are supported by a rolling 12-month VSOE analysis in which we segregate our customer support renewal contracts into different classes based on specific criteria including, but not limited to, dollar amount of software purchased, level of customer support being provided and distribution channel. The purpose of such an analysis is to determine if the customer support element that is deferred at the time of a software sale is consistent with how it is sold on a stand-alone renewal basis.

Our other professional services include consulting, assessment and design services, installation services and training. Other professional services provided by us are not mandatory and can also be performed by the customer or a third-party. In addition to a signed purchase order, our consulting, assessment and design services and installation services are, in some cases, evidenced by a Statement of Work, which defines the specific scope of the services to be performed when sold and performed on a stand-alone basis or included in multiple-element sales arrangements. Revenues from consulting, assessment and design services and installation services are based upon a daily, weekly or monthly rate and are recognized when the services are completed. Training includes courses taught by our instructors or third-party contractors either at one of our facilities or at the customer s site. Training fees are recognized as revenue after the training course has been provided. Based on our analysis of such other professional services transactions sold on a stand-alone basis, we have concluded we have established VSOE for such other professional services when sold in connection with a multiple-element sales arrangement.

In summary, we have analyzed all of the undelivered elements included in our multiple-element sales arrangements and determined that we have VSOE of fair value to allocate revenues to services. Our analysis of the undelivered elements has provided us with results that are consistent with the estimates and assumptions used to determine the timing and amount of revenue recognized in our multiple-element sales arrangements. Accordingly, assuming all basic revenue recognition criteria are met, software revenue is recognized upon delivery of the software license using the residual method. We are not likely to materially change our pricing and discounting practices in the future.

Our sales arrangements generally do not include acceptance clauses. However, if an arrangement does include an acceptance clause, we defer the revenue for such an arrangement and recognize it upon acceptance. Acceptance occurs upon the earliest of receipt of a written customer acceptance, waiver of customer acceptance or expiration of the acceptance period.

Stock-Based Compensation

As of December 31, 2012, we maintain two stock incentive plans, which are described more fully in Note 6 of our *Notes to Consolidated Financial Statements* . We account for our stock incentive plans based on the grant date fair value recognition provisions in accordance with ASC 718. We estimated the fair value of stock options granted using the Black-Scholes formula. The fair value of restricted stock units awarded is determined based on the number of shares granted and the closing price of our common stock on the date of grant. Compensation for all share-based payment awards is recognized on a straight-line basis over the requisite service period of the awards, which is generally the vesting period. Forfeitures are estimated based on a historical analysis of our actual stock award forfeitures. We anticipate that future grants under our stock incentive plans will include both non-qualified stock options and restricted stock units.

The average expected life for the three and nine months ended December 31, 2011 was determined according to the simplified method , which is the mid-point between the vesting date and the end of the contractual term. During fiscal 2013, we began incorporating our historical data into the expected term calculation for stock options granted. We are now able to demonstrate significant stock option exercise activity for options granted subsequent to our initial public offering to provide a reasonable basis for incorporating historical data into our expected term of future stock option grants. As a result, during the three and nine months ended December 31, 2012, our calculation of expected term includes a combination of actual exercise data and an assumption on when the remaining outstanding options with similar characteristics will be exercised based on our historical data. In determining expected life, we separate employees into groups that have historically exhibited similar behavior with regard to option exercises.

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Expected volatility through September 30, 2012 was calculated based on a blended approach that included the historical volatility of a peer group, the implied volatility of the our traded options with a remaining maturity greater than six months and the historical realized volatility of our common stock. Effective October 1, 2012, we excluded the historical volatility of a peer group in our expected volatility calculation due to the fact that our common stock has now been publicly traded for a period that approximates our weighted average expected term. As a result, expected volatility for the three months ended December 31, 2012 was calculated based on a blended approach that included the implied volatility of our traded options with a remaining maturity greater than six months and the historical realized volatility of our common stock.

The risk-free interest rate is determined by reference to U.S. Treasury yield curve rates with a remaining term that is approximately the expected life assumed at the date of grant. Forfeitures are estimated based on our historical analysis of actual stock option forfeitures.

