

EVERTEC, Inc.
Form 10-Q
November 07, 2013
Table of Contents

Index to Financial Statements

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-Q

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

For the quarterly period ended September 30, 2013

or

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

For the transition period from _____ to _____

COMMISSION FILE NUMBER 001-35872

EVERTEC, INC.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Puerto Rico
(State or other jurisdiction of
incorporation or organization)

66-0783622
(I.R.S. employer
identification number)

Cupey Center Building, Road 176, Kilometer 1.3,

San Juan, Puerto Rico
(Address of principal executive offices)
(787) 759-9999

00926
(Zip Code)

(Registrant's telephone number, including area code)

Not applicable

(Former name, former address and former fiscal year, if changed since last report)

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company (as defined in rule 12b-2 of the Exchange Act).

Large accelerated filer Accelerated filer

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

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

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

At November 1, 2013, there were 81,938,299 outstanding shares of common stock of EVERTEC, Inc.

Table of Contents

Index to Financial Statements

TABLE OF CONTENTS

	Page
<u>Part I. FINANCIAL INFORMATION</u>	1
Item 1. <u>Financial Statements</u>	1
<u>Unaudited Consolidated Balance Sheets as of September 30, 2013 and December 31, 2012</u>	1
<u>Unaudited Consolidated Statements of Income (Loss) and Comprehensive Income (Loss) for the three and nine months ended September 30, 2013 and 2012</u>	2
<u>Unaudited Consolidated Statement of Changes in Stockholders' Equity for the nine months ended September 30, 2013</u>	3
<u>Unaudited Consolidated Statements of Cash Flows for the nine months ended September 30, 2013 and 2012</u>	4
<u>Notes to Unaudited Consolidated Financial Statements</u>	5
Item 2. <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	21
Item 3. <u>Quantitative and Qualitative Disclosures about Market Risk</u>	33
Item 4. <u>Controls and Procedures</u>	34
<u>Part II. OTHER INFORMATION</u>	34
Item 1. <u>Legal Proceedings</u>	34
Item 1A. <u>Risk Factors</u>	34
Item 2. <u>Unregistered Sales of Equity in Securities and Use of Proceeds</u>	34
Item 3. <u>Defaults Upon Senior Securities</u>	34
Item 4. <u>Mine Safety Disclosures</u>	35
Item 5. <u>Other Information</u>	35
Item 6. <u>Exhibits</u>	35
<u>SIGNATURES</u>	S-1

Table of Contents

Index to Financial Statements

FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of, and subject to the protection of, the Private Securities Litigation Reform Act of 1995. Such statements can be identified by the use of forward-looking terminology such as believes, expects, may, estimates, will, should, plans or anticipates negative thereof or other variations thereon or comparable terminology, or by discussions of strategy. Readers are cautioned that any such forward-looking statements are not guarantees of future performance and may involve significant risks and uncertainties, and that actual results may vary materially from those in the forward-looking statements as a result of various factors. Among the factors that significantly impact our business and could impact our business in the future are:

our reliance on our relationship with Popular, Inc. (Popular) for a significant portion of our revenues and with Banco Popular de Puerto Rico (Banco Popular), Popular 's principal banking subsidiary, to grow our merchant acquiring business;

our ability to renew our client contracts on terms favorable to us;

our dependence on our processing systems, technology infrastructure, security systems and fraudulent payment detection systems, as well as on our personnel and certain third parties with whom we do business;

our ability to develop, install and adopt new software, technology and computing systems;

a decreased client base due to consolidations and failures in the financial services industry;

the credit risk of our merchant clients, for which we may also be liable;

the continuing market position of the ATH network despite competition and potential shifts in consumer payment preferences;

our dependence on credit card associations, including any adverse changes in credit card association or network rules or fees;

changes in the regulatory environment and changes in international, legal, political, administrative or economic conditions;

the geographical concentration of our business in Puerto Rico;

operating an international business in multiple regions with potential political and economic instability, including Latin America;

our ability to execute our geographic expansion and acquisition strategies;

our ability to protect our intellectual property rights against infringement and to defend ourselves against claims of infringement brought by third parties;

our ability to recruit and retain the qualified personnel necessary to operate our business;

our ability to comply with federal, state and local regulatory requirements;

evolving industry standards and adverse changes in global economic, political and other conditions;

our high level of indebtedness and restrictions contained in our debt agreements, including the senior secured credit facilities, as well as debt that could be incurred in the future;

our ability to generate sufficient cash to service our indebtedness and to generate future profits; and

other factors discussed in this Report, including in the section entitled "Risk Factors."

These forward-looking statements involve a number of risks and uncertainties that could cause actual results to differ materially from those suggested by the forward-looking statements. Forward-looking statements should, therefore, be considered in light of various factors, including those set forth under "Risk Factors," in "Management's Discussion and Analysis of Financial Condition and Results of Operations" elsewhere in this Report and in the Company's Registration Statement on Form S-1 (File No. 333-186487) (as amended the "Registration Statement"). These forward-looking statements speak only as of the date of this Report, and we do not undertake any obligation to publicly release any revisions to these forward-looking statements to reflect events or circumstances after the date of this Report or to reflect the occurrence of unanticipated events.

Table of Contents**Index to Financial Statements****PART I. FINANCIAL INFORMATION****Item 1. Financial Statements****EVERTEC, Inc. (Unaudited) Consolidated Balance Sheets****(Dollar amounts in thousands, except per share data)**

	September 30, 2013	December 31, 2012
Assets		
Current Assets:		
Cash	\$ 27,960	\$ 25,634
Restricted cash	5,096	4,939
Accounts receivable, net	69,249	78,621
Deferred tax asset	383	1,434
Prepaid expenses and other assets	21,800	19,345
Total current assets	124,488	129,973
Investment in equity investee	10,827	11,080
Property and equipment, net	31,992	36,737
Goodwill	373,223	372,307
Other intangible assets, net	375,292	403,170
Other long-term assets	19,657	24,478
Total assets	\$ 935,479	\$ 977,745
Liabilities and stockholders equity		
Current Liabilities:		
Accrued liabilities	\$ 28,778	\$ 34,609
Accounts payable	14,912	24,482
Unearned income	3,791	1,166
Income tax payable	246	2,959
Current portion of long-term debt	19,000	6,052
Short-term borrowings	6,132	26,995
Deferred tax liability, net	658	632
Total current liabilities	73,517	96,895
Long-term debt	670,209	730,709
Long-term deferred tax liability, net	16,965	24,614
Other long-term liabilities	333	3,072

Edgar Filing: EVERTEC, Inc. - Form 10-Q

Total liabilities	761,024	855,290
Commitments and contingencies (Note 9)		
Stockholders' equity		
Preferred stock, par value \$0.01; 2,000,000 shares authorized; none issued		
Common stock, par value \$0.01; 206,000,000 shares authorized; 81,909,582 and 72,846,144 shares issued and outstanding at September 30, 2013 and December 31, 2012, respectively		
	819	728
Additional paid-in capital	155,166	52,155
Accumulated earnings	17,562	70,414
Accumulated other comprehensive income (loss)	908	(842)
Total stockholders' equity	174,455	122,455
Total liabilities and stockholders' equity	\$ 935,479	\$ 977,745

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

Table of Contents**Index to Financial Statements****EVERTEC, Inc. (Unaudited) Consolidated Statements of Income (Loss) and Comprehensive Income (Loss)****(Dollar amounts in thousands, except per share data)**

	Three months ended September 30,		Nine months ended September 30,	
	2013	2012	2013	2012
Revenues				
Merchant acquiring, net	\$ 18,211	\$ 16,810	\$ 53,835	\$ 51,499
Payment processing (from affiliates: \$7,338, \$7,203, \$21,846 and \$22,005)	24,731	23,284	73,128	69,986
Business solutions (from affiliates: \$33,500, \$29,822, \$102,996 and \$90,866)	44,472	43,745	136,965	129,214
Total revenues	87,414	83,839	263,928	250,699
Operating costs and expenses				
Cost of revenues, exclusive of depreciation and amortization shown below	39,114	40,897	121,873	118,469
Selling, general and administrative expenses	8,779	7,295	29,780	24,759
Depreciation and amortization	17,657	17,765	53,074	53,517
Total operating costs and expenses	65,550	65,957	204,727	196,745
Income from operations	21,864	17,882	59,201	53,954
Non-operating (expenses) income				
Interest income	54	38	147	237
Interest expense	(6,403)	(14,784)	(31,414)	(39,214)
Earnings (losses) of equity method investment	198	(472)	823	103
Other income (expenses):				
Loss on extinguishment of debt			(58,464)	
Termination of consulting agreements			(16,718)	
Other income (expenses)	448	855	(1,838)	(9,802)
Total other income (expenses)	448	855	(77,020)	(9,802)
Total non-operating (expenses) income	(5,703)	(14,363)	(107,464)	(48,676)
Income (loss) before income taxes	16,161	3,519	(48,263)	5,278

Edgar Filing: EVERTEC, Inc. - Form 10-Q

Income tax expense (benefit)	1,358	1,243	(3,603)	1,501
Net income (loss)	14,803	2,276	(44,660)	3,777
Other comprehensive (loss) income, net of tax of \$11, \$0, \$29 and \$13				
Foreign currency translation adjustments	(210)	215	1,750	2,551
Total comprehensive income (loss)	\$ 14,593	\$ 2,491	\$ (42,910)	\$ 6,328
Net income (loss) per common share - basic	\$ 0.18	\$ 0.03	\$ (0.57)	\$ 0.05
Net income (loss) per common share - diluted	\$ 0.18	\$ 0.03	\$ (0.57)	\$ 0.05

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

Table of ContentsIndex to Financial Statements

EVERTEC, Inc. (Unaudited) Consolidated Statement of Changes in Stockholders' Equity

(Dollar amounts in thousands, except per share data)

	Number of Shares of Common Stock	Common Stock	Additional Paid-in Capital	Accumulated Earnings	Accumulated Other Comprehensive (Loss) Income	Total Stockholders' Equity
Balance at December 31, 2012	72,846,144	\$ 728	\$ 52,155	\$ 70,414	\$ (842)	\$ 122,455
Issuance of common stock upon initial public offering, net of offering costs	6,250,000	63	112,369			112,432
Share-based compensation recognized			5,719			5,719
Tax windfall benefit on exercises of stock options and vesting of restricted stocks			1,627			1,627
Stock options exercised, net of cashless exercise	2,813,438	28	(16,704)			(16,676)
Net loss				(44,660)		(44,660)
Cash dividends paid on common stock				(8,192)		(8,192)
Other comprehensive income					1,750	1,750
Balance at September 30, 2013	81,909,582	\$ 819	\$ 155,166	\$ 17,562	\$ 908	\$ 174,455

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

Table of Contents**Index to Financial Statements****EVERTEC, Inc. (Unaudited) Consolidated Statements of Cash Flows****(Dollar amounts in thousands)**

	Nine months ended September 30,	
	2013	2012
Cash flows from operating activities		
Net (loss) income	\$ (44,660)	\$ 3,777
Adjustments to reconcile net (loss) income to net cash provided by operating activities:		
Depreciation and amortization	53,074	53,517
Amortization of debt issue costs and premium and accretion of discount	3,136	3,748
Write-off of debt issue costs, premium and discount accounted as loss on extinguishment	16,555	
Provision for doubtful accounts and sundry losses	954	1,291
Deferred tax benefit	(6,723)	(4,662)
Share-based compensation	5,719	889
Unrealized gain of indemnification assets	(21)	(334)
Amortization of a contract liability		(703)
Loss on disposition of property and equipment	30	62
Earnings from equity method investment	(823)	(103)
Dividend received from equity method investment	500	728
Premium on issuance of long-term debt		2,000
(Increase) decrease in assets:		
Accounts receivable, net	9,035	(3,831)
Prepaid expenses and other assets	(2,591)	2,414
Other long-term assets	(1,928)	
Increase (decrease) in liabilities:		
Accounts payable and accrued liabilities	(18,485)	11,476
Income tax payable	(2,713)	(1,201)
Unearned income	2,625	35
Total adjustments	58,344	65,326
Net cash provided by operating activities	13,684	69,103
Cash flows from investing activities		
Net (increase) decrease in restricted cash	(157)	582
Intangible assets acquired	(9,591)	(5,430)
Property and equipment acquired	(7,380)	(7,540)
Proceeds from sales of property and equipment	16	80

Net cash used in investing activities	(17,112)	(12,308)
---------------------------------------	----------	----------

Cash flows from financing activities

Proceeds from initial public offering, net of offering costs of \$12,567	112,369	
Proceeds from issuance of debt	700,000	208,725
Statutory minimum withholding taxes paid on cashless exercises of stock options	(16,704)	
Debt issuance costs	(12,077)	(2,174)
Repayment of short-term borrowings, net	(22,663)	
Proceeds from new short-term borrowing for purchase of equipment	1,800	
Dividends paid	(8,192)	(269,772)
Tax windfall benefits on exercises of stock options and vesting of restricted stocks	1,627	
Issuance of common stock	91	450
Repayment of other financing agreement	(224)	(112)
Repayment of long-term debt	(750,273)	
Net cash provided by (used in) financing activities	5,754	(62,883)

Net increase (decrease) in cash	2,326	(6,088)
--	--------------	----------------

Cash at beginning of the period	25,634	56,200
--	---------------	---------------

Cash at end of the period	\$ 27,960	\$ 50,112
----------------------------------	------------------	------------------

Supplemental disclosure of non-cash activities:

Dividend declared not received from equity method investment	\$ 500	\$ 1,457
Trade payable due to vendor related to software acquired	\$ 2,903	

