UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

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

For the Quarterly Period Ended March 31, 2017

or

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

Commission file number 001-34777

BroadSoft, Inc.
(Exact name of registrant as specified in its charter)

Delaware	**52 2130962**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
9737 Washingtonian Boulevard, Suite 350 Gaithersburg, MD	**20878**
(Address of principal executive offices)	**(Zip Code)**

(301) 977-9440
Registrant's telephone number, including area code:

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

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

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

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

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

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

The number of shares outstanding of the Registrant’s common stock, par value $0.01 per share, on April 28, 2017, was 30,707,834.

BroadSoft, Inc.
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PART I. Financial Information

ITEM 1. Financial Statements

BroadSoft, Inc.
Unaudited Condensed Consolidated Balance Sheets

	March 31, 2017	December 31, 2016
	In thousands (except share and per share data)	
Assets:		
Current assets:		
Cash and cash equivalents	$ 93,717	$ 82,993
Short-term investments	205,969	136,428
Accounts receivable, net of allowance for doubtful accounts of $166 at March 31, 2017 and $108 at December 31, 2016, respectively	96,127	121,817
Other current assets	23,666	17,431
Total current assets	419,479	358,669
Long-term assets:		
Property and equipment, net	25,033	22,626
Long-term investments	76,427	144,159
Intangible assets, net	26,217	27,839
Goodwill	83,322	82,758
Deferred tax assets	30,076	7,042
Other long-term assets	7,879	8,107
Total long-term assets	248,954	292,531
Total assets	$ 668,433	$ 651,200
Liabilities and stockholders' equity:		
Current liabilities:		
Accounts payable and accrued expenses	$ 32,892	$ 33,854
Deferred revenue, current	93,342	97,037
Total current liabilities	126,234	130,891
Convertible senior notes	204,326	201,015
Deferred revenue	9,002	12,152
Other long-term liabilities	7,711	5,908
Total liabilities	347,273	349,966
Commitments and contingencies (Note 9)		
Stockholders' equity:		
Preferred stock, $0.01 par value per share; 5,000,000 shares authorized at March 31, 2017 and December 31, 2016; no shares issued and outstanding at March 31, 2017 and December 31, 2016	—	—
Common stock, par value $0.01 per share; 100,000,000 shares authorized at March 31, 2017 and December 31, 2016; 30,636,163 and 30,353,127 shares issued and outstanding at March 31, 2017 and December 31, 2016, respectively	307	304
Additional paid-in capital	393,633	383,268
Accumulated other comprehensive loss	(20,968)	(21,845)
Accumulated deficit	(51,812)	(60,493)
Total stockholders' equity	321,160	301,234
Total liabilities and stockholders' equity	$ 668,433	$ 651,200

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

BroadSoft, Inc.
Unaudited Condensed Consolidated Statements of Operations

	Three Months Ended March 31, 2017	Three Months Ended March 31, 2016
	(in thousands, except per share data)	
Revenue:		
License software	$ 27,563	$ 30,909
Subscription and maintenance support	40,501	33,039
Professional services and other	11,605	9,188
Total revenue	79,669	73,136
Cost of revenue:		
License software	1,711	1,729
Subscription and maintenance support	13,398	10,710
Professional services and other	9,913	8,359
Total cost of revenue	25,022	20,798
Gross profit	54,647	52,338
Operating expenses:		
Sales and marketing	28,162	23,323
Research and development	20,751	18,121
General and administrative	13,333	11,313
Total operating expenses	62,246	52,757
Loss from operations	(7,599)	(419)
Other expense:		
Interest expense	4,073	3,852
Interest income	(786)	(602)
Other, net	(192)	(511)
Total other expense, net	3,095	2,739
Loss before income taxes	(10,694)	(3,158)
Benefit from income taxes	(158)	(1,649)
Net loss	$ (10,536)	$ (1,509)
Net loss per common share:		
Basic and diluted	$ (0.35)	$ (0.05)
Weighted average common shares outstanding:		
Basic and diluted	30,487	29,140
Stock-based compensation expense included above:		
Cost of revenue	$ 2,174	$ 1,722
Sales and marketing	4,526	3,556
Research and development	3,320	3,145
General and administrative	2,373	2,251

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

BroadSoft, Inc.
Unaudited Condensed Consolidated Statements of Comprehensive Income

	Three Months Ended March 31,	
	2017	2016
	(In thousands)	
Net loss	$ (10,536)	$ (1,509)
Other comprehensive income (loss), net of tax:		
Foreign currency translation adjustment	877	(54)
Unrealized gain on investments	—	818
Total other comprehensive income (loss), net of tax	877	764
Comprehensive loss	$ (9,659)	$ (745)

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

BroadSoft, Inc.
Unaudited Condensed Consolidated Statements of Stockholders' Equity
(In thousands)