The assumptions used in the Black-Scholes option-pricing model in the three and nine months ended December 31, 2012 and 2011 are as follows:

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2012	2011	2012	2011
Dividend yield	None	None	None	None
Expected volatility	47%-50%	45%-47%	45%-50%	42%-47%
Weighted average expected volatility	47%	45%	47%	45%
Risk-free interest rates	0.63%-1.09%	1.12%-1.42%	0.60%-1.09%	1.12%-2.56%
Weighted average expected life (in years)	6.4	6.2	6.3	6.2

The weighted average fair value of stock options granted was $26.29 per option and $25.62 per option during the three and nine months ended December 31, 2012, respectively, and $18.74 per option and $18.57 per option during the three and nine months ended December 31, 2011, respectively. In addition, the weighted average fair value of restricted stock units awarded was $56.82 per unit and $55.62 per unit during the three and nine months ended December 31, 2012, respectively, and $41.83 per unit and $41.25 per unit during the three and nine months ended December 31, 2011, respectively.

As of December 31, 2012, there was approximately $90.5 million of unrecognized stock-based compensation expense, net of estimated forfeitures, related to non-vested stock option and restricted stock unit awards that is expected to be recognized over a weighted average period of 2.74 years.

Accounting for Income Taxes

As part of the process of preparing our financial statements, we are required to estimate our income taxes in each of the jurisdictions in which we operate. This process involves estimating our actual current tax exposure, including assessing the risks associated with tax audits, and assessing temporary differences resulting from different treatment of items for tax and accounting purposes. These differences result in deferred tax assets and liabilities. As of December 31, 2012, we had net deferred tax assets of approximately $36.5 million which were primarily related to federal and state research tax credit carryforwards, stock-based compensation and foreign net operating loss carryforwards. We assess the likelihood that our deferred tax assets will be recovered from future taxable income, and to the extent that we believe recovery is not likely, we establish a valuation allowance. As of December 31, 2012, we maintain a valuation allowance against our deferred tax assets totaling $1.4 million. Substantially all of the valuation allowance we have recorded is against New Jersey state research tax credits due to uncertainties related to the ability to utilize such state research tax credits before they expire. We based our valuation allowance on our estimates of taxable income by legal entity and the period over which our state research tax credits will be recoverable.

As of December 31, 2012, we had unrecognized tax benefits of $5.1 million, all of which, if recognized, would favorably affect the effective tax rate. In addition, we have accrued interest and penalties of $0.9 million related to the unrecognized tax benefits. Interest and penalties, if any, related to unrecognized tax benefits are recorded in income tax expense. Components of the reserve are classified as either current or long-term in the Consolidated Balance Sheet based on when we expect each of the items to be settled. Accordingly, our unrecognized tax benefits of $5.1 million and the related accrued interest and penalties of $0.9 million are included in Other Liabilities on the Consolidated Balance Sheet. We do not believe that any of our unrecognized tax benefits or related accrued interest and penalties will be realized by the end of fiscal 2013.

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We conduct business globally and as a result, file income tax returns in the United States and in various state and foreign jurisdictions. In the normal course of business, we are subject to examination by taxing authorities throughout the world, including such major jurisdictions as the United States, Australia, Canada, Germany, Netherlands and United Kingdom. Our U.S. Federal income tax return for fiscal 2011 is currently under audit by the U.S. Internal Revenue Service. In addition, our German subsidiary s income tax returns for the fiscal years ended March 31, 2006 through March 31, 2010 are currently under audit by the German tax authorities.

The following table summarizes the tax years in the major tax jurisdictions that remain subject to income tax examinations by tax authorities as of December 31, 2012. The years subject to income tax examination in our foreign jurisdictions cover the maximum time period with respect to these jurisdictions. Due to NOL carryforwards, in some cases the tax years continue to remain subject to examination with respect to such NOLs.

Tax Jurisdiction	Years Subject to Income Tax Examination
U.S. Federal	2001 - Present
New Jersey	2002 - Present
Foreign jurisdictions	2006 - Present

Software Development Costs

Research and development expenditures are charged to operations as incurred. Based on our software development process, technological feasibility is established upon completion of a working model, which also requires certification and extensive testing. Costs incurred by us between completion of the working model and the point at which the product is ready for general release are immaterial.

Results of Operations

The following table sets forth each of our sources of revenues and costs of revenues for the specified periods as a percentage of our total revenues for those periods (due to rounding, numbers in column may not sum to totals):

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2012	2011	2012	2011
Revenues:				
Software	51%	50%	50%	49%
Services	49	50	50	51
Total revenues	100%	100%	100%	100%
Cost of revenues:				
Software	1%	1%	1%	1%
Services	12	12	13	13
Total cost of revenues	13%	13%	13%	13%
Gross margin	87%	87%	87%	87%

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Three months ended December 31, 2012 compared to three months ended December 31, 2011

Revenues

Total revenues increased $24.5 million, or 24%, from $103.6 million in the three months ended December 31, 2011 to $128.1 million in the three months ended December 31, 2012.