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

Table of Contents

Index to Financial Statements

Notes to Unaudited Consolidated Financial Statements

<u>Note 1</u>	<u>The Company and Summary of Significant Accounting Policies</u>	6
<u>Note 2</u>	<u>Property and Equipment, net</u>	8
<u>Note 3</u>	<u>Goodwill and Other Intangible Assets</u>	8
<u>Note 4</u>	<u>Debt and Short-Term Borrowings</u>	10
<u>Note 5</u>	<u>Financial Instruments and Fair Value Measurements</u>	12
<u>Note 6</u>	<u>Share-based Compensation</u>	14
<u>Note 7</u>	<u>Income Tax</u>	15
<u>Note 8</u>	<u>Net Income (Loss) Per Common Share</u>	16
<u>Note 9</u>	<u>Commitments and Contingencies</u>	17
<u>Note 10</u>	<u>Related Party Transactions</u>	17
<u>Note 11</u>	<u>Segment Information</u>	18
<u>Note 12</u>	<u>Subsequent Events</u>	20

Table of Contents

Index to Financial Statements

EVERTEC, Inc. Notes to Unaudited Consolidated Financial Statements

Note 1 The Company and Summary of Significant Accounting Policies

The Company

EVERTEC, Inc. (formerly known as Carib Latam Holdings, Inc.) and its subsidiaries (collectively the Company, EVERTEC, we, us, or our) is the leading full-service transaction processing business in Latin America and the Caribbean. We are based in Puerto Rico and provide a broad range of merchant acquiring, payment processing and business process management services across 19 countries in the region. We process over 1.8 billion transactions annually, and manage the electronic payment network for over 4,100 automated teller machines (ATM) and over 104,000 point-of-sale (POS) payment terminals. According to the July 2013 Nilson Report, we are the largest merchant acquirer in the Caribbean and Central America and the seventh largest in Latin America based on total number of transactions. We own and operate the ATH network, one of the leading ATM and personal identification number debit networks in Latin America. In addition, we provide a comprehensive suite of services for core bank processing, cash processing and technology outsourcing in the regions we serve. We serve a broad and diversified customer base of leading financial institutions, merchants, corporations and government agencies with mission critical technology solutions that are essential to their operations, enabling them to issue, process and accept transactions securely, and we believe that our business is well positioned to continue to expand across the fast growing Latin American region.

Our subsidiaries include EVERTEC Intermediate Holdings, LLC (Holdings, formerly known as Carib Holdings, Inc.), EVERTEC Group, LLC (EVERTEC Group), EVERTEC Dominicana SAS., EVERTEC Panamá, S.A., EVERTEC Latinoamérica, S.A., EVERTEC Costa Rica, S.A. (EVERTEC CR), Tarjetas Inteligentes Internacionales, S.A., EVERTEC Guatemala, S.A. and EVERTEC México Servicios de Procesamiento, S.A. de C.V.

Initial Public Offering

On April 17, 2013, the Company completed its initial public offering (Initial Public Offering) of 28,789,943 shares of common stock at a price to the public of \$20.00 per share. A total of 6,250,000 shares were offered by the Company and a total of 22,539,943 shares were offered by selling stockholders of the Company, of which 13,739,284 shares were sold by an affiliate of Apollo Global Management, LLC (Apollo) and 8,800,659 shares were sold by Popular. The Company used net proceeds of approximately \$117.4 million from its sale of shares in the Initial Public Offering and proceeds from borrowings under the 2013 Credit Agreement (as defined in Note 4), together with available cash on hand, to redeem its senior notes (as defined in Note 4) and to refinance its previous senior secured credit facilities.

Public Offering by Selling Stockholders

On September 18, 2013, the Company completed a public offering of 23,000,000 shares of its common stock by Apollo, Popular, and certain officers and current and former employees of the Company at a price to the public of \$22.50 per share. The Company did not receive any proceeds from this offering. After completion of this offering, Apollo owned approximately 9.2 million shares of our common stock, or 11.2% and Popular owned approximately 17.5 million shares of our common stock, or 21.3%.

Basis of Presentation

The accompanying unaudited consolidated financial statements include the accounts of EVERTEC, Inc. and its subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation. The preparation of the accompanying unaudited consolidated financial statements in conformity with accounting principles generally accepted in the United States of America (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the unaudited consolidated financial statements. Actual results could differ from these estimates.

In the opinion of management, the accompanying unaudited consolidated financial statements, prepared in accordance with GAAP, contain all adjustments, all of which are normal and recurring in nature, necessary for a fair presentation. Certain information and note disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted from the unaudited consolidated financial statements pursuant to the rules and regulations of the Securities and Exchange Commission (SEC). As these unaudited consolidated financial statements are prepared using the same accounting principles and policies used to prepare the annual financial statements, they should be read in conjunction with the audited consolidated financial statements for the fiscal year ended December 31, 2012, included in the Company s Registration Statement on Form S-1 (File No. 333-186487) (as amended, the Registration Statement), which was declared effective by the SEC on April 11, 2013. The results of operations for the three and nine months ended September 30, 2013 are not necessarily indicative of the results of operations for the full year or any future period.

Table of Contents

Index to Financial Statements

EVERTEC, Inc. Notes to Unaudited Consolidated Financial Statements

On April 1, 2013, EVERTEC's Board of Directors declared a two for one stock split of our outstanding Class A and Class B common stock. Accordingly, all shares of outstanding common stock or restricted stock, or shares of common stock underlying outstanding options, and all per share amounts for all periods presented in these consolidated financial statements and notes thereto, have been adjusted retroactively, where applicable, to reflect this stock split, except for the par value of the common stock, which was not adjusted by the stock split and the impact was recorded as additional paid-in capital. Under the certificate of incorporation, as amended by the certificate of amendment, which became effective on April 1, 2013, EVERTEC's authorized capital consists of 206,000,000 shares of common stock and 2,000,000 shares of preferred stock.

The Consolidated Balance Sheet as of December 31, 2012 was derived from the audited consolidated financial statements for the fiscal year ended December 31, 2012 included in the Registration Statement.

Certain reclassifications have been made to certain prior period notes to the unaudited consolidated financial statements to conform with the presentation in 2013.

Summary of Significant Accounting Policies

Share-based Compensation

Management uses the fair value method of recording stock-based compensation as described in the guidance for stock compensation in ASC topic 718. The fair value of the stock options granted during 2011 and 2012 was estimated using the Black-Scholes-Merton (BSM) option pricing model for Tranche A options granted under the EVERTEC, Inc. Amended and Restated 2010 Equity Incentive Plan (the Equity Incentive Plan) and the Monte Carlo simulation analysis for Tranche B and Tranche C options.

Upon option exercise, participants may elect to net share settle. Rather than requiring the participant to deliver cash to satisfy the exercise price and statutory minimum tax withholdings, the Company withholds a sufficient number of shares to cover these amounts and delivers the net shares to the participant. The Company recognizes the associated tax withholding obligation as a reduction of additional paid-in capital.

As compensation expense is recognized, a deferred tax asset is established. At the time stock options are exercised, a current tax deduction arises based on the value at the time of exercise. This deduction may exceed the associated deferred tax asset, resulting in a windfall tax benefit. The windfall is recognized in the unaudited consolidated balance sheet as an increase to additional paid-in capital, and is included in the unaudited consolidated statement of cash flows as a financing inflow.

Net Income (Loss) Per Common Share

Basic net income (loss) per common share is determined by dividing net income (loss) by the weighted-average number of common shares outstanding during the period.

Diluted net income (loss) per common share assumes the issuance of all potentially dilutive share equivalents using the treasury stock method.

Table of Contents**Index to Financial Statements****EVERTEC, Inc. Notes to Unaudited Consolidated Financial Statements****Note 2 Property and Equipment, net**

Property and equipment, net consists of the following:

<i>(Dollar amounts in thousands)</i>	Useful life in years	September 30, 2013	December 31, 2012
Buildings	30	\$ 1,731	\$ 2,096
Data processing equipment	3 - 5	63,399	59,901
Furniture and equipment	3 -20	6,639	6,183
Leasehold improvements	5 - 10	2,860	2,380
		74,629	70,560
Less - accumulated depreciation and amortization		(44,172)	(35,331)
Depreciable assets, net		30,457	35,229
Land		1,535	1,508
Property and equipment, net		\$ 31,992	\$ 36,737

Depreciation and amortization expense related to property and equipment was \$4.1 million and \$12.2 million for the three and nine months ended September 30, 2013, respectively, and \$4.0 million and \$12.1 million for the corresponding 2012 periods.

Note 3 Goodwill and Other Intangible Assets

The changes in the carrying amount of goodwill, allocated by reportable segments, were as follows (See Note 11):

<i>(Dollar amounts in thousands)</i>	Merchant acquiring, net	Payment processing	Business solutions	Total
Balance at December 31, 2012	\$ 138,121	\$ 187,028	\$ 47,158	\$ 372,307
Foreign currency translation adjustments		666	250	916
Balance at September 30, 2013	\$ 138,121	\$ 187,694	\$ 47,408	\$ 373,223

Goodwill is tested for impairment at least annually using the qualitative assessment option or step zero process. Using this process, the Company first assesses whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount.

During the third quarter of 2013, we conducted a qualitative assessment of each reporting unit's fair value as of August 31, 2013. As part of our qualitative assessment, we considered the results of our 2011 impairment test (which indicated that the fair value of each reporting unit was in excess of 30% of its carrying amount) as well as current market conditions and changes in the carrying amount of our reporting units that occurred subsequent to the 2011 impairment test. Based on the results of this qualitative assessment, we believe the fair value of goodwill for each of our reporting units continues to exceed their respective carrying amounts and concluded that it was not necessary to conduct the two-step goodwill impairment test. Accordingly, no impairment losses for the period were recognized.

Table of Contents**Index to Financial Statements****EVERTEC, Inc. Notes to Unaudited Consolidated Financial Statements**

The carrying amount of other intangible assets for the nine months ended September 30, 2013 and the year ended December 31, 2012 consisted of the following:

(Dollar amounts in thousands)

		September 30, 2013		
	Useful life in years	Gross amount	Accumulated amortization	Net carrying amount
Customer relationships	14	\$ 314,070	\$ (67,577)	\$ 246,493
Trademark	10 -15	39,950	(10,392)	29,558
Software packages	3 - 5	113,866	(59,856)	54,010
Non-compete agreement	15	56,539	(11,308)	45,231
Other intangible assets, net		\$ 524,425	\$ (149,133)	\$ 375,292

(Dollar amounts in thousands)

		December 31, 2012		
	Useful life in years	Gross amount	Accumulated amortization	Net carrying amount
Customer relationships	14	\$ 313,726	\$ (50,769)	\$ 262,957
Trademark	10 -15	39,950	(7,794)	32,156
Software packages	3 - 5	110,478	(50,479)	59,999
Non-compete agreement	15	56,539	(8,481)	48,058
Other intangible assets, net		\$ 520,693	\$ (117,523)	\$ 403,170

For the three and nine months ended September 30, 2013, the Company recorded amortization expense related to other intangibles of \$13.6 million and \$40.9 million, respectively, compared to \$13.8 million and \$41.4 million for the corresponding 2012 periods.

The estimated amortization expense of the balances outstanding at September 30, 2013 for the next five years is as follows:

(Dollar amounts in thousands)

Remaining 2013	\$ 13,054
2014	49,162

Edgar Filing: EVERTEC, Inc. - Form 10-Q

2015	44,780
2016	35,193
2017	32,008
2018	30,129

Table of ContentsIndex to Financial Statements

EVERTEC, Inc. Notes to Unaudited Consolidated Financial Statements

Note 4 Debt and Short-Term Borrowings

Total debt as of September 30, 2013 and December 31, 2012 was as follows:

<i>(Dollar amounts in thousands)</i>	September 30, 2013	December 31, 2012
Senior Secured Credit Facility (Term A) due on April 17, 2018 paying interest at a variable interest rate (London InterBank Offered Rate (LIBOR) plus applicable margin ⁽¹⁾)	\$ 295,881	\$
Senior Secured Credit Facility (Term B) due on April 17, 2020 paying interest at a variable interest rate (LIBOR plus applicable margin ⁽²⁾)	393,328	
Senior Secured Credit Facility due on September 30, 2016 paying interest at a variable interest rate (LIBOR plus applicable margin ⁽³⁾)		484,414
Senior Secured Revolving Credit Facility paying interest at a variable interest rate		14,000
Senior Notes due on October 1, 2018, paying interest semi-annually at a rate of 11% per annum		252,347
Other short-term borrowing	6,132	12,995
Total debt	\$ 695,341	\$ 763,756

(1) Applicable margin of 2.50% at September 30, 2013.

(2) Subject to a minimum rate (LIBOR floor) of 0.75% plus applicable margin of 2.75% at September 30, 2013.

(3) Subject to a minimum rate (LIBOR floor) of 1.50% plus applicable margin of 4.00% at December 31, 2012.

Senior Secured Credit Facilities

On April 17, 2013, EVERTEC Group entered into a credit agreement (the 2013 Credit Agreement) governing the senior secured credit facilities, consisting of a \$300.0 million term loan A facility (the Term A Loan) which matures on April 17, 2018, a \$400.0 million term loan B facility (the Term B Loan) which matures on April 17, 2020 and a \$100.0 million revolving credit facility which matures on April 17, 2018. The net proceeds received by EVERTEC Group from the new senior secured credit facilities, together with other cash available to EVERTEC Group, were used to, among other things, refinance EVERTEC Group's previous senior secured credit facilities and redeem a portion of

EVERTEC's 11% Senior Notes due 2018 (the "senior notes"), as further described below.