	Total Stockholders' Equity	Common Stock Par Value $0.01 Per Share		Additional Paid-in Capital	Accumulated Other Comprehensive Loss	Accumulated Deficit
		Shares	Amount			
Balance December 31, 2016	$ 301,234	30,353	$ 304	$ 383,268	$ (21,845)	$ (60,493)
Issuance of common stock for exercise of stock options and vesting of RSUs, net of effect of withholding tax	(2,727)	283	3	(2,730)	—	—
Stock-based compensation expense	12,442	—	—	13,095	—	(653)
Cumulative effect adjustment for unrecognized windfall benefits	19,870	—	—	—	—	19,870
Foreign currency translation adjustment	877	—	—	—	877	—
Net loss	(10,536)	—	—	—	—	(10,536)
Balance March 31, 2017	$ 321,160	30,636	$ 307	$ 393,633	$ (20,968)	$ (51,812)
Balance December 31, 2015	$ 257,033	29,080	$ 291	$ 333,153	$ (13,810)	$ (62,601)
Issuance of common stock for exercise of stock options and vesting of RSUs, net of effect of withholding tax	(1,642)	188	2	(1,644)	—	—
Stock-based compensation expense	10,750	—	—	10,750	—	—
Tax windfall benefits on exercises of stock options	1,381	—	—	96	—	1,285
Foreign currency translation adjustment	(54)	—	—	—	(54)	—
Unrealized gain on investments	818	—	—	—	818	—
Net loss	(1,509)	—	—	—	—	(1,509)
Balance March 31, 2016	$ 266,777	29,268	$ 293	$ 342,355	$ (13,046)	$ (62,825)

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

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BroadSoft, Inc.
Unaudited Condensed Consolidated Statements of Cash Flows

	Three Months Ended March 31,	
	2017	2016
	(In thousands)	
Cash flows from operating activities:		
Net loss	$ (10,536)	$ (1,509)
Adjustment to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	5,013	4,334
Amortization of software licenses	978	672
Stock-based compensation expense	12,393	10,674
Provision for doubtful accounts	57	—
Benefit from deferred income taxes	(3,232)	(5,299)
Non-cash interest expense on convertible senior notes	3,311	3,087
Changes in operating assets and liabilities, net of acquisitions:		
Accounts receivable	25,479	17,036
Other current and long-term assets	(7,245)	(2,078)
Accounts payable, accrued expenses and other long-term liabilities	(80)	869
Current and long-term deferred revenue	(6,855)	(8,440)
Net cash provided by operating activities	19,283	19,346
Cash flows from investing activities:		
Additions to property and equipment	(5,325)	(4,376)
Payments for acquisitions, net of cash acquired	—	(19,435)
Purchases of marketable securities	(34,730)	(69,897)
Proceeds from sale of marketable securities	3,016	28,038
Proceeds from maturities of marketable securities	29,905	17,595
Net cash used in investing activities	(7,134)	(48,075)
Cash flows from financing activities:		
Proceeds from the exercise of stock options	2,370	1,138
Taxes paid on vesting of RSUs	(5,097)	(2,780)
Net cash used in financing activities	(2,727)	(1,642)
Effect of exchange rate changes on cash and cash equivalents	1,302	354
Net increase (decrease) in cash and cash equivalents	10,724	(30,017)
Cash and cash equivalents, beginning of period	82,993	175,857
Cash and cash equivalents, end of period	$ 93,717	$ 145,840

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

1. Nature of Business

BroadSoft, Inc. (“BroadSoft” or the “Company”), a Delaware corporation, was formed in 1998. The Company is the leading global provider of software and services that enable telecommunications service providers to deliver hosted, cloud-based Unified Communications, or UC, to their enterprise customers.

2. Financial Statement Presentation

Principles of Consolidation

The accompanying unaudited condensed consolidated financial statements include the accounts and results of operations of the Company and its wholly owned subsidiaries. All intercompany balances and transactions have been eliminated in the accompanying unaudited condensed consolidated financial statements.

Interim Financial Presentation

The accompanying unaudited condensed consolidated financial statements and footnotes have been prepared in accordance with United States generally accepted accounting principles (“U.S. GAAP”) as contained in the Financial Accounting Standards Board (“FASB”) Accounting Standards Codification for interim financial information and Article 10 of Regulation S-X issued by the United States Securities and Exchange Commission (the “SEC”). Accordingly, they do not include all the information and footnotes required by U.S. GAAP for annual fiscal reporting periods. In the opinion of management, the interim financial information includes all adjustments of a normal recurring nature necessary for a fair statement of the financial position, results of operations, comprehensive income, changes in stockholders’ equity and cash flows. The results of operations for the three months ended March 31, 2017 are not necessarily indicative of results that may be expected for the year ending December 31, 2017 or any other period. The accompanying condensed consolidated financial statements are unaudited and should be read in conjunction with the audited consolidated financial statements and notes thereto included in the Company’s Form 10-K for the fiscal year ended December 31, 2016 filed with the SEC on February 23, 2017.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual amounts could differ from these estimates.