Software Revenue. Software revenue increased $14.5 million, or 28%, from $51.4 million in the three months ended December 31, 2011 to $65.9 million in the three months ended December 31, 2012. Software revenue represented 51% of our total revenues in the three months ended December 31, 2012 compared to 50% of total revenues in the three months ended December 31, 2011.

The increase in software revenue was primarily due to higher software revenue derived from enterprise software transactions (transactions greater than $0.1 million), which increased by $14.4 million, or 59%, in the three months ended December 31, 2012 compared to the three months ended December 31, 2011. As a result, enterprise software transactions represented approximately 58% of our software revenue in the three months ended December 31, 2012 and approximately 47% of our software revenue in the three months ended December 31, 2011. This increase was primarily driven by a 64% increase in the total number of such transactions. The average dollar amount of such transactions was approximately $260,000 in the three months ended December 31, 2012 and approximately $269,000 in the three months ended December 31, 2011. Software revenue derived from transactions less than $0.1 million increased $0.1 million, or 1%, in the three months ended December 31, 2012 compared to the three months ended December 31, 2011.

Software revenue derived from our international operations increased 39% in the three months ended December 31, 2012 compared to the three months ended December 31, 2011. The growth in software revenue in our international locations is primarily due to increases in Europe, Australia, Canada and Latin America as we expand our international operations. In addition, software revenue from our U.S operations increased 21% in the three months ended December 31, 2012 compared to the three months ended December 31, 2011.

Software revenue derived from our indirect distribution channel (resellers and original equipment manufacturers) increased $11.9 million, or 26%, in the three months ended December 31, 2012 compared to the three months ended December 31, 2011, and software revenue through our direct sales force increased $2.6 million, or 40%, in the three months ended December 31, 2012 compared to the three months ended December 31, 2011. The increase in software revenue generated through our indirect distribution channel is primarily due to the increase in software revenue from our international operations. Software revenue generated by our international operations is almost exclusively transacted through indirect distribution channels. The increase in the dollar value of the software revenue through our direct sales channel is due to certain enterprise software transactions in the United States. Software revenue that is derived from both our indirect channel partners and direct sales force are key attributes to our long-term growth strategy. We will continue to invest in both our channel relationships and direct sales force in the future, but we continue to expect more revenue to be generated through indirect distribution channels over the long term as more fully discussed above in the Sources of Revenues section.

Services Revenue. Services revenue increased $10.0 million, or 19%, from $52.2 million in the three months ended December 31, 2011 to $62.2 million in the three months ended December 31, 2012. Services revenue represented 49% of our total revenues in the three months ended December 31, 2012 compared to 50% in the three months ended December 31, 2011. The increase in services revenue is primarily due to an $8.9 million increase in revenue from customer support agreements as a result of software sales to new customers and renewal agreements with our installed software base.

Cost of Revenues. Total cost of revenues increased $2.9 million, or 21%, from $13.6 million in the three months ended December 31, 2011 to $16.5 million in the three months ended December 31, 2012. Total cost of revenues represented 13% of our total revenues in both the three months ended December 31, 2012 and the three months ended December 31, 2011.

Cost of Software Revenue. Cost of software revenue remained flat at $0.8 million in both the three months ended December 31, 2012 and the three months ended December 31, 2011. Cost of software revenue represented 1% of our total software revenue in the three months ended December 31, 2012 and 2% of our total software revenue in the three months ended December 31, 2011.

Cost of Services Revenue. Cost of services revenue increased $2.9 million, or 22%, from $12.8 million in the three months ended December 31, 2011 to $15.7 million in the three months ended December 31, 2012. Cost of services revenue represented 25% of our services revenue in both the three months ended December 31, 2012 and the three months ended December 31, 2011. The increase in cost of services revenue is primarily the result of higher employee compensation and related expenses totaling approximately $1.6 million mainly due to the expansion of our worldwide customer support operations. In addition, the increase in cost of services revenue was also due to a $0.5 million increase in third-party outsourcing costs to facilitate our services revenue growth.

Operating Expenses

Sales and Marketing. Sales and marketing expenses increased $8.4 million, or 15%, from $56.1 million in the three months ended December 31, 2011 to $64.5 million in the three months ended December 31, 2012. The increase is primarily due to a $5.3 million increase in employee compensation and related expenses mainly attributable to the expansion of our sales force from the prior year. The increase in sales and marketing expenses also includes a $1.3 million increase in stock-based compensation expenses. Sales and marketing expenses as a percentage of total revenues decreased to 50% in the three months ended December 31, 2012 from 54% in the three months ended December 31, 2011.