As a result of the debt refinancing, EVERTEC Group's previous senior secured credit facilities were evaluated under ASC 470-50, *Debtor's Accounting for a Modification or Exchange of Debt Instruments* (ASC 470-50). Accordingly, a portion of the unamortized discount and debt issue costs amounting to \$6.4 million and \$5.9 million, respectively, were treated as a modification and will be amortized over the term of the new debt using the interest method. The remaining unamortized discount and debt issue costs of \$3.4 million and \$3.0 million, respectively, were considered to be related to the portion of the debt that was extinguished and written-off.

Senior Notes

On March 29, 2013, EVERTEC Group provided notice to Wilmington Trust, National Association (the "Trustee") pursuant to the Indenture, dated as of September 30, 2010 (as supplemented by Supplemental Indenture No. 1, dated as of April 17, 2012, Supplemental Indenture No. 2, dated as of May 7, 2012 and Supplemental Indenture No. 3, dated as of May 7, 2012) between EVERTEC Group and EVERTEC Finance Corp. (together, the "Co-Issuers"), the Guarantors named therein and the Trustee (the "Indenture"), that the Co-Issuers had elected to (i) redeem \$91.0 million principal amount of their outstanding senior notes, at a redemption price of 111.0%, plus accrued and unpaid interest, on April 29, 2013 (the "Partial Redemption") and (ii) redeem all of their outstanding senior notes (after giving effect to the redemption of \$91.0 million principal amount of the senior notes described in clause (i)) at a redemption price of 100.0% plus a make-whole premium and accrued and unpaid interest, on April 30, 2013 (the "Full Redemption"). On April 17, 2013, the Co-Issuers and the Trustee entered into a Satisfaction and Discharge Agreement whereby EVERTEC Group caused to be irrevocably deposited with the Trustee, to satisfy and to discharge the Co-Issuers obligations under

Table of Contents

Index to Financial Statements

EVERTEC, Inc. Notes to Unaudited Consolidated Financial Statements

the Indenture (a) a portion of the net cash proceeds received by the Company in the Initial Public Offering to Holdings, which contributed such proceeds to EVERTEC Group, in an amount sufficient to effect the Partial Redemption on April 29, 2013 and (b) proceeds from the 2013 Credit Agreement described above in an amount sufficient to effect the Full Redemption on April 30, 2013. On April 29, 2013, the Partial Redemption was effected and on April 30, 2013, the Full Redemption was effected.

Based on accounting guidance, the senior notes were considered extinguished. Accordingly, the outstanding premium of \$1.8 million and unamortized debt issuance costs of \$7.0 million were written-off and presented as a loss on extinguishment of debt. In addition, the redemption premium payments totaling \$41.9 million were accounted for as a loss on extinguishment of debt.

New Senior Secured Credit Facilities

Term A Loan

As of September 30, 2013, the outstanding principal amount of the Term A Loan was \$296.3 million. The Term A Loan requires principal payments on the last business day of each quarter equal to (a) 1.250% of the original principal amount commencing on September 30, 2013 through June 30, 2016; (b) 1.875% of the original principal amount from September 30, 2016 through June 30, 2017; (c) 2.50% of the original principal amount from September 30, 2017 through March 31, 2018; and (d) the remaining outstanding principal amount on the maturity of the Term A Loan on April 17, 2018. Interest is based on EVERTEC Group's first lien secured net leverage ratio and payable at a rate equal to, at the Company's option, either (a) LIBOR Rate plus an applicable margin ranging from 2.00% to 2.50%, or (b) Base Rate plus an applicable margin ranging from 1.00% to 1.50%. Term A Loan has no LIBOR Rate or Base Rate minimum or floor.

Term B Loan

As of September 30, 2013, the outstanding principal amount of the Term B Loan was \$399.0 million. The Term B Loan requires principal payments on the last business day of each quarter equal to 0.250% of the original principal amount commencing on September 30, 2013 and the remaining outstanding principal amount on the maturity of the Term B Loan on April 17, 2020. Interest is based on EVERTEC Group's first lien secured net leverage ratio and payable at a rate equal to, at the Company's option, either (a) LIBOR Rate plus an applicable margin ranging from 2.50% to 2.75%, or (b) Base Rate plus an applicable margin ranging from 1.50% to 1.75%. The LIBOR Rate and Base Rate are subject to floors of 0.75% and 1.75%, respectively.

Revolving Credit Facility

The revolving credit facility has an available balance up to \$100.0 million, with an interest rate on loans calculated the same as the applicable Term A Loan rate. The facility matures on April 17, 2018 and has a commitment fee payable one business day after the last business day of each quarter calculated based on the daily unused commitment during

the preceding quarter. The commitment fee for the unused portion of this facility ranges from 0.125% to 0.375% and is based on EVERTEC Group's first lien secured net leverage ratio. As of September 30, 2013, the revolving credit facility was undrawn.

All loans may be prepaid without premium or penalty, except for a 1% premium payable if any of the Term B Loans are refinanced or repriced with syndicated secured term loans having a lower effective interest rate on or prior to April 17, 2014.

The new senior secured credit facilities were evaluated under accounting guidance and accordingly, \$7.2 million of debt issue costs were capitalized and are being amortized over the term of the new debt using the interest method and \$4.9 million of debt issue costs were expensed and are presented in our second quarter 2013 financials as a loss on the extinguishment of debt.

The new senior secured credit facilities contain various restrictive covenants. The Term A Loan and the revolving credit facility (subject to certain exceptions) require us to maintain on a quarterly basis a specified maximum senior secured leverage ratio of up to 6.60 to 1.00 as defined in the 2013 Credit Agreement (total first lien secured debt to adjusted EBITDA). In addition, the 2013 Credit Agreement, among other things: (a) limits our ability and the ability of our subsidiaries to incur additional indebtedness, incur liens, pay dividends or make certain other restricted payments and enter into certain transactions with affiliates; (b) restricts our ability to enter into agreements that would restrict the ability of our subsidiaries to pay dividends or make certain payments to us; and (c) places restrictions on our ability and the ability of our subsidiaries to merge or consolidate with any other person or sell, assign, transfer, convey or otherwise dispose of all or substantially all of our assets. As of September 30, 2013, the Company was in compliance with the applicable restrictive covenants under the 2013 Credit Agreement.

Table of ContentsIndex to Financial Statements**EVERTEC, Inc. Notes to Unaudited Consolidated Financial Statements****Note 5 Financial Instruments and Fair Value Measurements***Recurring Fair Value Measurements*

Fair value measurement provisions establish a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. This guidance describes three levels of input that may be used to measure fair value:

Level 1: Inputs are unadjusted, quoted prices for identical assets or liabilities in active markets at the measurement date.

Level 2: Inputs, other than quoted prices included in Level 1, which are observable for the asset or liability through corroboration with market data at the measurement date.

Level 3: Unobservable inputs that reflect management's best estimate of what market participants would use in pricing the asset or liability at the measurement date.

The Company uses observable inputs when available. Fair value is based upon quoted market prices when available. If market prices are not available, the Company may employ internally-developed models that primarily use market-based inputs including yield curves, interest rates, volatilities, and credit curves, among others. The Company limits valuation adjustments to those deemed necessary to ensure that the financial instrument's fair value adequately represents the price that would be received or paid in the marketplace. Valuation adjustments may include consideration of counterparty credit quality and liquidity as well as other criteria. The estimated fair value amounts are subjective in nature and may involve uncertainties and matters of significant judgment for certain financial instruments. Changes in the underlying assumptions used in estimating fair value could affect the results. The fair value measurement levels are not indicative of risk of investment.

The following table summarizes fair value measurements by level at September 30, 2013 and December 31, 2012 for assets measured at fair value on a recurring basis:

<i>(Dollar amounts in thousands)</i>	Level 1	Level 2	Level 3	Total
September 30, 2013				
Financial assets:				
Indemnification assets:				
Software cost reimbursement	\$	\$	\$ 4,173	\$ 4,173
December 31, 2012				
Financial assets:				

Indemnification assets:

Software cost reimbursement	\$	\$	\$ 6,099	\$ 6,099
-----------------------------	----	----	----------	----------

The fair value of financial instruments is the amount at which an asset or obligation could be exchanged in a current transaction between willing parties, other than in a forced liquidation sale. Fair value estimates are made at a specific point in time based on the type of financial instrument and relevant market information. Many of these estimates involve various assumptions and may vary significantly from amounts that could be realized in actual transactions.

For those financial instruments with no quoted market prices available, fair values have been estimated using present value calculations or other valuation techniques, as well as management's best judgment with respect to current economic conditions, including discount rates and estimates of future cash flows.

Indemnification assets include the present value of the expected future cash flows of certain expense reimbursement agreements with Popular. These contracts have termination dates up to September 2015 and were entered into in connection with the Merger. Management prepared estimates of the expected reimbursements to be received from Popular until the termination of the contracts, discounted the estimated future cash flows and recorded the indemnification assets as of the Merger closing date. Payments received during the quarters reduced the indemnification asset balance. The remaining balance was adjusted to reflect its fair value as of September 30, 2013, therefore resulting in a net unrealized gain of approximately \$2,000 and \$21,000 for the three and nine months ended September 30, 2013, respectively, and \$0.6 million and \$0.3 million for the corresponding 2012 periods, which are reflected within the other income (expenses) caption in the unaudited consolidated statements of income (loss) and comprehensive income (loss). The current portion of the indemnification assets is included within accounts receivable, net, and the other long-term portion is included within other long-term assets in the accompanying unaudited consolidated balance sheets.

Table of Contents**Index to Financial Statements****EVERTEC, Inc. Notes to Unaudited Consolidated Financial Statements**

The unobservable inputs related to the Company's indemnification assets as of September 30, 2013 using the discounted cash flow model include the discount rate of 5.42% and the projected cash flows of \$4.2 million.

For indemnification assets a significant increase or decrease in market rates and cash flows could result in a significant impact to the fair value. Also, the credit rating and/or the non-performance credit risk of Popular, which is subjective in nature, could also increase or decrease the sensitivity of the fair value of these assets.

The following table presents the carrying value, as applicable, and estimated fair values for financial instruments at September 30, 2013 and December 31, 2012:

<i>(Dollar amounts in thousands)</i>	September 30, 2013		December 31, 2012	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial assets:				
Indemnification assets:				
Software cost reimbursement	\$ 4,173	\$ 4,173	\$ 6,099	\$ 6,099
Financial liabilities:				
New senior secured term loans:				
Senior secured term loan A	\$ 295,881	\$ 292,695	\$	\$
Senior secured term loan B	393,328	384,038		
Senior secured term loan			484,414	497,498
Senior notes			252,347	275,550

The fair value of the new senior secured term loans at September 30, 2013, as well as the previous senior secured term loan and the senior notes at December 31, 2012 were obtained using the prices provided by third party service providers. Their pricing is based on various inputs such as: market quotes, recent trading activity in a non-active market or imputed prices. Also, the pricing may include the use of an algorithm that could take into account movement in the general high yield market, among other variants.

The previous senior secured term loan and senior notes as well as the new senior secured term loans, which are not measured at fair value in the balance sheets, if measured at fair value it will be categorized as Level 3 in the fair value hierarchy.

The following table provides a summary of the change in fair value of the Company's Level 3 assets:

<i>(Dollar amounts in thousands)</i>	Three months ended September 30,		Nine months ended September 30,	
	2013	2012	2013	2012
Indemnification assets:				
Beginning balance	\$ 4,540	\$ 6,120	\$ 6,099	\$ 7,464
Payments received	(369)	(1,017)	(1,947)	(2,145)
Unrealized gain recognized in other income (expenses)	2	550	21	334
Ending balance	\$ 4,173	\$ 5,653	\$ 4,173	\$ 5,653

Table of Contents**Index to Financial Statements****EVERTEC, Inc. Notes to Unaudited Consolidated Financial Statements****Note 6 Share-based Compensation**

The following table summarizes the nonvested stock options activity for the nine months ended September 30, 2013:

Nonvested stock options	Shares	Weighted-average exercise prices
Nonvested at December 31, 2012	4,571,258	\$ 2.16
Vested	(3,757,099)	2.07
Nonvested at September 30, 2013	814,159	\$ 2.57

Management uses the fair value method of recording stock-based compensation as described in the guidance for stock compensation in ASC topic 718.

The following table summarizes the nonvested restricted shares activity for the nine months ended September 30, 2013:

Nonvested restricted shares	Shares	Weighted-average grant date fair value
Nonvested at December 31, 2012	115,420	\$ 5.90
Vested	(115,420)	5.90
Granted	9,133	24.64
Nonvested at September 30, 2013	9,133	\$ 24.64

During the third quarter of 2013, the Company granted to three of its directors restricted stock units under the EVERTEC, Inc. 2013 Equity Incentive Plan.

Share-based compensation recognized was as follows:

<i>(Dollar amounts in thousands)</i>	Three months ended		Nine months ended	
	September 30,		September 30,	
	2013	2012	2013	2012
Share-based compensation recognized				
Stock options	\$ 204	\$ 151	\$ 5,416	\$ 442
Restricted shares	32	181	303	447

Pursuant to the terms of the Equity Incentive Plan, Tranche B options granted to employees and certain directors would vest at such time as the Investor Internal Rate of Return (IRR) equals or exceeds 25%, except for one grant that vests upon a 20% IRR, based on cash proceeds received by Apollo Investment Fund VII, L.P. (the Investor), and Tranche C options would vest at such time as the IRR equals or exceeds 30% based on cash proceeds received by the Investor.

As a result of the Initial Public Offering, the IRR required by the Tranche B and C options was achieved and accordingly, all Tranche B and C options became vested. As a result, the Company recognized a share-based compensation expense of \$4.9 million in April 2013.

The maximum unrecognized cost for stock options was \$1.3 million as of September 30, 2013 related to Tranche A time vesting options. The maximum unrecognized cost for restricted stock units was \$0.2 million as of September 30, 2013.