Forward Contracts

From time to time, the Company uses foreign currency forward contracts to hedge certain balance sheet exposures. These forward contracts are not designated as hedges for accounting purposes. Gains and losses resulting from a change in fair value of these derivatives are reflected in income in the period in which the change occurs and are recognized on the consolidated statement of operations in other income (expense). Cash flows from these contracts are classified within net cash used in operating activities on the consolidated statements of cash flows, consistent with the cash flows of the hedged items. The Company recognizes all derivative instruments on the balance sheet at fair value, and its derivative instruments are generally short-term in duration. The Company does not use financial instruments for trading or speculative purposes.

As of March 31, 2017, the Company maintained three open forward contracts with a total notional amount of $4.9 million. The Company did not maintain any open contracts as of December 31, 2016. All forward contracts have maturities of twelve months or less and were entered into to manage foreign currency exposures on Euro denominated accounts receivables. For the three months ended March 31, 2017, the Company recognized a gain of $0.1 million related to the forward contracts.

Recent Accounting Pronouncements

Accounting Standards Adopted

Effective January 2017, the Company adopted Accounting Standards Update 2016-09, Compensation-Stock Compensation: Topic 718 ("ASU 2016-09"). As a result of the adoption of this standard, the Company made the following changes to the accounting treatment in accordance with the guidance in ASU 2016-09:

Accounting for Income Taxes: All excess tax benefits and tax deficiencies are recognized as income tax expense or benefit in the income statement in the period in which they occur. Excess tax benefits in the amount of $19.6 million were not previously recognized because the related tax deduction had not reduced current taxes payable. The Company recorded previously unrecognized excess tax benefits using a modified retrospective method through a cumulative-effect adjustment to accumulated deficit as of January 1, 2017.

Classification of Excess Tax Benefits on the Statement of Cash Flows: The Company classifies excess tax benefits along with other income tax cash flows as an operating activity. The Company has applied this change using a retrospective transition method. The impact of adopting this change was immaterial to its financial statements.

Forfeitures: The Company has elected to account for forfeitures as they occur. The Company has applied this change using a modified retrospective method through a cumulative-effect adjustment of $0.4 million to accumulated deficit as of January 1, 2017.

Accounting Standards Not Yet Adopted

In May 2014, the FASB issued Accounting Standards Update 2014-09, Revenue from Contracts with Customers: Topic 606 ("ASU 2014-09"), which supersedes nearly all existing revenue recognition guidance under U.S. GAAP. The core principle is to recognize revenue when promised goods or services are transferred to customers in an amount that reflects the consideration that is expected to be received for those goods or services. The standard defines a five step process to achieve this core principle and, in doing so, it is possible more judgment and estimates may be required within the revenue recognition process than are required under existing U.S. GAAP, including identifying performance obligations in the contract, estimating the amount of variable consideration to include in the transaction price and allocating the transaction price to each separate performance obligation. The standard allows entities to apply either of two methods: (a) retrospective application to each prior reporting period presented with the option to elect certain practical expedients as defined within ASU 2014-09 ("full retrospective method"); or (b) retrospective application with the cumulative effect of initially applying the standard recognized at the date of initial application and providing certain additional disclosures as defined per ASU 2014-09 ("modified retrospective method"). In August 2015, the FASB issued Accounting Standards Update 2015-14, Revenue from Contracts with Customers: Topic 606 ("ASU 2015-14"), which defers the effective date for ASU 2014-09 to annual reporting periods beginning after December 15, 2017, including interim reporting periods within that reporting period.

While the Company has not yet completed its final review of the impact of the new standard, it expects that the new standard will impact the timing of revenue recognition for certain software and software related contracts. Due to the complexity of the Company's contracts, the actual timing of revenue recognition required under the new standard will be dependent on contract-specific terms. The Company is still in the process of evaluating the impact of the new standard related to costs incurred to fulfill a contract. The Company will adopt the new standard on January 1, 2018 using the modified retrospective method. The Company will continue to evaluate the standard as well as additional changes, modifications or interpretations that may impact its current conclusions.

In February 2016, the FASB issued Accounting Standards Update 2016-02, Leases: Topic 842 ("ASU 2016-02"), which provides updated guidance on lease accounting. ASU 2016-02 is effective for annual reporting periods beginning after December 15, 2018, including interim periods within that annual period, with early adoption permitted. The Company is evaluating the impact of adopting this new standard on its financial statements.