Research and Development. Research and development expenses increased $2.3 million, or 23%, from $10.1 million in the three months ended December 31, 2011 to $12.4 million in the three months ended December 31, 2012. The increase is primarily due to a $1.6 million increase in salary and related expenses resulting from the expansion of our engineering group and a $0.2 million increase in stock-based compensation expenses. Research and development expenses as a percentage of total revenues was 10% in both the three months ended December 31, 2012 and the three months ended December 31, 2011. Investing in research and development has been a priority for CommVault, and we anticipate continued spending related to the development of our data and information management software applications.

General and Administrative. General and administrative expenses increased $3.0 million, or 29%, from $10.4 million in the three months ended December 31, 2011 to $13.3 million in the three months ended December 31, 2012. This increase is primarily due to a $1.1 million increase in stock-based compensation expenses and a $0.8 million increase in employee and related compensation due to higher headcount and higher fiscal 2013 bonus expense. The increase in general and administrative expenses also includes $0.6 million increase in settlement reserves. General and administrative expenses as a percentage of total revenues was 10% in both the three months ended December 31, 2012 and the three months ended December 31, 2011.

Depreciation and Amortization. Depreciation expense increased by $0.1 million, or 9%, from $1.1 million in the three months ended December 31, 2011 to $1.2 million in the three months ended December 31, 2012. This reflects higher depreciation associated with increased capital expenditures primarily over the past 12 months as we expand our worldwide operations.

Income Tax Expense

Income tax expense was $8.3 million in the three months ended December 31, 2012 compared to $5.3 million in the three months ended December 31, 2011. The effective tax rate in the three months ended December 31, 2012 was 41% as compared to 43% in the three months ended December 31, 2011. The effective rates in the three months ended December 31, 2012 were higher than the expected federal statutory rate of 35% primarily due to state income taxes and permanent differences in both the United States and foreign jurisdictions, partially offset by income tax benefits from recording foreign tax credits and domestic production activities deductions. The effective rate in the three months ended December 31, 2011 is higher than the expected federal statutory rate of 35% primarily due state income taxes and permanent differences in both the United States and foreign jurisdictions, partially offset by income tax benefits from recording research tax credits and domestic production activities deductions.

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Nine months ended December 31, 2012 compared to nine months ended December 31, 2011

Revenues

Total revenues increased $65.0 million, or 22%, from $292.6 million in the nine months ended December 31, 2011 to $357.6 million in the nine months ended December 31, 2012.

Software Revenue. Software revenue increased $36.3 million, or 25%, from $143.0 million in the nine months ended December 31, 2011 to $179.4 million in the nine months ended December 31, 2012. Software revenue represented 50% of our total revenues in the nine months ended December 31, 2012 compared to 49% of total revenues in the nine months ended December 31, 2011.

The increase in software revenue was primarily due to higher software revenue derived from enterprise software transactions (transactions greater than $0.1 million), which increased by $28.5 million or 39%, in the nine months ended December 31, 2012 compared to the nine months ended December 31, 2011. As a result, enterprise software transactions represented approximately 57% of our software revenue in the nine months ended December 31, 2012 and approximately 51% of our software revenue in the nine months ended December 31, 2011. This increase was primarily driven by an 8% increase in the average dollar amount of enterprise deals as well as a 29% increase in the total number of such transactions. The average dollar amount of such transactions was approximately $263,000 in the nine months ended December 31, 2012 and approximately $244,000 in the nine months ended December 31, 2011. Software revenue derived from transactions less than $0.1 million increased $7.8 million, or 11%, in the nine months ended December 31, 2012 compared to the nine months ended December 31, 2011.

Software revenue derived from our international operations increased 35% in the nine months ended December 31, 2012 compared to the nine months ended December 31, 2011. The growth in software revenue in our international locations is primarily due to increases in Europe, Australia, Canada and Latin America as we expand our international operations. In addition, software revenue from our U.S. operations increased 19% in the nine months ended December 31, 2012 compared to the nine months ended December 31, 2011.