Table of ContentsIndex to Financial Statements

EVERTEC, Inc. Notes to Unaudited Consolidated Financial Statements

Note 7 Income Tax

The components of income tax expense (benefit) for the three and nine months ended September 30, 2013 and 2012 consisted of the following:

<i>(Dollar amounts in thousands)</i>	Three months ended September 30,		Nine months ended September 30,	
	2013	2012	2013	2012
Current tax provision	\$ 1,830	\$ 693	\$ 3,120	\$ 6,163
Deferred tax (benefit) expense	(472)	550	(6,723)	(4,662)
Income tax expense (benefit)	\$ 1,358	\$ 1,243	\$(3,603)	\$ 1,501

The Company conducts operations in Puerto Rico and certain countries throughout the Caribbean and Latin America. As a result, the income tax expense includes the effect of taxes paid to the Puerto Rico government as well as foreign jurisdictions. The following table presents the components of income tax expense (benefit) for the three and nine months ended September 30, 2013 and 2012 and its segregation based on location of operations:

<i>(Dollar amounts in thousands)</i>	Three months ended September 30,		Nine months ended September 30,	
	2013	2012	2013	2012
Current tax provision				
Puerto Rico	\$ 1,456	\$ (1)	\$ 1,712	\$ 4,949
United States	24	138	453	481
Foreign countries	350	556	955	733
Total current tax provision	\$ 1,830	\$ 693	\$ 3,120	\$ 6,163
Deferred tax (benefit) expense				
Puerto Rico	\$ (422)	\$ 739	\$(6,378)	\$(4,166)
United States	(1)	(34)	(3)	(34)
Foreign countries	(49)	(155)	(342)	(462)
Total deferred tax (benefit) expense	\$ (472)	\$ 550	\$(6,723)	\$(4,662)

Taxes payable to foreign countries by EVERTEC's subsidiaries will be paid by such subsidiary and the corresponding liability and expense will be presented in EVERTEC's consolidated financial statements.

On June 30, 2013, the Governor of Puerto Rico signed into law Act 40, effective as of January 1, 2013, which increased the maximum corporate income tax rate from 30% to 39%. This rate increase is only applicable to the fully taxable operations of EVERTEC in Puerto Rico. As a result of this tax rate increase, the deferred taxes were revalued resulting in the Company recognizing additional non-cash income tax expense of \$1.4 million for the first half of 2013. In addition, Act 40 established a national gross receipts tax based on gross revenues that is included as part of the alternative minimum tax calculation.

Table of ContentsIndex to Financial Statements**EVERTEC, Inc. Notes to Unaudited Consolidated Financial Statements**

The income tax (benefit) expense differs from the amount computed by applying the Puerto Rico statutory income tax rate to the income before income taxes as a result of the following:

<i>(Dollar amounts in thousands)</i>	Three months ended		Nine months ended	
	September 30,	September 30,	September 30,	September 30,
	2013	2012	2013	2012
Computed income tax at statutory rates	\$ 6,302	\$ 1,057	\$ (18,823)	\$ 1,583
Benefit of net tax-exempt interest income	(26)	(4)	(120)	(8)
Adjustment to deferred taxes due to changes in enacted tax rate			1,441	
Differences in tax rates due to multiple jurisdictions	(287)	29	329	280
Effect of income subject to tax-exemption grant	(4,924)	475	14,058	(130)
Reversal of tax uncertainties reserve			(846)	(640)
Fair value adjustment of indemnification assets		(98)		266
Tax benefit CONTADO dividend		(123)		(123)
Tax expense due to change in estimate	191		191	
Effect of net operating losses in foreign entities	162		162	278
Other	(60)	(93)	5	(5)
Income tax expense (benefit)	\$ 1,358	\$ 1,243	\$ (3,603)	\$ 1,501

At September 30, 2013 the recorded value of our net operating loss (NOL) carryforwards was \$12.4 million. The recorded value of our NOL carryforwards is approximately \$7.3 million lower than the total NOL carryforwards available to us due to a windfall tax benefit. The windfall tax benefit is available to offset future taxable income and is considered an off-balance sheet item until the deduction reduces taxes payable. This windfall tax benefit results from tax deductions in excess of previously recorded compensation expense due to the difference in fair value of stock options at the time of the grant as compared to when they were exercised. The total gross NOL carryforwards available to us, including the windfall benefit, was \$97.9 million as of September 30, 2013. Our NOL carryforwards have expiration dates up to 2023.

There are no open uncertain tax positions as of September 30, 2013.

Note 8 Net Income (Loss) Per Common Share

The reconciliation of the numerator and denominator of the income (loss) per common share is as follows:

Edgar Filing: EVERTEC, Inc. - Form 10-Q

<i>(Dollar amounts in thousands, except per share data)</i>	Three months ended September 30,		Nine months ended September 30,	
	2013	2012	2013	2012
Net income (loss)	\$ 14,803	\$ 2,276	\$ (44,660)	\$ 3,777
Weighted average common shares outstanding	81,905,566	72,704,839	77,890,406	72,674,699
Weighted average potential dilutive common shares ⁽¹⁾⁽²⁾	956,972	3,540,566		4,043,383
Weighted average common shares outstanding - assuming dilution	82,862,538	76,245,405	77,890,406	76,718,082
Net income (loss) per common share - basic	\$ 0.18	\$ 0.03	\$ (0.57)	\$ 0.05
Net income (loss) per common share - diluted	\$ 0.18	\$ 0.03	\$ (0.57)	\$ 0.05

Table of Contents

Index to Financial Statements

EVERTEC, Inc. Notes to Unaudited Consolidated Financial Statements

- (1) Potential common shares consist of common stock issuable under the assumed exercise of stock options and restricted stock awards using the treasury stock method.
- (2) For the nine months ended September 30, 2013, 2,784,779 potential common shares consisting of common stock under the assumed exercise of stock options and restricted stock awards using the treasury stock method were not included in the computation of the diluted net income (loss) per share since their inclusion would have an antidilutive effect.

On August 7, 2013, the Company's Board of Directors approved a regular quarterly cash dividend of \$0.10 per common share. The first quarterly dividend was paid on September 6, 2013 to stockholders of record at the close of business on August 19, 2013. Cash payments related to this dividend were approximately \$8.2 million.

Note 9 Commitments and Contingencies

Certain lease agreements contain provisions for future rent increases. The total amount of rental payments due over the lease term is being charged to rent expense on the straight-line method over the term of the lease. The difference between rent expense recorded and the amount paid is recorded as a deferred rent obligation. Total deferred rent obligation as of September 30, 2013 and December 31, 2012 amounted to \$0.3 million and is included within the accounts receivable, net caption in the accompanying unaudited consolidated balance sheets.

Rent expense of office facilities and real estate for the three and nine months ended September 30, 2013 amounted to \$1.7 million and \$5.7 million, respectively, compared to \$1.9 million and \$5.8 million for the corresponding 2012 periods. Also, rent expense for telecommunications and other equipment for the three and nine months ended September 30, 2013 amounted to \$1.8 million and \$5.3 million, respectively, compared to \$1.7 million and \$5.4 million for the corresponding 2012 periods.

EVERTEC is a defendant in a number of legal proceedings arising in the ordinary course of business. Based on the opinion of legal counsel and other factors, management believes that the final disposition of these matters will not have a material adverse effect on the business, results of operations or financial condition of the Company. The Company has identified certain claims as a result of which a loss may be incurred, but in the aggregate the loss would be minimal. For other claims, where the proceedings are in an initial phase, the Company is unable to estimate the range of possible loss for such legal proceedings. However, the Company at this time believes that any loss related to these latter claims will not be material.

Note 10 Related Party Transactions

The following table presents the Company's transactions with related parties for the three and nine months ended September 30, 2013 and 2012:

<i>(Dollar amounts in thousands)</i>	Three months ended		Nine months ended	
	September 30, 2013	September 30, 2012	September 30, 2013	September 30, 2012
Total revenues ⁽¹⁾⁽²⁾	\$ 40,838	\$ 37,025	\$ 124,842	\$ 112,871
Cost of revenues	\$ 1,570	\$ 98	\$ 6,680	\$ 319
Rent and other fees ⁽³⁾⁽⁴⁾	\$ 1,636	\$ 2,725	\$ 31,708	\$ 8,547
Interest earned from and charged by affiliate				
Interest income	\$ 25	\$ 22	\$ 67	\$ 179
Interest expense ⁽⁵⁾	\$	\$ 1,857	\$ 2,471	\$ 5,600

- (1) Total revenues from Popular as a percentage of revenues were 46%, 43%, 46% and 44% for each of the periods presented above.
- (2) Includes revenues generated from investee accounted for under the equity method of \$0.6 million and \$2.3 million for the three and nine months ended September 30, 2013, respectively, and \$0.9 million and \$2.6 million for the corresponding 2012 periods.
- (3) Includes management fees to equity sponsors amounting to \$20.2 million for the nine months ended September 30, 2013, compared to \$0.9 million and \$2.9 million for the three and nine months ended September 30, 2012. Management fees paid during 2013 includes \$16.7 million resulting from the termination of the consulting agreements as explained below. Rent and other fees also includes \$5.9 million paid to Popular in connection with the redemption premium on the senior notes during the first half of 2013.
- (4) Includes \$1.6 million, \$2.7 million, \$9.1 million and \$8.5 million recorded as selling, general and administrative expenses for each of the periods presented above, and \$22.6 million recorded as non-operating expenses for the nine months ended September 30, 2013 in the unaudited consolidated statement of income (loss) and comprehensive income (loss).
- (5) Interest expense relates to interest accrued on the senior secured term loan and senior notes held by Popular. As a result of the debt refinancing and the redemption of the senior notes in April 2013, Popular's participation in such debt was extinguished. See Note 4 for additional information related to the extinguishment of this debt.

Table of Contents**Index to Financial Statements****EVERTEC, Inc. Notes to Unaudited Consolidated Financial Statements**

On April 17, 2013, EVERTEC entered into a termination agreement with Holdings, EVERTEC Group and Popular and a termination agreement with Holdings, EVERTEC Group and Apollo Management VII, L.P. in connection with the Initial Public Offering (the Termination Agreements). The Termination Agreements terminated the consulting agreements (the Consulting Agreements), each dated September 30, 2010, entered into by Holdings and EVERTEC Group with each of Popular and Apollo Management, pursuant to which Holdings and EVERTEC Group received certain advisory services from each of Popular and Apollo Management. The Consulting Agreements were terminated in their entirety upon payment of termination fees of approximately \$8.5 million to Apollo Management and \$8.2 million to Popular, in each case, plus any unreimbursed expenses payable in accordance with the terms of the Termination Agreements.

At September 30, 2013 and December 31, 2012, EVERTEC had the following balances arising from transactions with related parties:

<i>(Dollar amounts in thousands)</i>	September 30, 2013	December 31, 2012
Cash and restricted cash deposits in affiliated bank	\$ 23,581	\$ 19,438
Indemnification assets from Popular reimbursement (1)		
Accounts receivable	\$ 2,086	\$ 2,157
Other long-term assets	\$ 2,087	\$ 3,942
Other due/to from affiliate		
Accounts receivable	\$ 18,273	\$ 19,252
Prepaid expenses and other assets	\$ 1,151	\$
Accounts payable ⁽²⁾	\$ 5,723	\$ 3,845
Unearned income	\$ 2,293	\$
Other long-term liabilities ⁽²⁾	\$ 333	\$ 2,847
Long-term debt	\$	\$ 90,186

- (1) Recorded in connection with reimbursements from Popular regarding certain software license fees.
- (2) Includes an account payable of \$0.2 million and \$0.4 million and a long-term liability of \$0.3 million and \$2.8 million for September 30, 2013 and December 31, 2012, respectively, related to the unvested portion of stock options as a result of the equitable adjustment approved by our Board of Directors on December 18, 2012 that will be payable to executive officers and employees upon vesting of stock options.

At September 30, 2013, EVERTEC Group has a credit facility with Popular for \$3.6 million, on behalf of EVERTEC CR, under which a letter of credit of a similar amount was issued.

Note 11 Segment Information

The Company operates in three business segments: merchant acquiring, payment processing and business solutions.

The merchant acquiring segment consists of revenues from services that allow merchants to accept electronic methods of payment. In the merchant acquiring segment, revenues include a discount fee and membership fees charged to merchants, debit network fees and rental fees from POS devices and other equipment, net of credit card interchange and assessment fees charged by credit cards associations (such as VISA or MasterCard) or payment networks. The discount fee is generally a percentage of the transaction value. We also charge merchants for other services that are unrelated to the number of transactions or the transaction value.

The payment processing segment revenues are comprised of revenues related to providing access to the ATH network and other card networks to financial institutions, including related services such as authorization, processing, management and recording of ATM and POS transactions, and ATM management and monitoring. Payment processing revenues also include revenues from card processing services (such as credit and debit card processing, authorization and settlement and fraud monitoring and control to debit or credit issuers), payment processing services (such as payment and billing products for merchants, businesses and financial institutions) and electronic benefit transfer (EBT) (which principally consist of services to the government of Puerto Rico for the delivery of benefits to participants).

For ATH network and processing services, revenues are primarily driven by the number of transactions processed. Revenues are derived primarily from network fees, transaction switching and processing fees, and the leasing POS devices. For card issuer processing, revenues are primarily dependent upon the number of cardholder accounts on file, transactions and authorizations processed, the number of cards embossed and other processing services. For EBT services, revenues are primarily derived from the number of beneficiaries on file.