In August 2016, the FASB issued Accounting Standards Update 2016-16, Income Taxes: Topic 740: Intra-Entity Transfers of Assets Other Than Inventory ("ASU 2016-16") which requires the recognition of the income tax consequences of an intra-entity transfer of an asset other than inventory when the transfer occurs. The new standard is effective for annual reporting periods beginning after December 15, 2017, including interim reporting periods within those annual reporting periods, with early adoption permitted. The Company is evaluating the impact of adopting this new standard on its financial statements.

In January 2017, the FASB issued Accounting Standards Update 2017-01, Business Combinations: Topic 805: Clarifying the Definition of a Business ("ASU 2017-01"), which clarifies the definition of a business with the objective of adding guidance to assist entities with evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. The new standard is effective for annual periods beginning after December 15, 2017, including interim periods within those periods. The Company is evaluating the impact of adopting this new standard on its financial statements.

In January 2017, the FASB issued Accounting Standards Update 2017-04, Intangibles - Goodwill and Other: Topic 350: Simplifying the Test for Goodwill Impairment ("ASU 2017-04"), which modifies the concept of impairment from the condition that exists when the carrying amount of goodwill exceeds its implied fair value to the condition that exists when the carrying amount of a reporting unit exceeds its fair value. The new standard is effective for annual periods beginning after December 15, 2019, including interim periods within those periods. While the Company continues to assess the potential impact of this standard, the adoption of this standard is not expected to have a material impact on its financial statements.

3. Investments and Fair Value Disclosures

Investments in Marketable Securities

Marketable debt securities that the Company does not intend to hold to maturity are classified as available-for-sale, are carried at fair value and are included on the Company's consolidated balance sheet as either short-term or long-term investments depending on their maturity. Investments with original maturities greater than three months that mature less than one year from the consolidated balance sheet date are classified as short-term investments. Investments with maturities greater than one year from the consolidated balance sheet date are classified as long-term investments. Available-for-sale investments are marked-to-market at the end of each reporting period, with unrealized holding gains or losses, which represent temporary changes in the fair value of the investment, reflected in accumulated other comprehensive income (loss), a separate component of stockholders' equity. The transfers from accumulated other comprehensive income into net income is immaterial. The Company's primary objective when investing excess cash is preservation of principal. The following table summarizes the Company's investments:

	March 31, 2017	
	Contracted Maturity	Carrying Value
		(in thousands)
Money market funds	demand	$ 43,932
Total cash equivalents		$ 43,932
U.S. agency notes	30 - 365	118,964
Commercial paper	47 - 158	5,977
Corporate bonds	31 - 347	69,521
Asset-backed securities	17 - 321	11,507
Total short-term investments		$ 205,969
U.S. agency notes	380 - 426	$ 34,897
Corporate bonds	366 - 700	37,518
Asset-backed securities	374	4,012
Total long-term investments		$ 76,427

The following table summarizes the Company's investments at March 31, 2017 (in thousands):

	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. agency notes	$ 154,174	$ —	$ (313)	$ 153,861
Commercial paper	5,977	—	—	5,977
Corporate bonds	107,068	56	(85)	107,039
Asset-backed securities	15,534	—	(15)	15,519
Total investments	$ 282,753	$ 56	$ (413)	$ 282,396

The following table summarizes the Company's investments at December 31, 2016 (in thousands):

	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. agency notes	$ 154,272	$ 12	$ (261)	$ 154,023
Commercial paper	1,993	—	—	1,993
Corporate bonds	109,133	10	(120)	109,023
Asset-backed securities	15,545	4	(1)	15,548
Total investments	$ 280,943	$ 26	$ (382)	$ 280,587

Fair Value

The following table summarizes the carrying and fair value of the Company's financial assets (in thousands):

	March 31, 2017		December 31, 2016	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Assets				
Cash equivalents*	$ 43,932	$ 43,932	$ 44,962	$ 44,962
Short and long-term investments	282,396	282,396	280,587	280,587
Total assets	$ 326,328	$ 326,328	$ 325,549	$ 325,549

* Excludes $49.8 million and $38.0 million of operating cash balances as of March 31, 2017 and December 31, 2016, respectively.

The carrying amounts of the Company's other financial instruments, accounts receivable, accounts payable and accrued expenses, approximate their respective fair values due to their short-term nature. (See Note 7 *Borrowings* for additional information on the fair value of debt.)

The Company uses a three-tier fair value measurement hierarchy to classify and disclose all assets and liabilities measured at fair value on a recurring basis, as well as assets and liabilities measured at fair value on a non-recurring basis, in periods subsequent to their initial measurement. The three tiers are defined as follows:

- **Level 1**. Observable inputs based on unadjusted quoted prices in active markets for identical instruments and include the Company's investments in money market funds and certificates of deposit;
- **Level 2**. Inputs valued using quoted market prices for similar instruments, nonbinding market prices that are corroborated by observable market data and include the Company's investments and marketable securities in U.S. agency notes, commercial paper, corporate bonds and asset-backed securities; and
- **Level 3**. Unobservable inputs for which there is little or no market data, which require the Company to develop its own assumptions.