Software revenue derived from our indirect distribution channel (resellers and original equipment manufacturers) increased $35.5 million, or 29%, in the nine months ended December 31, 2012 compared to the nine months ended December 31, 2011, and software revenue through our direct sales force increased $0.8 million, or 3%, in the nine months ended December 31, 2012 compared to the nine months ended December 31, 2011. The increase in software revenue generated through our indirect distribution channel is primarily due to a higher dollar value related to enterprise software transactions in both our United States and international operations in the nine months ended December 31, 2012 compared to the nine months ended December 31, 2011. In addition, software revenue generated by our international operations is almost exclusively transacted through indirect distribution channels. Deals initiated by our direct sales force are sometimes transacted through indirect channels based on end-user customer requirements, which are not always in our control and can cause this overall percentage split to vary from fiscal year to fiscal year. As such, there may be fluctuations in the dollars and percentage of software revenue generated through our direct distribution channels from time to time. We will continue to invest in both our channel relationships and direct sales force in the future, but we continue to expect more revenue to be generated through indirect distribution channels over the long term as more fully discussed above in the Sources of Revenue section.

Services Revenue. Services revenue increased $28.6 million, or 19%, from $149.6 million in the nine months ended December 31, 2011 to $178.2 million in the nine months ended December 31, 2012. Services revenue represented 50% of our total revenues in the nine months ended December 31, 2012 compared to 51% in the nine months ended December 31, 2011. The increase in services revenue is primarily due to a $24.7 million increase in revenue from customer support agreements as a result of software sales to new customers and renewal agreements with our installed software base.

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Cost of Revenues. Total cost of revenues increased $8.4 million, or 22%, from $38.7 million in the nine months ended December 31, 2011 to $47.1 million in the nine months ended December 31, 2012. Total cost of revenues represented 13% of our total revenues in both the nine months ended December 31, 2012 and the nine months ended December 31, 2011.

Cost of Software Revenue. Cost of software revenue remained relatively flat at $2.1 million in both the nine months ended December 31, 2012 and the nine months ended December 31, 2011. Cost of software revenue represented 1% of our total software revenue in both the nine months ended December 31, 2012 and the nine months ended December 31, 2011.

Cost of Services Revenue. Cost of services revenue increased $8.3 million, or 23%, from $36.7 million in the nine months ended December 31, 2011 to $45.0 million in the nine months ended December 31, 2012. Cost of services revenue represented 25% of our services revenue in both the nine months ended December 31, 2012 and the nine months ended December 31, 2011. The increase in cost of services revenue is primarily the result of higher employee compensation and related expenses totaling approximately $3.9 million mainly due to the expansion of our worldwide customer support operations. In addition, the increase in cost of services revenue was also due to a $2.3 million increase in third-party outsourcing costs to facilitate our services revenue growth.

Operating Expenses

Sales and Marketing. Sales and marketing expenses increased $19.5 million, or 12%, from $157.1 million in the nine months ended December 31, 2011 to $176.6 million in the nine months ended December 31, 2012. The increase is primarily due to a $11.2 million increase in employee compensation and related expenses mainly attributable to the expansion of our sales force from the prior year and a $2.5 million increase in stock-based compensation. The increase in sales and marketing expenses also includes a $2.0 million increase in advertising and marketing related expenses as we continue to build brand awareness for our Simpana software products and $1.5 million increase related to our worldwide sales kick-off event held during the first quarter of fiscal 2013. Sales and marketing expenses as a percentage of total revenues decreased to 49% in the nine months ended December 31, 2012 from 54% in the nine months ended December 31, 2011.

Research and Development. Research and development expenses increased $5.8 million, or 20%, from $28.9 million in the nine months ended December 31, 2011 to $34.7 million in the nine months ended December 31, 2012. The increase is primarily due to a $3.8 million increase in salary and related expenses resulting from the expansion of our engineering group, a $0.6 million increase in legal expenses and a $0.6 million increase in stock-based compensation expenses. Research and development expenses as a percentage of total revenues was 10% in both the nine months ended December 31, 2012 and the nine months ended December 31, 2011. Investing in research and development has been a priority for CommVault, and we anticipate continued spending related to the development of our data and information management software applications.

General and Administrative. General and administrative expenses increased $7.4 million, or 25%, from $29.2 million in the nine months ended December 31, 2011 to $36.6 million in the nine months ended December 31, 2012. This increase is primarily due to a $2.7 million increase in stock-based compensation expenses and a $2.5 million increase in employee and related compensation due to higher headcount and higher fiscal 2013 bonus expense. The increase is also due to a $1.2 million increase in settlement reserves. General and administrative expenses as a percentage of total revenues was 10% in both the nine months ended December 31, 2012 and the nine months ended December 31, 2011.

Depreciation and Amortization. Depreciation expense increased by $0.3 million, or 9%, from $3.2 million in the nine months ended December 31, 2011 to $3.5 million in the nine months ended December 31, 2012. This reflects higher depreciation associated with increased capital expenditures primarily over the past 12 months as we expand our worldwide operations.