Table of Contents**Index to Financial Statements****EVERTEC, Inc. Notes to Unaudited Consolidated Financial Statements**

The business solutions segment consist of revenues from a full suite of business process management solutions in various product areas such as core bank processing, network hosting and management, IT professional services, business process outsourcing, item processing, cash processing, and fulfillment. Core bank processing and network services revenues are derived in part from a recurrent fee and from fees based on the number of accounts on file (i.e. savings or checking accounts, loans, etc) or computer resources utilized. Revenues from other processing services within the business solutions segment are generally volume-based and depend on factors such as the number of accounts processed. In addition, we are a reseller of hardware and software products and these resale transactions are generally one-time transactions.

The Company's business segments are organized based on the nature of products and services. The Chief Operating Decision Maker (CODM) reviews their separate financial information to assess performance and to allocate resources.

Management evaluates the operating results of each of its reportable segments based upon revenues and operating income. Segment asset disclosure is not used by the CODM as a measure of segment performance since the segment evaluation is driven by earnings. As such, segment assets are not disclosed in the notes to the accompanying unaudited consolidated financial statements.

The following tables set forth information about the Company's operations by its three business segments for the periods indicated:

<i>(Dollar amounts in thousands)</i>	Merchant acquiring, net	Payment processing	Business solutions	Other	Total
Three months ended September 30, 2013					
Revenues	\$ 18,211	\$ 32,342	\$ 44,472	\$ (7,611) ⁽¹⁾	\$ 87,414
Income from operations	8,568	14,056	11,282	(12,042) ⁽²⁾	21,864
Three months ended September 30, 2012					
Revenues	16,810	28,463	43,745	(5,179) ⁽¹⁾	83,839
Income from operations	8,225	13,587	7,801	(11,731) ⁽²⁾	17,882

(1) Represents the elimination of intersegment revenues for services provided by the payment processing segment to the merchant acquiring segment, and other miscellaneous intersegment revenues.

(2) Primarily represents non-operating depreciation and amortization expenses generated as a result of the Merger and certain non-recurring fees and expenses.

(Dollar amounts in thousands)

Other Total

Edgar Filing: EVERTEC, Inc. - Form 10-Q

	Merchant acquiring, net	Payment processing	Business solutions		
Nine months ended September 30, 2013					
Revenues	\$ 53,835	\$ 92,168	\$ 136,965	\$ (19,040) ⁽¹⁾	\$ 263,928
Income from operations	25,963	38,536	30,600	(35,898) ⁽²⁾	59,201
Nine months ended September 30, 2012					
Revenues	51,499	85,711	129,214	(15,725) ⁽¹⁾	250,699
Income from operations	24,736	38,652	25,751	(35,185) ⁽²⁾	53,954

(1) Represents the elimination of intersegment revenues for services provided by the payment processing segment to the merchant acquiring segment, and other miscellaneous intersegment revenues.

(2) Primarily represents non-operating depreciation and amortization expenses generated as a result of the Merger and certain non-recurring fees and expenses.

Table of ContentsIndex to Financial Statements**EVERTEC, Inc. Notes to Unaudited Consolidated Financial Statements**

The reconciliation of income from operations to consolidated net income for the three and nine months ended September 30, 2013 and 2012 is as follows:

<i>(Dollar amounts in thousands)</i>	Three months ended September 30,		Nine months ended September 30,	
	2013	2012	2013	2012
Segment income from operations				
Merchant acquiring	\$ 8,568	\$ 8,225	\$ 25,963	\$ 24,736
Payment processing	14,056	13,587	38,536	38,652
Business solutions	11,282	7,801	30,600	25,751
Total segment income from operations	33,906	29,613	95,099	89,139
Merger related depreciation and amortization and other unallocated expenses ⁽¹⁾	(12,042)	(11,731)	(35,898)	(35,185)
Income from operations	\$ 21,864	\$ 17,882	\$ 59,201	\$ 53,954
Interest expense, net	(6,349)	(14,746)	(31,267)	(38,977)
Earnings of equity method investment	198	(472)	823	103
Other income (expenses)	448	855	(77,020)	(9,802)
Income tax (expense) benefit	(1,358)	(1,243)	3,603	(1,501)
Net income (loss)	\$ 14,803	\$ 2,276	\$(44,660)	\$ 3,777

(1) Primarily represents non-operating depreciation and amortization expenses generated as a result of the Merger and certain non-recurring fees and expenses.

Note 12 Subsequent Events

The Company evaluated subsequent events through the date that these unaudited consolidated financial statements were issued. There were no subsequent events requiring disclosure other than those below.

Quarterly Dividend. On November 6, 2013, the Company announced that its Board of Directors declared a regular quarterly dividend of \$0.10 per share to be paid on December 6, 2013 to stockholders of record at the close of business on November 18, 2013. Cash payments related to this dividend are expected to total approximately \$8.2 million.

Table of Contents

Index to Financial Statements

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

The following Management's Discussion and Analysis (MD&A) covers: (i) the results of operations for the three and nine months ended September 30, 2013 and 2012, respectively; and (ii) the financial condition as of September 30, 2013. You should read the following discussion and analysis in conjunction with the audited consolidated financial statements (the Audited Consolidated Financial Statements) and related notes for the fiscal year ended December 31, 2012, included in the Registration Statement and with the unaudited consolidated financial statements (the Unaudited Consolidated Financial Statements) and related notes appearing elsewhere herein. This MD&A contains forward-looking statements that involve risks and uncertainties. Our actual results may differ from those indicated in the forward-looking statements. See Forward-Looking Statements for a discussion of the risks, uncertainties and assumptions associated with these statements.

Overview

EVERTEC, Inc. and its subsidiaries (collectively the Company, EVERTEC, we, us, or our) is the leading full-service transaction processing business in Latin America and the Caribbean. We are based in Puerto Rico and provide a broad range of merchant acquiring, payment processing and business process management services across 19 countries in the region. We process over 1.8 billion transactions annually, and manage the electronic payment network for over 4,100 automated teller machines (ATM) and over 104,000 point-of-sale (POS) payment terminals. According to the July 2013 Nilson Report, we are the largest merchant acquirer in the Caribbean and Central America and the seventh largest in Latin America based on total number of transactions. We own and operate the ATH network, one of the leading ATM and personal identification number debit networks in Latin America. In addition, we provide a comprehensive suite of services for core bank processing, cash processing and technology outsourcing in the regions we serve. We serve a broad and diversified customer base of leading financial institutions, merchants, corporations and government agencies with mission critical technology solutions that are essential to their operations, enabling them to issue, process and accept transactions securely, and we believe that our business is well positioned to continue to expand across the fast growing Latin American region.

We are differentiated, in part, by our diversified business model, which enables us to provide our varied customer base with a broad range of transaction processing services from a single source across numerous channels and geographic markets. We believe this single source capability provides several competitive advantages which will enable us to continue to penetrate our existing customer base with new, complementary services, win new customers, develop new sales channels and enter new markets. We believe these competitive advantages include:

Our ability to package and provide a range of services across our customers' business that often need to be sourced from different vendors;

Our ability to serve customers with disparate operations in several geographies with a single integrated technology solution that enables them to manage their business as one enterprise; and

Our ability to capture and analyze data across the transaction processing value chain to provide value-added services that are differentiated from those offered by pure-play vendors that only have the technology,

capabilities and products to serve one portion of the transaction processing value chain (such as only merchant acquiring or payment processing).

Our broad suite of services span the entire transaction processing value chain and include a range of front-end customer facing solutions as well as back-end support services. These include: (i) merchant acquiring services, which enable POS and e-commerce merchants to accept and process electronic methods of payment such as debit, credit, prepaid and electronic benefits transfer (EBT) cards; (ii) payment processing services, which enable financial institutions and other issuers to manage, support and facilitate the processing for credit, debit, prepaid, ATM and EBT card programs; and (iii) business process management solutions, which provide mission critical technology solutions such as core bank processing, as well as information technology (IT) outsourcing and cash management services to financial institutions, enterprises and governments. We provide these services through a highly scalable, end-to-end technology platform that we manage and operate in-house. Our end-to-end technology platform includes solutions that encompass the entire transaction processing value chain. This enables us to provide front-end processing services, such as the electronic capture and authorization of transactions at the point-of-sale, and back-end services, such as the clearing and settlement of transactions and account reconciliation for card issuers. Our platform provides us with the broad range of capabilities, flexibility and operating leverage that enable us to innovate and develop new services, differentiate ourselves in the marketplace and generate significant operating efficiencies to continue to maximize profitability.

We sell and distribute our services primarily through a proprietary direct sales force with strong customer relationships. We are also increasingly building a variety of indirect sales channels which enable us to leverage the distribution capabilities of partners in adjacent markets, including value-added resellers, joint ventures and merchant acquiring alliances. Given our breadth across the transaction processing value chain, our customer base is highly diversified by size, type and geographic footprint.

Table of Contents

Index to Financial Statements

We benefit from an attractive business model, which is characterized by recurring revenue, significant operating margins and low capital expenditure requirements. Our revenue is recurring in nature because of the mission-critical and embedded nature of the services we provide, the high switching costs associated with these services and the multi-year contracts we negotiate with our customers. Our scalable business model creates significant operating efficiencies. In addition, our business model enables us to continue to grow our business organically without significant additional capital expenditures.

Separation from and Key Relationship with Popular

Prior to the Merger on September 30, 2010, EVERTEC Group was 100% owned by Popular, the largest financial institution in the Caribbean, and operated substantially as an independent entity within Popular. After the consummation of the Merger, Popular retained an approximately 49% indirect ownership interest in EVERTEC Group and is our largest customer. In connection with, and upon consummation of, the Merger, EVERTEC Group entered into a 15-year Master Services Agreement, as well as several other related agreements, with Popular. Under the terms of the Master Services Agreement, Popular agreed to continue to utilize our services on an ongoing exclusive basis, for the duration of the agreement, on commercial terms consistent with the terms of our historical relationship. Additionally, Popular granted us a right of first refusal on the development of certain new financial technology products and services for the duration of the Master Services Agreement.

Following the completion of our Initial Public Offering on April 17, 2013 of 28,789,943 shares of our common stock and a public offering of 23,000,000 shares of our common stock by Apollo, Popular, and certain officers and current and former employees on September 18, 2013, Apollo and Popular currently own approximately 11.2% and 21.3%, respectively, of our common stock.

Factors and Trends Impacting the Results of Our Operations

The ongoing migration from cash and paper methods of payment to electronic payments continues to benefit the transaction processing industry globally. The increased penetration of electronic payments has been a driver for many merchants to offer acceptance of such methods in order to increase customer traffic and drive sales. We believe that the penetration of electronic payments in the markets where we principally operate is significantly lower relative to the U.S. market and that this ongoing shift will continue to generate substantial growth opportunities for our business. For example, currently the adoption of banking products, including electronic payments, in the Latin American and Caribbean region is lower relative to the mature U.S. and European markets. We believe that the unbanked and underbanked population in our markets will continue to shrink, and therefore drive incremental penetration and growth of electronic payments in Puerto Rico and other Latin American regions.

In addition, our revenue is also impacted by the trend in outsourcing of in-house technology systems and processes. The medium and small size institutions in the Latin American markets in which we operate currently face challenges in updating and renewing their IT legacy computer systems, which we believe will continue the trend to outsource in-house technology systems and processes. We believe that our technology and business outsourcing solutions cater to the evolving needs of the financial institution customer base we target, by providing integrated, open, flexible, customer-centric and efficient IT products and services.

We also expect our results of operations to be impacted by regulatory changes which occur as the payments industry has come under increased scrutiny from lawmakers and regulators. The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 signed into law in July 2010 is an example of such scrutiny and of changes in laws

and regulations that could impact our operating results and financial condition.

In addition, our financial condition and results of operations are, in part, dependent on the economic and general conditions of the geographies in which we operate.

Overview of Results of Operations

The following briefly describes the components of revenues and expenses as presented in the unaudited consolidated statements of income (loss) and comprehensive income (loss). Descriptions of the revenue recognition policies are detailed in Note 1 of the Notes to Audited Consolidated Financial Statements included in our Registration Statement.

Merchant acquiring, net. Merchant acquiring revenues consist of revenues from services that allow merchants to accept electronic methods of payment. Our standard merchant contract has an initial term of one or three years, with automatic one-year renewal periods. In the merchant acquiring segment, revenues include a discount fee and membership fees charged to merchants, debit network fees and rental income from POS devices and other equipment, net of credit card interchange and assessment fees charged by credit cards associations (such as VISA or MasterCard) or payment networks. The discount fee is generally a percentage of the sales amount of a credit or debit card transaction value. We also charge merchants for other services that are unrelated to the number of transactions or the transaction value.

Table of Contents

Index to Financial Statements

Payment processing. Payment processing revenues are comprised of revenues related to providing access to the ATH network and other card networks to financial institutions, including related services such as authorization, processing, management and recording of ATM and POS transactions, and ATM management and monitoring. Payment processing revenues also include revenues from card processing services (such as credit and debit card processing, authorization and settlement and fraud monitoring and control to debit or credit issuers), payment processing services (such as payment and billing products for merchants, businesses and financial institutions) and EBT (which principally consist of services to the Puerto Rico government for the delivery of government benefits to participants). Our payment products include electronic check processing, automated clearing house (ACH), lockbox, interactive voice response and web-based payments through personalized websites, among others.

We generally enter into one to five year contracts with our private payment processing clients and one year contracts with our government payment processing clients. For ATH network and processing services, revenues are primarily driven by the number of transactions processed. Revenues are derived primarily from network fees, transaction switching and processing fees, and leasing of POS devices. For card issuer processing, revenues are primarily dependent upon the number of cardholder accounts on file, transactions and authorizations processed, the number of cards embossed and other processing services. For EBT services, revenues are primarily derived from the number of beneficiaries on file.