Assets Measured at Fair Value on a Recurring Basis

The Company evaluates its financial assets subject to fair value measurements on a recurring basis to determine the appropriate level of classification for each reporting period. This determination requires significant judgments to be made. There were no transfers between classification levels during the periods. The following tables summarize the values (in thousands):

BroadSoft, Inc.
Notes to Unaudited Condensed Consolidated Financial Statements

	March 31, 2017	Level 1	Level 2	Level 3
Assets:				
Money market funds	$ 43,932	$ 43,932	$ —	$ —
U.S. agency notes	153,861	—	153,861	—
Commercial paper	5,977	—	5,977	—
Corporate bonds	107,039	—	107,039	—
Asset-backed securities	15,519	—	15,519	—
Foreign currency forward contracts	4,964	—	4,964	—
Total assets measured at fair value	$ 331,292	$ 43,932	$ 287,360	$ —
Liabilities:				
Foreign currency forward contracts	$ 4,907	$ —	$ 4,907	$ —
Total liabilities measured at fair value	$ 4,907	$ —	$ 4,907	$ —

	December 31, 2016	Level 1	Level 2	Level 3
Assets:				
Money market funds	$ 44,962	$ 44,962	$ —	$ —
U.S. agency notes	154,024	—	154,024	—
Commercial paper	1,993	—	1,993	—
Corporate bonds	109,022	—	109,022	—
Asset-backed securities	15,548	—	15,548	—
Total assets measured at fair value	$ 325,549	$ 44,962	$ 280,587	$ —

* Excludes $49.8 million and $38.0 million of operating cash balances as of March 31, 2017 and December 31, 2016, respectively

Assets Measured at Fair Value on a Nonrecurring Basis

The Company measures certain assets, including property and equipment, goodwill and intangible assets, at fair value on a nonrecurring basis. These assets are recognized at fair value when they are deemed to be impaired. During the three months ended March 31, 2017 and 2016, there were no assets or liabilities measured at fair value on a nonrecurring basis after initial recognition.

4. Goodwill

The following table provides a summary of the changes in the carrying amounts of goodwill (in thousands):

Balance, December 31, 2016	$	82,758
Other		564
Balance, March 31, 2017	$	83,322

For the three months ended March 31, 2017, the change in goodwill resulted from foreign currency translations and is presented as "Other" in the above table.

5. Deferred Revenue

Deferred revenue represents amounts billed to or collected from customers for which the related revenue has not been recognized because one or more of the revenue recognition criteria have not been met. The current portion of deferred revenue is expected to be recognized as revenue within 12 months from the balance sheet date. Deferred revenue consisted of the following (in thousands):

	March 31, 2017		December 31, 2016	
License software	$	15,742	$	17,662
Subscription and maintenance support		67,302		72,559
Professional services and other		19,300		18,968
Total	$	102,344	$	109,189
Current portion	$	93,342	$	97,037
Non-current portion		9,002		12,152
Total	$	102,344	$	109,189

During the three months ended March 31, 2017, the Company decreased deferred revenue and increased revenue by $1.6 million to correct an error related to a prior period. The Company has determined that this adjustment is not material to the consolidated financial statements for any period.

6. Software Licenses

The Company has entered into an agreement with a third-party that provides the Company the right to distribute its software on an unlimited basis through December 2020.

For the period from June 2012 to May 2016, the Company had a fixed cost associated with these distribution rights of $10.2 million, which was amortized to cost of revenue over the four-year period beginning in June 2012, based on the straight-line method.

For the period from June 2016 to December 2020, the Company has a fixed cost associated with these distribution rights of $17.3 million, and if annual billed license software revenue over the extended term exceeds $850 million, the Company will be required to pay additional fees. The $17.3 million is being amortized to cost of revenue over the extended term beginning in June 2016, based on the straight-line method.

Amortization expense related to this agreement was $0.9 million and $0.6 million for the three months ended March 31, 2017 and 2016, respectively.

7. Borrowings

2022 Convertible Senior Notes

In September 2015, the Company issued $201.3 million aggregate principal amount of 1.00% convertible senior notes due in 2022 (the “2022 Notes”). The 2022 Notes are general unsecured obligations of the Company, with interest payable semi-annually in cash at a rate of 1.00% per annum, and will mature on September 1, 2022, unless earlier converted, redeemed or repurchased.