Income Tax Expense

Income tax expense was $23.6 million in the nine months ended December 31, 2012 compared to $13.8 million in the nine months ended December 31, 2011. The effective tax rate in the nine months ended December 31, 2012 was 39% as compared to 38% in the nine months ended December 31, 2011. The effective rate in the nine months ended December 31, 2012 is higher than the expected federal statutory rate of 35% primarily due state income taxes and permanent differences in both the United States and foreign jurisdictions, partially offset by income tax benefits from recording foreign tax credits and domestic production activities deductions. The effective rate in the nine months ended December 31, 2011 is higher than the expected federal statutory rate of 35% primarily due to state income taxes and permanent differences in both the United States and foreign jurisdictions partially offset by income tax benefits from recording research and foreign tax credits as well as reversing $1.6 million of our valuation allowance against New Jersey state research tax credits due to the passage of state laws.

Liquidity and Capital Resources

As of December 31, 2012, our cash and cash equivalents balance of $395.3 million primarily consisted of money market funds. In addition, we have approximately $1.9 million of short-term investments invested in certificates of deposit at December 31, 2012. In recent fiscal years, our principal sources of liquidity have been cash provided by operations.

As of December 31, 2012, the amount of cash and cash equivalents held outside of the United States by our foreign legal entities was approximately $77.9 million. These balances are dispersed across many international locations around the world. We believe that such dispersion meets the current and anticipated future liquidity needs of our foreign legal entities. In addition, it is our intention to indefinitely reinvest undistributed earnings of our foreign legal entities. In the event we needed to repatriate funds from outside of the United States, such repatriation would likely be subject to restrictions by local laws and/or tax consequences including foreign withholding taxes or U.S. income taxes. It is not currently practical to estimate the legal restrictions or tax liability that would arise from such repatriations.

On October 25, 2012, our Board of Directors authorized a $50.0 million increase to our existing stock repurchase program and extended the expiration of the stock repurchase plan to March 31, 2014. As of result, we are currently authorized to repurchase up to a total of $220.0 million of our common stock through March 31, 2014. Under our stock repurchase program, repurchased shares are constructively retired and returned to unissued status. Our stock repurchase program has been funded by our existing cash and cash equivalent balances as well as cash flows provided by our operations. During the three and nine months ended December 31, 2012, we did not repurchase any shares of our common stock under our stock repurchase plan. As of December 31, 2012, we have repurchased approximately $117.2 million, or 5.7 million shares, under our stock repurchase plan at an average purchase price of $20.43 per share. As a result, we may repurchase an additional $102.8 million of our common stock through March 31, 2014.

The primary business reason for our stock repurchase program is to reduce the dilutive impact on our common shares outstanding associated with stock option exercises and our previous public and private stock offerings. Under our stock repurchase program, we have bought back approximately 13% of the common stock that was outstanding at the time the stock repurchase program was announced. In addition, at the time we implemented our stock repurchase program in late fiscal 2008 we believed that our share price was undervalued and the best use for a portion of our cash balance was to repurchase some of our outstanding common stock. Our future stock repurchase activity is subject to the business judgment of our management and Board of Directors, taking into consideration our historical and projected results of operations, financial condition, cash flows and other anticipated capital requirements or investment alternatives.

On January 29, 2013, we closed on a purchase of land located in Tinton Falls, New Jersey for our future corporate campus headquarters to support the long-term growth of our business. We are in the process of completing the design and construction of the headquarters, which we expect to finalize over approximately the next 2 years. Our estimate of the build-out, including the land purchase, building and campus infrastructure, is approximately $125 million to $135 million. We expect to fund this capital expenditure from our existing cash and cash equivalent balances and our cash generated from operations.

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Our summarized cash flow information is as follows (in thousands):

	Nine Months Ended December 31,	
	2012	2011
Cash provided by operating activities	$ 69,802	$ 69,883
Net cash used in investing activities	(4,408)	(6,413)
Net cash provided by (used in) financing activities	32,191	(24,599)
Effects of exchange rate-changes in cash	625	(2,035)
Net increase in cash and cash equivalents	$ 98,210	$ 36,836

Net cash provided by operating activities was $69.8 million in the nine months ended December 31, 2012 and $69.9 million in the nine months ended December 31, 2011. In the nine months ended December 31, 2012, cash provided by operating activities was primarily due to net income adjusted for the impact of non-cash charges and increases in deferred services revenue as a result of customer support agreements from new customers and renewal agreements with our installed software base and an increase in accrued liabilities. These increases were partially offset by an increase in accounts receivables. In the nine months ended December 31, 2011, cash provided by operating activities was primarily due to net income adjusted for the impact of non-cash charges, a decrease in accounts receivable, an increase in deferred services revenue as a result of customer support agreements from new customers and renewal agreements with our installed software base and an increase in accrued liabilities.