Business solutions. Business solutions revenues consist of revenues from a full suite of business process management solutions including specifically core bank processing, network hosting and management, IT consulting services, business process outsourcing, item and cash processing, and fulfillment. We generally enter into one to five year contracts with our private business solutions clients and one year contracts with our government business solutions clients.

In addition, we are a reseller of hardware and software products and these resale transactions are generally one-time transactions. Revenues from sales of hardware or software products are recognized once the following four criteria are met: (i) evidence of an agreement exists, (ii) delivery and acceptance has occurred or services have been rendered, (iii) the selling price is fixed or determinable, and (iv) collection of the selling price is reasonably assured.

Cost of revenues. This caption includes the costs directly associated with providing services to customers as well as product and software sales, including software licensing and maintenance costs, telecommunications costs, personnel and infrastructure costs to develop and maintain applications, operate computer networks and provide associated customer support, and other operating expenses.

Selling, general and administrative. This caption primarily consists of salaries, wages and related expenses paid to sales personnel, administrative employees and management, advertising and promotional costs, audit and legal fees, and other selling expenses.

Depreciation and amortization. This caption consists of our depreciation and amortization expense. Following the completion of the Merger, our depreciation and amortization expense increased as a result of the purchase price allocation adjustments to reflect the fair value and revised useful life assigned to property and equipment and intangible assets in connection with the Merger.

Results of Operations

The following tables set forth certain consolidated financial information for the three and nine months ended September 30, 2013 and 2012. The following tables and discussion should be read in conjunction with the information contained in our Unaudited Consolidated Financial Statements and the notes thereto appearing elsewhere in this Quarterly Report on Form 10-Q.

Comparison of the three months ended September 30, 2013 and 2012

The following tables present the components of our unaudited consolidated statements of income (loss) and comprehensive income (loss) by business segment and the change in those amounts for the three months ended September 30, 2013 and 2012.

Revenues

<i>(Dollar amounts in thousands)</i>	Three months ended September 30,			
	2013	2012	Variance	
Merchant acquiring, net	\$ 18,211	\$ 16,810	\$ 1,401	8%
Payment processing	24,731	23,284	1,447	6%
Business solutions	44,472	43,745	727	2%
Total revenues	\$ 87,414	\$ 83,839	\$ 3,575	4%

Table of Contents**Index to Financial Statements**

Total revenues for the three months ended September 30, 2013 were \$87.4 million, representing an increase of \$3.6 million or 4% as compared to the corresponding 2012 period.

Merchant acquiring revenues for the three months ended September 30, 2013 were \$18.2 million, representing an increase of \$1.4 million or 8% as compared to the corresponding 2012 period. The revenue growth in this quarter was primarily due to an increase in transaction and sales volumes.

Payment processing revenues for the three months ended September 30, 2013 were \$24.7 million, representing an increase of \$1.5 million or 6% as compared to the corresponding 2012 period. The revenue growth was primarily due to an increase in POS processing transactions and accounts on file within our card products business.

Business solutions revenues for the three months ended September 30, 2013 were \$44.5 million, representing an increase of \$0.7 million or 2% as compared to the corresponding 2012 period. Revenue growth was primarily driven by an increase in demand for our core banking and fulfillment services, partially offset by the intra-year timing of project completions and product sales.

Operating costs and expenses

<i>(Dollar amounts in thousands)</i>	Three months ended September 30,			
	2013	2012	Variance	
Cost of revenues, exclusive of depreciation and amortization shown below	\$ 39,114	\$ 40,897	\$ (1,783)	-4%
Selling, general and administrative expenses	8,779	7,295	1,484	20%
Depreciation and amortization	17,657	17,765	(108)	-1%
Total operating costs and expenses	\$ 65,550	\$ 65,957	\$ (407)	-1%

Total operating costs and expenses for the three months ended September 30, 2013 were \$65.6 million, representing a decrease of \$0.4 million or 1% as compared to the corresponding 2012 period.

Cost of revenues for the three months ended September 30, 2013 were \$39.1 million, representing a decrease of \$1.8 million or 4% as compared to the corresponding 2012 period. The reduction in our cost of revenues was primarily attributable to lower product sales within our business solutions segment and decrease in operating taxes as a result of the tax grant we received from the government of Puerto Rico in October 2012.

Selling, general and administrative expenses for the three months ended September 30, 2013 were \$8.8 million, representing an increase of \$1.5 million or 20% as compared to the corresponding 2012 period. The increase in our selling, general and administrative expenses was primarily attributable to certain one-time costs related to the secondary offering of common stock by Apollo and Popular this quarter.

Depreciation and amortization expense for the three months ended September 30, 2013 was \$17.7 million, representing a decrease of \$0.1 million or 1% as compared to the corresponding 2012 period.

Table of Contents**Index to Financial Statements***Income from operations*

The following table presents income from operations by reportable segments.

<i>(Dollar amounts in thousands)</i>	Three months ended September 30,			
	2013	2012	Variance	
Segment income from operations				
Merchant acquiring, net	\$ 8,568	\$ 8,225	\$ 343	4%
Payment processing	14,056	13,587	469	3%
Business solutions	11,282	7,801	3,481	45%
Total segment income from operations	33,906	29,613	4,293	14%
Merger related depreciation and amortization and other unallocated expenses ⁽¹⁾	(12,042)	(11,731)	(311)	-3%
Income from operations	\$ 21,864	\$ 17,882	\$ 3,982	22%

- (1) Primarily represents non-operating depreciation and amortization expenses generated as a result of the Merger and certain non-recurring fees and expenses.

Income from operations for the three months ended September 30, 2013 was \$21.9 million, representing an increase of \$4.0 million or 22% as compared to the corresponding 2012 period. The increase in income from operations was driven by the aforementioned factors impacting our revenues and operating costs and expenses.

See Note 11 of the Notes to Unaudited Consolidated Financial Statements included in this Quarterly Report on Form 10-Q for additional information on the Company's reportable segments and for a reconciliation of income from operations to net income.

Non-operating (expenses) income

<i>(Dollar amounts in thousands)</i>	Three months ended September 30,			
	2013	2012	Variance	
Non-operating (expenses) income				
Interest income	\$ 54	\$ 38	\$ 16	42%
Interest expense	(6,403)	(14,784)	8,381	57%
Earnings (losses) of equity method investment	198	(472)	670	142%
Other income	448	855	(407)	-48%
Total non-operating (expenses) income	\$ (5,703)	\$ (14,363)	\$ 8,660	60%

Total non-operating expenses for the three months ended September 30, 2013 were \$5.7 million, representing a decrease of \$8.7 million or 60% as compared to the corresponding 2012 period. The reduction in non-operating expenses in the third quarter of 2013 was primarily driven by an \$8.4 million decrease in interest expense as a result of the debt refinancing we completed during the second quarter of this year.

For additional information related to the debt refinancing, see Note 4 of the Notes to Unaudited Consolidated Financial Statements included in this Quarterly Report on Form 10-Q.

Income tax expense

Income tax expense for the three months ended September 30, 2013 amounted to approximately \$1.4 million compared to \$1.2 million for the corresponding 2012 period. The increase in income tax expense was primarily attributable to a \$12.6 million increase in taxable income, partially offset by a reduction in our marginal corporate income tax rate from 30% to 4% on industrial development income.

See Note 7 of the Notes to Unaudited Consolidated Financial Statements included in this Quarterly Report on Form 10-Q for additional information regarding income taxes.

Table of Contents**Index to Financial Statements*****Comparison of the nine months ended September 30, 2013 and 2012***

The following tables present the components of our unaudited consolidated statements of (loss) income and comprehensive (loss) income by business segment and the change in those amounts for the nine months ended September 30, 2013 and 2012.

Revenues

<i>(Dollar amounts in thousands)</i>	Nine months ended September 30,			
	2013	2012	Variance	
Merchant acquiring, net	\$ 53,835	\$ 51,499	\$ 2,336	5%
Payment processing	73,128	69,986	3,142	4%
Business solutions	136,965	129,214	7,751	6%
Total revenues	\$ 263,928	\$ 250,699	\$ 13,229	5%

Total revenues for the nine months ended September 30, 2013 were \$263.9 million, representing an increase of \$13.2 million or 5% as compared to the corresponding 2012 period.

Merchant acquiring revenues for the nine months ended September 30, 2013 were \$53.8 million, representing an increase of \$2.3 million or 5% as compared to the corresponding 2012 period. The revenue growth for 2013 was primarily due to higher transaction and sales volumes, partially offset by certain one-time effects related to the Durbin Amendment during the first half of this year. Normalizing for the effects related to the Durbin Amendment, revenues in this segment grew 8% versus the prior year.

Payment processing revenues for the nine months ended September 30, 2013 were \$73.1 million, representing an increase of \$3.1 million or 4% as compared to the corresponding 2012 period. The revenue growth for 2013 was primarily due to an increase in POS processing transactions and accounts on file within our card products business, partially offset by the year-over-year impact of a non-recurring increase in processing volumes during the corresponding 2012 period. Normalizing for these one-time items, revenues in this segment grew 6% versus the prior year.

Business solutions revenues for the nine months ended September 30, 2013 were \$137.0 million, representing an increase of \$7.8 million or 6% as compared to the corresponding 2012 period. Revenue growth was primarily driven by an increase in sales and higher demand for our services.

Operating costs and expenses

<i>(Dollar amounts in thousands)</i>	Nine months ended September 30,			
	2013	2012	Variance	
Cost of revenues, exclusive of depreciation and amortization shown below	\$ 121,873	\$ 118,469	\$ 3,404	3%

Edgar Filing: EVERTEC, Inc. - Form 10-Q

Selling, general and administrative expenses	29,780	24,759	5,021	20%
Depreciation and amortization	53,074	53,517	(443)	-1%
Total operating costs and expenses	\$ 204,727	\$ 196,745	\$ 7,982	4%

Total operating costs and expenses for the nine months ended September 30, 2013 were \$204.7 million, representing an increase of \$8.0 million or 4% as compared to the corresponding 2012 period.

Cost of revenues for the nine months ended September 30, 2013 were \$121.9 million, representing an increase of \$3.4 million or 3% as compared to the corresponding 2012 period. The growth in our cost of revenues was primarily due to a \$3.7 million increase in product sales within our business solutions segment and a non-cash compensation expense of \$1.8 million related to the vesting of all Tranche B and C stock options, partially offset by a \$2.4 million decrease in professional services.

Selling, general and administrative expenses for the nine months ended September 30, 2013 were \$29.8 million, representing an increase of \$5.0 million or 20% as compared to the corresponding 2012 period. The increase in our selling, general and administrative expenses was primarily due to a \$3.1 million non-cash charge taken in connection with the vesting of all Tranche B and C stock options and to \$1.6 million of one-time expenses related to the secondary offering completed in the third quarter of this year.

Depreciation and amortization expense for the nine months ended September 30, 2013 was \$53.1 million, representing a decrease of \$0.4 million or 1% as compared to the corresponding 2012 period.

Table of Contents**Index to Financial Statements***Income from operations*

The following table presents income from operations by reportable segments.

<i>(Dollar amounts in thousands)</i>	Nine months ended September 30,			
	2013	2012	Variance	
Segment income from operations				
Merchant acquiring, net	\$ 25,963	\$ 24,736	\$ 1,227	5%
Payment processing	38,536	38,652	(116)	0%
Business solutions	30,600	25,751	4,849	19%
Total segment income from operations	95,099	89,139	5,960	7%
Merger related depreciation and amortization and other unallocated expenses ⁽¹⁾	(35,898)	(35,185)	(713)	-2%
Income from operations	\$ 59,201	\$ 53,954	\$ 5,247	10%

- (1) Primarily represents non-operating depreciation and amortization expenses generated as a result of the Merger and certain non-recurring fees and expenses.

Income from operations for the nine months ended September 30, 2013 was \$59.2 million, representing an increase of \$5.2 million or 10% as compared to the corresponding 2012 period. The increase in income from operations was driven by the aforementioned factors impacting our revenues and operating costs and expenses. Excluding the non-recurring \$4.9 million non-cash expense related to the vesting of all Tranche B and C stock options, income from operations would have increased by \$10.2 million or 19%.

See Note 11 of the Notes to Unaudited Consolidated Financial Statements included in this Quarterly Report on Form 10-Q for additional information on the Company's reportable segments and for a reconciliation of income from operations to net (loss) income.

Non-operating (expenses) income

<i>(Dollar amounts in thousands)</i>	Nine months ended September 30,			
	2013	2012	Variance	
Non-operating (expenses) income				
Interest income	\$ 147	\$ 237	\$ (90)	-38%
Interest expense	(31,414)	(39,214)	7,800	20%
Earnings of equity method investment	823	103	720	699%
Other expenses	(77,020)	(9,802)	(67,218)	-686%
Total non-operating (expenses) income	\$ (107,464)	\$ (48,676)	\$ (58,788)	-121%

Total non-operating expenses for the nine months ended September 30, 2013 were \$107.5 million, representing an increase of \$58.8 million as compared to the corresponding 2012 period. The increase in non-operating expenses in 2013 was primarily driven by a \$58.5 million charge related to the extinguishment of debt and a \$16.7 million expense related to the termination of our consulting agreements with Apollo and Popular. The increase in other expenses during 2013 was partially offset by a \$7.8 million reduction in interest expense as a result of the debt refinancing we completed during the second quarter of 2013.

For additional information related to the extinguishment of debt and associated loss, see Note 4 of the Notes to Unaudited Consolidated Financial Statements included in this Quarterly Report on Form 10-Q.

Income tax (benefit) expense

Income tax benefit for the nine months ended September 30, 2013 amounted to approximately \$3.6 million compared to an income tax expense of \$1.5 million for the corresponding 2012 period. Income tax benefit in the 2013 period was attributable to a taxable loss as a result of higher non-operating expenses related to the extinguishment of debt, the termination of the consulting agreements and the vesting of all Tranche B and C stock options, as explained above. The income tax benefit was partially offset by the effect of the tax grant received in the fourth quarter of 2012 that reduced our marginal corporate income tax rate from 30% to 4% on industrial development income.