The 2022 Notes may be converted by the holders at their option on any day prior to the close of business on the business day immediately preceding June 1, 2022 only under the following circumstances: (a) during any calendar quarter commencing after the calendar quarter ended on December 31, 2015 (and only during such calendar quarter), if the last reported sale price of the common stock for at least 20 trading days (whether or not consecutive) during the period of 30 consecutive trading days ending on the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the conversion price on each applicable trading day; (b) during the five business day period after any ten consecutive trading day period (the “measurement period”) in which the trading price, as defined in the indenture governing the 2022 Notes (the "2022 Indenture"), per $1,000 principal amount of 2022 Notes for each trading day of the measurement period was less than 98% of the product of the last reported sale price of the Company's common stock and the conversion rate on each such trading day; (c) if the Company calls any or all of the 2022 Notes for redemption, at any time prior to the close of business on the second scheduled trading day immediately preceding the relevant redemption date; or (d) upon the occurrence of specified corporate events. The 2022 Notes will be convertible, regardless of the foregoing circumstances, at any time from, and including, June 1, 2022 through the second scheduled trading day immediately preceding the maturity date.

The initial conversion rate for the 2022 Notes is 25.8249 shares of the Company’s common stock per $1,000 principal amount of 2022 Notes, equivalent to a conversion price of $38.72 per share of common stock. The conversion rate will be subject to adjustment in some events, but will not be adjusted for any accrued and unpaid interest. In addition, following certain corporate events that occur prior to the maturity date or if the Company issues a notice of redemption on or after September 1, 2019 as described below, the Company will increase the conversion rate for a holder who elects to convert its 2022 Notes in connection with such a corporate event or during the related redemption period in certain circumstances. Upon conversion, the Company will pay or deliver, as the case may be, cash, shares of the Company's common stock or a combination of cash and shares of the Company's common stock, at the Company's election. It is the Company's current intent to settle conversions through combination settlement with a specified dollar amount per $1,000 principal amount of 2022 Notes of $1,000. While the 2022 Notes were not convertible as of March 31, 2017, if the 2022 Notes were convertible, shares would have been distributed upon conversion because the conversion price was below the stock price as of such date.

Holders of the 2022 Notes may require the Company to repurchase some or all of the 2022 Notes for cash upon a fundamental change, as defined in the 2022 Indenture, at a repurchase price equal to 100% of the principal amount of the 2022 Notes being repurchased, plus any accrued and unpaid interest up to, but excluding, the relevant repurchase date.

The Company may not redeem the 2022 Notes prior to September 1, 2019. Beginning September 1, 2019, the Company may redeem for cash all or a portion of the 2022 Notes, at the Company's option, if the last reported sale price of the common stock is equal to or greater than 140% of the conversion price then in effect for at least 20 trading days (whether or not consecutive) during any 30 consecutive trading day period (including the last trading day of such period) ending within the five trading days immediately preceding the date on which the Company provides notice of redemption, at a redemption price equal to 100% of the principal amount of the 2022 Notes to be redeemed, *plus* accrued and unpaid interest to, but excluding, the redemption date. No sinking fund is provided for the 2022 Notes.

The Company has separately accounted for the liability and equity components of the convertible debt instrument by allocating the gross proceeds from the issuance of the 2022 Notes between the liability component and the embedded conversion option, or equity component. This allocation was done by first estimating an interest rate at the time of issuance for similar notes that do not include the embedded conversion option. This interest rate, estimated at 7.4%, was used to compute the initial fair value of the liability component of $131.3 million. The excess of the gross proceeds received from the issuance of the 2022 Notes over the initial amount allocated to the liability component of $70.0 million was allocated to the embedded conversion option, or equity component. This excess is reported as a debt discount and will be subsequently amortized as interest expense, using the effective interest method, through September 2022, the maturity date of the 2022 Notes. Offering costs, consisting of the initial purchasers’ discount and offering expenses payable by the Company, were $6.4 million. These offering costs were allocated to the liability component and the equity component based on the relative valuations of such components. As a result, $4.2 million of the offering costs were classified as debt issuance costs and recorded on the balance sheet as a deduction from the carrying amount of the 2022 Notes liability. The remaining $2.2 million of offering costs were allocated to the equity component.

The fair value of the 2022 Notes as of March 31, 2017 and December 31, 2016 was $240.0 million and $241.5 million, respectively. The carrying amount of the equity component of the 2022 Notes was $57.4 million at March 31, 2017. The unamortized offering costs classified as debt issuance costs and recorded as a direct deduction to the carrying amount of the debt liability at March 31, 2017 were $3.3 million, which are being amortized as interest expense through the September 2022 maturity date of the 2022 Notes.

2018 Convertible Senior Notes

In June 2011, the Company issued $120.0 million aggregate principal amount of 1.50% convertible senior notes due in 2018 (the "2018 Notes"). The 2018 Notes are senior unsecured obligations of the Company, with interest payable semi-annually in cash at a rate of 1.50% per annum, and will mature on July 1, 2018, unless earlier repurchased, redeemed or converted.