Net cash used in investing activities was $4.4 million in the nine months ended December 31, 2012 and $6.4 million in the nine months ended December 31, 2011. In the nine months ended December 31, 2012, cash used in investing activities was due to the purchase of property and equipment of $5.6 million as we continue to invest in and enhance our global infrastructure, partially offset by the net maturity of short-term investments of $1.2 million. In the nine months ended December 31, 2011, cash used in investing activities was due to the purchase of property and equipment of $4.4 million as we continue to invest in and enhance our global infrastructure as well as the net purchases of short-term investments of $2.0 million.

Net cash provided by financing activities was $32.2 million in the nine months ended December 31, 2012. Net cash used in financing activities was $24.6 million in the nine months ended December 31, 2011. The cash provided by financing activities in the nine months ended December 31, 2012 was due to $18.1 million of excess tax benefits recognized as a result of the stock option exercises and $14.1 million of proceeds from the exercise of stock options. The net cash used in financing activities in the nine months ended December 31, 2011 was due $45.6 million used to repurchase shares of our common stock under our repurchase program, partially offset by $14.0 million of proceeds from the exercise of stock options and $7.0 million of excess tax benefits recognized as a result of the stock option exercises.

Working capital increased $91.4 million from $222.3 million as of March 31, 2012 to $313.7 million as of December 31, 2012. The increase in working capital is primarily due to a $97.0 million increase in cash and short-term investments. These increases were partially offset by a $9.6 million increase in deferred revenue. The increase in cash and short-term investments is primarily due to net income generated during the period and cash received from the exercise of stock options. The increase in deferred revenue is primarily due to higher deferred services revenue from customer support agreements from software sales to new customers and renewal agreements with our installed software base.

We believe that our existing cash, cash equivalents and our cash from operations will be sufficient to meet our anticipated cash needs for working capital, capital expenditures (including our planned new corporate campus headquarters) and potential stock repurchases for at least the next 12 months. We may seek additional funding through public or private financings or other arrangements during this period. Adequate funds may not be available when needed or may not be available on terms favorable to us, or at all. If additional funds are raised by issuing equity securities, dilution to existing stockholders will result. If we raise additional funds by obtaining loans from third parties, the terms of those financing arrangements may include negative covenants or other restrictions on our business that could impair our operational flexibility, and would also require us to fund additional interest expense. If funding is insufficient at any time in the future, we may be unable to develop or enhance our products or services, take advantage of business opportunities or respond to competitive pressures, any of which could have a material adverse effect on our business, financial condition and results of operations.

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Off-Balance Sheet Arrangements

As of December 31, 2012, other than our operating leases, we do not have off-balance sheet financing arrangements, including any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities.

Indemnifications

Certain of our software licensing agreements contain certain provisions that indemnify our customers from any claim, suit or proceeding arising from alleged or actual intellectual property infringement. These provisions continue in perpetuity along with our software licensing agreements. We have never incurred a liability relating to one of these indemnification provisions in the past and we believe that the likelihood of any future payout relating to these provisions is remote. Therefore, we have not recorded a liability during any period related to these indemnification provisions.

Impact of Recently Issued Accounting Standards

In June 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update No. 2011-05, *Comprehensive Income (Topic 220)* Presentation of Comprehensive Income (ASU 2011-05), to require an entity to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate, but consecutive statements. ASU 2011-05 eliminates the option to present the components of other comprehensive income as part of the statement of equity. ASU 2011-05 became effective for us the first quarter of fiscal 2013 and was applied retrospectively. There was no significant impact on our consolidated financial statements.

In December 2011, the FASB issued Accounting Standards Update No. 2011-12, *Comprehensive Income (Topic 220): Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income* (ASU 2011-12), to defer the effective date of the specific requirement to present items that are reclassified out of accumulated other comprehensive income to net income alongside their respective components of net income and other comprehensive income.

Item 3 - Quantitative and Qualitative Disclosures about Market Risk

Interest Rate Risk

As of December 31, 2012, our cash, cash equivalent and short-term investment balances consisted primarily of money market funds and certificates of deposit. Due to the short-term nature of these investments, we are not subject to any material interest rate risk on these balances.