See Note 7 of the Notes to Unaudited Consolidated Financial Statements included in this Quarterly Report on Form 10-Q for additional information regarding income taxes.

Table of Contents**Index to Financial Statements****Liquidity and Capital Resources**

Our principal source of liquidity is cash generated from operations, while our primary liquidity requirements are the funding of capital expenditures and working capital needs. At September 30, 2013, we had available a \$100.0 million revolving credit facility under the senior secured credit facilities, as described above in Note 4 of the Notes to Unaudited Consolidated Financial Statements included in this Quarterly Report on Form 10-Q for additional information.

At September 30, 2013, we had cash of \$28.0 million of which \$10.3 million is in possession of our subsidiaries located outside of Puerto Rico for purposes of (i) funding the respective subsidiary's current business operations and (ii) funding potential future investment outside of Puerto Rico. Over the long-term, it is the Company's intention to reinvest these funds outside Puerto Rico and based on its forecast, the Company's current liquidity requirements would not require the repatriation of these funds for purposes of funding our Puerto Rico operations over a long-term period or debt service obligations. However, if in the future the Company determines that there is no longer a need to maintain such cash within its foreign subsidiaries, it may elect to distribute such cash to the Company in Puerto Rico. Distributions from the Company's foreign subsidiaries to Puerto Rico may be subject to tax withholdings and to other tax consequences.

Our primary use of cash is for operating expenses, working capital requirements, capital expenditures, dividend payments and debt service obligations as they become due.

Based on our current level of operations, we believe our cash flows from operations and available senior secured revolving credit facility will be adequate to meet our liquidity needs for the next twelve months. However, our ability to fund future operating expenses, dividend payments and capital expenditures and our ability to make scheduled payments of interest, to pay principal on or refinance our indebtedness and to satisfy any other of our present or future debt obligations will depend on our future operating performance, which will be affected by general economic, financial and other factors beyond our control. The following table presents our cash flows from operations for the nine months ended September 30, 2013 and 2012.

<i>(Dollar amounts in thousands)</i>	Nine months ended September 30,	
	2013	2012
Cash provided by operating activities	\$ 13,684	\$ 69,103
Cash used in investing activities	(17,112)	(12,308)
Cash provided by (used in) financing activities	5,754	(62,883)
Increase (decrease) in cash	\$ 2,326	\$ (6,088)

Net cash provided by operating activities for the nine months ended September 30, 2013 was \$13.7 million as compared to \$69.1 million for the corresponding 2012 period. The decrease of \$55.4 million was primarily attributable to cash used to pay certain amounts related to the redemption of the senior notes and the extinguishment of debt of \$41.9 million and a \$16.7 million payment related to the termination of our consulting agreements with Popular and Apollo.

Net cash used in investing activities for the nine months ended September 30, 2013 was \$17.1 million as compared to \$12.3 million for the corresponding period in 2012. The increase in cash used of \$4.8 million was primarily due to an increase in the acquisition of software in 2013.

Net cash provided by financing activities for the nine months ended September 30, 2013 was \$5.8 million as compared to cash used in financing activities of \$62.9 million in the corresponding 2012 period. Cash provided by financing activities in 2013 consisted of proceeds from the Initial Public Offering and from the issuance of additional debt amounting to \$812.4 million, partially offset by \$771.1 million of debt repayment, \$12.1 million of debt issuance costs, \$16.7 million in taxes paid as a result of cashless exercise of stock options and \$8.2 million dividend payment during the third quarter of 2013. Cash used in financing activities during 2012 resulted from the payment of dividends of \$269.8 million and \$2.2 million of debt issuance costs, partially offset by proceeds received from the issuance of debt of \$208.7 million.

Table of Contents

Index to Financial Statements

Capital Resources

Our principal capital expenditures are for hardware and computer software (purchased and internally developed) and additions to property and equipment. We invested approximately \$17.0 million and \$13.0 million for the nine months ended September 30, 2013 and 2012, respectively. Capital expenditures are expected to be funded by cash flows from operations and, if necessary, borrowings under the revolving credit facility.

Dividend Payments

On August 7, 2013 EVERTEC's Board of Directors approved a regular quarterly dividend program. The initial quarterly dividend of \$0.10 per share was paid on September 6, 2013 to stockholders of record as of close of business on August 19, 2013. Cash payments related to this dividend totaled approximately \$8.2 million.

On November 6, 2013, the Company announced that its Board of Directors declared a regular quarterly dividend of \$0.10 per share to be paid on December 6, 2013 to stockholders of record at the close of business on November 18, 2013. Cash payments related to this dividend are expected to total approximately \$8.2 million. Changes in our financial condition and cash need could result in future dividends being declared in different amounts, or not at all.

Financial Obligations

Refinancing

On April 17, 2013, EVERTEC Group entered into a credit agreement (the "2013 Credit Agreement") governing the senior secured credit facilities, consisting of a \$300.0 million term loan A facility (the "Term A Loan") which matures on April 17, 2018, a \$400.0 million term loan B facility (the "Term B Loan") which matures on April 17, 2020 and a \$100.0 million revolving credit facility which matures on April 17, 2018. The net proceeds received by EVERTEC Group from the new senior secured credit facilities, together with other cash available to EVERTEC Group, were used to, among other things, refinance EVERTEC Group's previous senior secured credit facilities and redeem a portion of EVERTEC's 11% Senior Notes due 2018 (the "senior notes"), as further described below.

On March 29, 2013, EVERTEC Group provided notice to Wilmington Trust, National Association (the "Trustee") pursuant to the Indenture, dated as of September 30, 2010 (as supplemented by Supplemental Indenture No. 1, dated as of April 17, 2012, Supplemental Indenture No. 2, dated as of May 7, 2012 and Supplemental Indenture No. 3, dated as of May 7, 2012) between EVERTEC Group and EVERTEC Finance Corp. (together, the "Co-Issuers"), the Guarantors named therein and the Trustee (the "Indenture"), that the Co-Issuers had elected to (i) redeem \$91.0 million principal amount of their outstanding senior notes, at a redemption price of 111.0%, plus accrued and unpaid interest, on April 29, 2013 (the "Partial Redemption") and (ii) redeem all of their outstanding senior notes (after giving effect to the redemption of \$91.0 million principal amount of the senior notes described in clause (i)) at a redemption price of 100.0% plus a make-whole premium and accrued and unpaid interest, on April 30, 2013 (the "Full Redemption"). On April 17, 2013, the Co-Issuers and the Trustee entered into a Satisfaction and Discharge Agreement whereby EVERTEC Group caused to be irrevocably deposited with the Trustee, to satisfy and to discharge the Co-Issuers obligations under the Indenture (a) a portion of the net cash proceeds received by the Company in the Initial Public Offering to Holdings, which contributed such proceeds to EVERTEC Group, in an amount sufficient to effect the Partial Redemption on April 29, 2013 and (b) proceeds from the 2013 Credit Agreement described above in an amount sufficient to effect the Full Redemption on April 30, 2013. On April 29, 2013, the Partial Redemption was effected and on April 30, 2013, the Full Redemption was effected.

New Senior Secured Credit Facilities

Term A Loan

As of September 30, 2013, the outstanding principal amount of the Term A Loan was \$296.3 million. The Term A Loan requires principal payments on the last business day of each quarter equal to (a) 1.250% of the original principal amount commencing on September 30, 2013 through June 30, 2016; (b) 1.875% of the original principal amount from September 30, 2016 through June 30, 2017; (c) 2.50% of the original principal amount from September 30, 2017 through March 31, 2018; and (d) the remaining outstanding principal amount on the maturity of the Term A Loan on April 17, 2018. Interest is based on EVERTEC Group's first lien secured net leverage ratio and payable at a rate equal to, at the Company's option, either (a) LIBOR Rate plus an applicable margin ranging from 2.00% to 2.50%, or (b) Base Rate plus an applicable margin ranging from 1.00% to 1.50%. Term A Loan has no LIBOR Rate or Base Rate minimum or floor.

Table of Contents

Index to Financial Statements

Term B Loan

As of September 30, 2013, the outstanding principal amount of the Term B Loan was \$399.0 million. Term B Loan requires principal payments on the last business day of each quarter equal to 0.250% of the original principal amount commencing on September 30, 2013 and the remaining outstanding principal amount on the maturity of the Term B Loan on April 17, 2020. Interest is based on EVERTEC Group's first lien secured net leverage ratio and payable at a rate equal to, at the Company's option, either (a) LIBOR Rate plus an applicable margin ranging from 2.50% to 2.75%, or (b) Base Rate plus an applicable margin ranging from 1.50% to 1.75%. The LIBOR Rate and Base Rate are subject to floors of 0.75% and 1.75%, respectively.

Revolving Credit Facility

The revolving credit facility has an available balance up to \$100.0 million, with an interest rate on loans calculated the same as the applicable Term A Loan rate. The facility matures on April 17, 2018 and has a commitment fee payable one business day after the last business day of each quarter calculated based on the daily unused commitment during the preceding quarter. The commitment fee for the unused portion of this facility ranges from 0.125% to 0.375% and is based on EVERTEC Group's first lien secured net leverage ratio. As of September 30, 2013, the revolving credit facility was undrawn.

All loans may be prepaid without premium or penalty, except for a 1% premium payable if any of the Term B Loans are refinanced or repriced with syndicated secured term loans having a lower effective interest rate on or prior to April 17, 2014.

The new senior secured credit facilities allow EVERTEC Group to obtain, on an uncommitted basis at the sole discretion of participating lenders, an incremental amount of term loan and/or revolving credit facility commitments not to exceed the greater of (i) \$200,000,000 and (ii) maximum amount of debt that would not cause EVERTEC Group's pro forma first lien secured net leverage ratio to exceed 4.25 to 1.00.

The senior secured revolving credit facility is available for general corporate purposes and includes borrowing capacity available for letters of credit and for short-term borrowings referred to as swing line borrowings. All obligations under the new senior secured credit facilities are unconditionally guaranteed by EVERTEC Intermediate Holdings, LLC and, subject to certain exceptions, each of EVERTEC Group's existing and future wholly-owned subsidiaries. All obligations under the new senior secured credit facilities, and the guarantees of those obligations, are secured by substantially all of EVERTEC Group's assets and the assets of the guarantors, subject to certain exceptions.

See Note 4 of the Notes to Unaudited Consolidated Financial Statements included in this Quarterly Report on Form 10-Q for additional information.

Other Short-Term Borrowing

In December 2012, we entered into a financing agreement in the ordinary course of business to purchase certain software and related services in the amount of \$13.0 million to be repaid in three payments over a term of ten months. As of September 30, 2013, the outstanding balance of this other short-term borrowing was \$4.3 million.

In August 2013, we entered into an additional financing agreement in the ordinary course of business to purchase certain hardware, software, maintenance and related services in the amount of \$1.8 million to be repaid in three

payments over a term of eight months. As of September 30, 2013, the full amount was outstanding.

Covenant Compliance

The credit facilities contain various restrictive covenants. The Term A Loan and the revolving facility (subject to certain exceptions) require EVERTEC Group to maintain on a quarterly basis a specified maximum senior secured leverage ratio of up to 6.60 to 1.00 as defined in the 2013 Credit Agreement (total first lien secured debt to Adjusted EBITDA). In addition, the 2013 Credit Agreement, among other things: (a) limits EVERTEC Group's ability and the ability of its subsidiaries to incur additional indebtedness, incur liens, pay dividends or make certain other restricted payments and enter into certain transactions with affiliates; (b) restricts EVERTEC Group's ability to enter into agreements that would restrict the ability of our subsidiaries to pay dividends or make certain payments to us; and (c) places restrictions on EVERTEC Group's ability and the ability of its subsidiaries to merge or consolidate with any other person or sell, assign, transfer, convey or otherwise dispose of all or substantially all of their assets. However, all of the covenants in these agreements are subject to significant exceptions. As of September 30, 2013, the senior secured leverage ratio was 3.73 to 1.00.

In this Quarterly Report on Form 10-Q, we refer to the term "Adjusted EBITDA" to mean EBITDA as so defined and calculated for purposes of determining compliance with the senior secured leverage ratio based on the financial information for the last twelve months at the end of each quarter.

Table of Contents

Index to Financial Statements

Net Income Reconciliation to EBITDA, Adjusted EBITDA, Adjusted Net Income and Adjusted Net income per common share

We define EBITDA as earnings before interest, taxes, depreciation and amortization. We define Adjusted EBITDA as EBITDA as further adjusted to exclude unusual items and other adjustments described below. We define Adjusted Net Income as net income as adjusted to exclude unusual items and other adjustments described below.

We present EBITDA and Adjusted EBITDA because we consider them important supplemental measures of our performance and believe they are frequently used by securities analysts, investors and other interested parties in the evaluation of companies in our industry. In addition, our presentation of Adjusted EBITDA is consistent with the equivalent measurements that are contained in the 2013 Credit Agreement in testing EVERTEC Group's compliance with covenants therein such as the senior secured leverage ratio. We use Adjusted Net Income to measure our overall profitability because it better reflects our cash flows generation by capturing the actual cash taxes paid rather than our tax expense as calculated under GAAP and excludes the impact of the non-cash amortization and depreciation that was created as a result of the Merger. In addition, in evaluating EBITDA, Adjusted EBITDA and Adjusted Net Income, you should be aware that in the future we may incur expenses such as those excluded in calculating them. Further, our presentation of these measures should not be construed as an inference that our future operating results will not be affected by unusual or nonrecurring items.