The 2018 Notes may be converted by the holders at their option on any day prior to the close of business on the scheduled trading day immediately preceding April 1, 2018 only under the following circumstances: (a) during the five business-day period after any ten consecutive trading-day period (the "measurement period") in which the trading price per Note for each day of that measurement period was less than 98% of the product of the last reported sale price of the common stock and the applicable conversion rate on each such day; (b) during any calendar quarter (and only during such quarter) after the calendar quarter ended September 30, 2011, if the last reported sale price of the common stock for 20 or more trading days in a period of 30 consecutive trading days ending on the last trading day of the immediately preceding calendar quarter exceeds 130% of the applicable conversion price in effect on the last trading day of the immediately preceding calendar quarter; (c) upon the occurrence of specified corporate events; or (d) if the Company calls the 2018 Notes for redemption. The 2018 Notes will be convertible, regardless of the foregoing circumstances, at any time from, and including, April 1, 2018 through the second scheduled trading day immediately preceding the maturity date.

The initial conversion rate for the 2018 Notes is 23.8126 shares of the Company's common stock per $1,000 principal amount of 2018 Notes, equivalent to a conversion price of $41.99 per share of common stock. The conversion price will be subject to adjustment in some events, but will not be adjusted for accrued interest. In addition, if a make-whole fundamental change, as defined in the indenture governing the 2018 Notes (the "2018 Indenture"), occurs prior to the maturity date, the Company will in some cases increase the conversion rate for a holder that elects to convert its 2018 Notes in connection with such make-whole fundamental change. Upon conversion, the Company will pay cash up to the aggregate principal amount of the 2018 Notes to be converted and deliver shares of the common stock in respect of the remainder, if any, of the conversion obligation in excess of the aggregate principal amount of the 2018 Notes being converted. While the 2018 Notes were not convertible as of March 31, 2017, if the 2018 Notes were convertible, shares would not have been distributed upon conversion because the conversion price was above the stock price as of such date.

Holders of the 2018 Notes may require the Company to repurchase some or all of the 2018 Notes for cash, subject to certain exceptions, upon a fundamental change, as defined in the 2018 Indenture, at a repurchase price equal to 100% of the principal amount of the 2018 Notes being repurchased, plus any accrued and unpaid interest up to but excluding the relevant repurchase date.

The Company may redeem for cash all or part of the 2018 Notes (except for the 2018 Notes that the Company is required to repurchase as described above) if the last reported sale price of the common stock exceeds 140% of the applicable conversion price for 20 or more trading days in a period of 30 consecutive trading days ending on the trading day immediately prior to the date of the redemption notice. The redemption price will equal the sum of 100% of the principal amount of the 2018 Notes to be redeemed, plus accrued and unpaid interest, plus a "make-whole premium" payment. The Company must make the make-whole premium payments on all 2018 Notes called for redemption prior to the maturity date, including 2018 Notes converted after the date the Company delivered the notice of redemption.

The Company has separately accounted for the liability and equity components of the convertible debt instrument by allocating the gross proceeds from the issuance of the 2018 Notes between the liability component and the embedded conversion option, or equity component. This allocation was done by first estimating an interest rate at the time of issuance for similar notes that do not include the embedded conversion option. This interest rate, estimated at 8%, was used to compute the initial fair value of the liability component of $79.4 million. The excess of the gross proceeds received from the issuance of the 2018 Notes over the initial amount allocated to the liability component, of $40.6 million, was allocated to the embedded conversion option, or equity component. This excess is reported as a debt discount and subsequently amortized as interest expense, using the effective interest method, through July 2018, the maturity date of the 2018 Notes. Offering costs, consisting of the initial purchasers' discount and offering expenses payable by the Company, were $4.3 million. These offering costs were allocated to the liability component and the equity component based on the relative valuations of such components. As a result, $2.9 million of the offering costs were classified as debt issuance costs and recorded on the balance sheet as a deduction from the carrying amount of the 2018 Notes liability. The remaining $1.4 million of offering costs were allocated to the equity component.

Concurrently with the closing of the 2022 Notes offering, the Company repurchased $50.9 million principal amount of the 2018 Notes in privately negotiated transactions for an aggregate purchase price of $53.4 million. The Company recorded an extinguishment loss of $4.2 million on the repurchase, including $0.5 million associated with unamortized issuance costs. This loss was recorded in other expense within the consolidated statement of operations. The remaining purchase price was allocated between the liability component and the equity component based upon the fair value of the debt immediately prior to the repurchase at $42.4 million and $6.8 million, respectively.

The fair value of the 2018 Notes as of March 31, 2017 and December 31, 2016 was $77.5 million and $80.2 million, respectively. The carrying amount of the equity component of the Notes was $5.1 million at March 31, 2017. The unamortized offering costs classified as debt issuance costs and recorded as a direct deduction to the carrying amount of the debt liability at March 31, 2017 were $0.3 million which are being amortized as interest expense through the July 2018 maturity date of the 2018 Notes.