Foreign Currency Risk

Economic Exposure

As a global company, we face exposure to adverse movements in foreign currency exchange rates. Our international sales are generally denominated in foreign currencies, and this revenue could be materially affected by currency fluctuations. Approximately 40% of our sales were outside the United States in the nine months ended December 31, 2012 and 39% in fiscal 2012. Our primary exposures are to fluctuations in exchange rates for the U.S. dollar versus the Euro, and to a lesser extent, the Australian dollar, British pound sterling, Canadian dollar, Chinese yuan, Indian rupee and Singapore dollar. Changes in currency exchange rates could adversely affect our reported revenues and require us to reduce our prices to remain competitive in foreign markets, which could also have a material adverse effect on our results of operations. Historically, we have periodically reviewed and revised the pricing of our products available to our customers in foreign countries and we have not maintained excess cash balances in foreign accounts.

Transaction Exposure

Our exposure to foreign currency transaction gains and losses is primarily the result of certain net receivables due from our foreign subsidiaries and customers being denominated in currencies other than the functional currency of the subsidiary. Our foreign subsidiaries conduct their businesses in local currency and we generally do not maintain excess U.S. dollar cash balances in foreign accounts.

Foreign currency transaction gains and losses are recorded in General and administrative expenses in the Consolidated Statements of Income. We recognized net foreign currency transaction losses of $0.1 million in both the three and nine months ended December 31, 2012, and foreign currency transaction gains (losses) of less than $(0.1) million and less than $0.1 million in the three and nine months ended December 31, 2011, respectively. The net foreign currency transaction gains (losses) recorded in General and administrative expenses include settlement gains and losses on forward contracts disclosed below.

To date, we have selectively hedged our exposure to foreign currency transaction gains and losses on the balance sheet through the use of forward contracts, which were not designated as hedging instruments. The duration of forward contracts utilized for hedging our balance sheet exposure is generally one to three months. As of December 31, 2012 and March 31, 2012, we did not have any forward contracts outstanding. We recorded net realized losses in general and administrative expenses related to the settlement of forward exchange contracts of $0.1 million and $0.2 million in the three and nine months ending December 31, 2012, respectively, and net realized losses of $0.1 million and less than $0.1 million in the three and nine months ending December 31, 2011, respectively. In the future, we may enter into additional foreign currency based hedging contracts to reduce our exposure to significant fluctuations in currency exchange rates on the balance sheet.

Item 4 Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of the Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as of December 31, 2012. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of December 31, 2012.

Changes in Internal Control over Financial Reporting

There was no change in our internal control over financial reporting that occurred during the third quarter of fiscal year 2013 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Inherent Limitations on Internal Controls

Our management, including our Chief Executive Officer and Chief Financial Officer, do not expect that our disclosures controls and procedures or our internal controls over financial reporting will prevent or detect all error and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of a simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

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PART II. OTHER INFORMATION

Item 1. Legal Proceedings

From time to time, we are subject to claims in legal proceedings arising in the normal course of our business. We do not believe that we are party to any pending legal action that could reasonably be expected to have a material adverse effect on our business or operating results.

Item 1A. Risk Factors

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended March 31, 2012, which could materially affect our business, financial condition or future results. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results. If any of the risks actually occur, our business, financial conditions or results of operations could be negatively affected. In that case, the trading price of our stock could decline, and our stockholders may lose part or all of their investment.

Item 2. Unregistered Sale of Equity Securities and Use of Proceeds

Purchases of Equity Securities by the Issuer

There were no purchases of our common stock during the nine months ended December 31, 2012. As of December 31, 2012, we have repurchased $117.2 million of common stock out of the $220.0 million in total that was authorized under our stock repurchase program. As a result, we may repurchase an additional $102.8 million of our common stock through March 31, 2014.

Item 3. Defaults upon Senior Securities

None

Item 4. Mine Safety Disclosures

Not Applicable

Item 5. Other Information

None

Item 6. Exhibits

A list of exhibits filed herewith is included on the Exhibit Index, which immediately precedes such exhibits and is incorporated herein by reference.

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Signatures

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

	CommVault Systems, Inc.
Dated: February 1, 2013	By: /s/ N. Robert Hammer N. Robert Hammer Chairman, President and Chief Executive Officer
Dated: February 1, 2013	By: /s/ Brian Carolan Brian Carolan Vice President and Chief Financial Officer

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EXHIBIT INDEX

Exhibit No.	Description
31.1	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of Chief Financial Officer 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