Some of the limitations of EBITDA, Adjusted EBITDA and Adjusted Net Income are as follows:

they do not reflect cash outlays for capital expenditures or future contractual commitments;

they do not reflect changes in, or cash requirements for, working capital;

although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced in the future, and EBITDA and Adjusted EBITDA do not reflect cash requirements for such replacements;

in the case of EBITDA and Adjusted EBITDA, they do not reflect interest expense, or the cash requirements necessary to service interest, or principal payments, on indebtedness;

in the case of EBITDA and Adjusted EBITDA, they do not reflect income tax expense or the cash necessary to pay income taxes; and

other companies, including other companies in our industry, may not use EBITDA, Adjusted EBITDA and Adjusted Net Income or may calculate EBITDA, Adjusted EBITDA and Adjusted Net Income differently than as presented in this Report, limiting their usefulness as a comparative measure.

EBITDA, Adjusted EBITDA, Adjusted Net Income and Adjusted Net Income per common share are not measurements of liquidity or financial performance under GAAP. You should not consider EBITDA, Adjusted EBITDA and Adjusted Net Income as alternatives to cash flows from operating activities or any other performance measures determined in accordance with GAAP, as indicators of cash flows, as measures of liquidity or as alternatives to operating or net income determined in accordance with GAAP.

Table of ContentsIndex to Financial Statements

A reconciliation of net income to EBITDA, Adjusted EBITDA and Adjusted Net Income is provided below:

<i>(Dollar amounts in thousands)</i>	Three months ended September 30, 2013	Nine months ended September 30, 2013	Twelve months ended September 30, 2013
Net income (loss)	\$ 14,803	\$ (44,660)	\$ 28,929
Income tax expense (benefit)	1,358	(3,603)	(64,762)
Interest expense, net	6,349	31,267	46,301
Depreciation and amortization	17,657	53,074	71,049
EBITDA	40,167	36,078	81,517
Software maintenance reimbursement and other costs ⁽¹⁾	588	1,679	2,186
Equity income ⁽²⁾	(198)	(322)	110
Compensation and benefits ⁽³⁾	324	6,873	7,188
Pro forma cost reduction adjustments ⁽⁴⁾	25	175	2,325
Transaction, refinancing and other non-recurring fees ⁽⁵⁾	2,515	64,030	67,205
Management fees ⁽⁶⁾		20,109	20,854
Purchase accounting ⁽⁷⁾	(2)	(21)	(653)
Adjusted EBITDA	43,419	128,601	180,732
Pro forma cost reduction adjustments ⁽⁸⁾	(25)	(175)	(2,325)
Operating depreciation and amortization ⁽⁹⁾	(7,896)	(23,790)	(31,691)
Cash interest expense, net ⁽¹⁰⁾	(5,582)	(16,692)	(30,384)
Cash income taxes ⁽¹¹⁾	(373)	(2,039)	(2,695)
Adjusted net income	\$ 29,543	\$ 85,905	\$ 113,637
Adjusted net income per common share:⁽¹²⁾			
Basic	\$ 0.36	\$ 1.10	
Diluted	\$ 0.36	\$ 1.06	
Shares used in computing adjusted net income per common share:⁽¹²⁾			

Edgar Filing: EVERTEC, Inc. - Form 10-Q

Basic	81,905,566	77,890,406
Diluted	82,862,538	80,675,185

Table of Contents

Index to Financial Statements

- (1) Primarily represents reimbursements received for certain software maintenance expenses as part of the Merger.
- (2) Represents the elimination of non-cash equity earnings from our 19.99% equity investment in CONTADO, net of cash dividends received.
- (3) Primarily represents non-cash equity based compensation expense.
- (4) Represents the pro forma effect of the expected net savings primarily in compensation and benefits from the reduction of certain employees, temporary employees and professional services. This pro forma amount was calculated using the net amount of actual expenses for temporary employees and professional services for the twelve month period prior to their replacement, separation and/or elimination net of the incremental cost of the new full-time employees that were hired.
- (5) Represents fees and expenses associated with non-recurring corporate transactions, including costs associated with the refinancing and debt extinguishment of \$58.6 million in the second quarter of 2013.
- (6) Represents consulting fees paid to Apollo and Popular. In connection with our Initial Public Offering during the second quarter of 2013, our consulting agreements with Apollo and Popular were terminated.
- (7) Represents the elimination of the effects of purchase accounting in connection with certain software related arrangements where EVERTEC receives reimbursements from Popular.
- (8) Represents the elimination of the pro-forma benefits described in note (4) above.
- (9) Represents operating depreciation and amortization expense which excludes amounts generated as a result of the Merger.
- (10) For the nine months ended September 30, 2013, represents pro forma cash interest expense assuming EVERTEC's April 2013 refinancing occurred on January 1, 2013. For the twelve months period, includes the pro forma cash interest expense mentioned above for the 2013 period and for the 2012 period, as well as for the three months ended September 30, 2013, represents interest expense, less interest income, as they appear on our consolidated statements of income (loss) and comprehensive income (loss), adjusted to exclude non-cash amortization of the debt issue costs, premium and accretion of discount.
- (11) Represents cash taxes paid for each period presented.
- (12) Share count was adjusted for the 2:1 stock split that occurred on April 1, 2013.

Off Balance Sheet Arrangements

As of September 30, 2013, we had an off balance sheet item of \$57.0 million related to the unused amount of windfall that is available to offset future taxable income.

See Note 7 of the Notes to Unaudited Consolidated Financial Statements included in this Quarterly Report on Form 10-Q for additional information related to this off-balance sheet item.

Contractual Obligations

Our contractual obligations changed from those reported at December 31, 2012 in the Registration Statement as a result of the refinancing of EVERTEC Group's previous senior secured credit facilities and the redemption of the senior notes. On April 17, 2013, EVERTEC Group entered into the 2013 Credit Agreement governing the senior secured credit facilities, consisting of a \$300.0 million term loan A facility, a \$400.0 million term loan B facility and a \$100.0 million revolving credit facility.

The following table reflects contractual obligations under long-term debt as of September 30, 2013.

<i>(Dollar amounts in thousands)</i>	Payment due by periods				
	Total	Less than 1 year	1-3 years	3-5 years	After 5 years
Long-term debt ⁽¹⁾	\$ 824,233	\$ 47,394	\$ 82,740	\$ 294,716	\$ 399,383

⁽¹⁾ Long-term debt includes the payments of cash interest (based on interest rates as of September 30, 2013 for variable rate debt) and aggregate principal amount of our senior secured credit facilities, as well as commitments fees related to the unused portion of the secured revolving credit facility, as required under the terms of the 2013 Credit Agreement.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

We are exposed to market risks arising from our normal business activities. These market risks principally involve the possibility of changes in interest rates that will adversely affect the value of our financial assets and liabilities or future cash flows and earnings. Market risk is the potential loss arising from adverse changes in market rates and prices.

Interest rate risks

We issued floating-rate debt which is subject to fluctuations in interest rates. Our senior secured credit facilities accrue interest at variable rates and only the Term B Loan is subject to floors or minimum rates. A 100 basis point increase in interest rates over our floor(s) on our debt balances outstanding as of September 30, 2013, under the senior secured credit facilities would increase our annual interest expense by approximately \$7.0 million. The impact on future interest expense as a result of future changes in interest rates will depend largely on the gross amount of our borrowings at that time.

Table of Contents

Index to Financial Statements

See Note 4 of the Notes to Unaudited Consolidated Financial Statements included in this Quarterly Report on Form 10-Q for additional information related to our senior secured credit facilities.

Foreign exchange risk

We conduct business in certain countries in Latin America. Some of this business is conducted in the countries' local currencies. The resulting foreign currency translation adjustments, from operations for which the functional currency is other than the U.S. dollar, are reported in accumulated other comprehensive income (loss) in the unaudited consolidated balance sheets, except for highly inflationary environments in which the effects would be included in other operating income in the consolidated statements of (loss) income and comprehensive (loss) income. At September 30, 2013, the Company had \$0.9 million in a favorable foreign currency translation adjustment as part of accumulated other comprehensive income (loss) compared to an unfavorable foreign currency translation adjustment of \$0.8 million at December 31, 2012.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

The Company, under the direction of the Chief Executive Officer and the Chief Financial Officer, has established disclosure controls and procedures as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act) that are designed to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms.

An evaluation was performed under the supervision and with the participation of the Company's management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures pursuant to Rule 13a-15 under the Exchange Act. Based upon their evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that as of September 30, 2013, the Company's disclosure controls and procedures are effective at the reasonable assurance level.

Changes in Internal Control Over Financial Reporting

There have not been any changes in the Company's internal control over financial reporting that occurred during the fiscal quarter ended September 30, 2013 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

We are defendants in various lawsuits or arbitration proceedings arising in the ordinary course of business. Management believes, based on the opinion of legal counsel and other factors, that the aggregated liabilities, if any, arising from such actions will not have a material adverse effect on the financial condition, results of operations and the cash flows of the Company.

Item 1A. Risk Factors

There have been no material changes from the risk factors previously disclosed in the Registration Statement and our Quarterly Report on Form 10-Q for the quarter ended June 30, 2013.

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

None.

Item 3. Defaults Upon Senior Securities

None.

Table of Contents

Index to Financial Statements

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

Disclosure Pursuant to Section 219 of the Iran Threat Reduction and Syria Human Rights Act

Apollo Global Management, LLC (Apollo) has provided notice to us that, as of October 24, 2013, certain investment funds managed by affiliates of Apollo beneficially owned approximately 22% of the limited liability company interests of CEVA Holdings, LLC (CEVA). Under the limited liability company agreement governing CEVA, certain investment funds managed by affiliates of Apollo hold a majority of the voting power of CEVA and have the right to elect a majority of the board of CEVA. CEVA may be deemed to be under common control with us, but this statement is not meant to be an admission that common control exists. As a result, it appears that we are required to provide disclosures as set forth below pursuant to Section 219 of the Iran Threat Reduction and Syria Human Rights Act of 2012 (ITRA) and Section 13(r) of the Securities Exchange Act of 1934, as amended (the Exchange Act).

Apollo has informed us that CEVA has provided it with the information below relevant to Section 13(r) of the Exchange Act. The disclosure below does not relate to any activities conducted by us and does not involve us or our management. The disclosure relates solely to activities conducted by CEVA and its consolidated subsidiaries. We have not independently verified or participated in the preparation of the disclosure below.

Through an internal review of its global operations, CEVA has identified the following transactions in an Initial Notice of Voluntary Self-Disclosure that CEVA filed with the U.S. Treasury Department Office of Foreign Assets Control (OFAC) on October 28, 2013. CEVA 's review is ongoing. CEVA will file a further report with OFAC after completing its review.

The internal review indicates that, in December 2012, CEVA Freight Italy Srl (CEVA Italy) provided customs brokerage and freight forwarding services for the export to Iran of two measurement instruments to the Iranian Offshore Engineering Construction Company, a joint venture between two entities that are identified on OFAC 's list of Specially Designated Nationals (SDN). The revenues and net profits for these services were approximately \$1,260.64 USD and \$151.30 USD, respectively. In February 2013, CEVA Freight Holdings (Malaysia) SDN BHD (CEVA Malaysia) provided customs brokerage for export and local haulage services for a shipment of polyethylene resin to Iran shipped on a vessel owned and/or operated by HDS Lines, also an SDN. The revenues and net profits for these services were approximately \$779.54 USD and \$311.13 USD, respectively. In September 2013, CEVA Malaysia provided customs brokerage services for the import into Malaysia of fruit juice from Alifard Co. in Iran via HDS Lines. The revenues and net profits for these services were approximately \$227.41 USD and \$89.29 USD, respectively.

These transactions violate the terms of internal CEVA compliance policies, which prohibit transactions involving Iran. Upon discovering these transactions, CEVA promptly launched an internal investigation, and is taking action to block and prevent such transactions in the future. CEVA intends to cooperate with OFAC in its review of this matter.

Item 6. Exhibits

Exhibit

Number	Description
31.1*	Certification of the Chief Executive Officer Pursuant to Rule 13a-14(a) or 15d-14(a)
31.2*	Certification of the Chief Financial Officer Pursuant to Rule 13a-14(a) or 15d-14(a)
32.1**	Certification of the Chief Executive Officer Pursuant to 18 U.S.C. Section 1350
32.2**	Certification of the Chief Financial Officer Pursuant to 18 U.S.C. Section 1350
101.INS XBRL***	Instance document
101.SCH XBRL***	Taxonomy Extension Schema
101.CAL XBRL***	Taxonomy Extension Calculation Linkbase
101.DEF XBRL***	Taxonomy Extension Definition Linkbase

Table of Contents**Index to Financial Statements****Exhibit**

Number	Description
101.LAB XBRL***	Taxonomy Extension Label Linkbase
101.PRE XBRL***	Taxonomy Extension Presentation Linkbase

* Filed herewith.

** Furnished herewith.

*** Pursuant to applicable securities laws and regulations, the Company is deemed to have complied with the reporting obligation relating to the submission of interactive data files in such exhibits and is not subject to liability under any anti-fraud provisions of the federal securities laws as long as the Company has made a good faith attempt to comply with the submission requirements and promptly amends the interactive data files after becoming aware that the interactive data files fail to comply with the submission requirements. Users of this data are advised that, pursuant to Rule 406T, these interactive data files are deemed not filed and otherwise are not subject to liability.

Table of Contents

Index to Financial Statements

SIGNATURES

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

EVERTEC, Inc.
(Registrant)

Date: November 7, 2013

By: /s/ Peter Harrington
Peter Harrington
Chief Executive Officer

Date: November 7, 2013

By: /s/ Juan J. Román
Juan J. Román
Chief Financial Officer

S-1