The following table shows the amounts recorded within the Company's financial statements with respect to the combined 2022 Notes and the 2018 Notes (collectively, the "Notes") (in thousands):

	March 31, 2017	December 31, 2016
Convertible debt principal	$ 270,355	$ 270,355
Unamortized debt discount	(62,487)	(65,590)
Unamortized debt issuance costs	(3,542)	(3,750)
Net carrying amount of convertible debt	$ 204,326	$ 201,015

The following table presents the interest expense recognized related to the Notes (in thousands):

	Three Months Ended March 31,	
	2017	2016
Contractual interest expense	$ 762	$ 762
Amortization of debt issuance costs	208	209
Accretion of debt discount	3,103	2,878
Interest expense	$ 4,073	$ 3,849

Fair Value of Borrowings

The fair value for the Company's borrowings is estimated using quoted market prices of the Notes at March 31, 2017, quoted market prices for similar instruments and by observable market data. The Company believes its creditworthiness and the financial market in which it operates have not materially changed since entering into the arrangements. If measured at fair value in the financial statements, long-term debt (including the current portion) would be classified as Level 2 in the fair value hierarchy.

The aggregate maturities of borrowings as of March 31, 2017 were as follows (in thousands):

2017	$ —
2018	69,105
2019-2020	—
2021 and thereafter	201,250
	$ 270,355

8. Stock-based Compensation

Equity Incentive Plans

In 1999, the Company adopted the 1999 Stock Incentive Plan (the "1999 Plan"). The 1999 Plan provided for the grant of incentive stock options, nonqualified stock options, restricted stock awards and stock appreciation rights. The 1999 Plan terminated in June 2009 whereby no new options or awards are permitted to be granted. In April 2009, the Company adopted the 2009 Equity Incentive Plan. This plan provides for the grant of incentive stock options, nonqualified stock options, restricted stock awards, restricted stock units ("RSUs") and stock appreciation rights. In June 2010, in connection with the Company's initial public offering ("IPO"), the 2009 Equity Incentive Plan was amended and restated to provide for, among other things, annual increases in the share reserve (as amended and restated, the "2009 Plan").

The term of stock-based grants is up to ten years, except that certain stock-based grants made after 2005 have a term of five years. For grants made under the 2009 Plan prior to January 1, 2015, the requisite vesting period is typically four years and for grants made subsequent to January 1, 2015, the requisite vesting period is typically three years. On each of January 1, 2016 and 2017, 1,250,000 shares were added to the 2009 Plan. At March 31, 2017, the Company had 1,921,000 shares of common stock available for issuance under the 2009 Plan.

Stock-based compensation expense recognized by the Company was as follows (in thousands):

	Three Months Ended March 31,	
	2017	2016
Stock options	$ 1,968	$ 2,048
Restricted stock units	10,367	8,302
Performance stock units	58	324
Total recognized stock-based compensation expense	$ 12,393	$ 10,674

Stock Options

The following table presents summary information related to stock options:

	Number of Options Outstanding	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (years)	Aggregate Intrinsic Value
				(in thousands)
Balance, December 31, 2016	1,984,283	$ 31.15		
Granted	43,700	44.25		
Exercised	(77,901)	30.42		
Forfeited	(29,927)	34.74		
Expired	(125)	33.29		
Balance, March 31, 2017	1,920,030	$ 31.42	7.04	$17,973
Vested and exercisable, March 31, 2017	1,061,765	$ 28.07	5.69	$12,883

During the three months ended March 31, 2017 and 2016, the Company granted stock options with a weighted-average grant date fair value of $17.93 and $14.41, respectively. For the three months ended March 31, 2017 and 2016, the intrinsic value of stock options exercised was $1.0 million and $0.3 million, respectively, and cash received from stock options exercised was $2.4 million and $1.1 million, respectively.

At March 31, 2017, unrecognized stock-based compensation expense related to unvested stock options was $12.1 million, which is scheduled to be recognized over a weighted average period of 1.74 years.

Restricted Stock Units

The following table presents a summary of activity for RSUs (excluding RSUs that are subject to performance-based vesting conditions ("PSUs"):

	Number of RSUs	Weighted Average Grant Date Fair Value
Balance, December 31, 2016	1,859,411	$ 36.63
Granted	257,597	43.76
Vested	(320,813)	34.69
Forfeited	(11,479)	37.69
Balance, March 31, 2017	1,784,716	$ 38.01

The RSUs generally vest over three or four years from the vesting commencement date and on vesting the holder receives one share of common stock for each RSU.

At March 31, 2017, unrecognized stock-based compensation expense related to unvested RSUs was $60.4 million, which is scheduled to be recognized over a weighted average period of 1.86 years.

Performance Stock Units

The following table presents a summary of activity for PSUs:

	Number of PSUs	Weighted Average Grant Date Fair Value
Balance, December 31, 2016	404,784	$ 26.44
Granted	158,273	43.90
Vested	(5,401)	32.96
Forfeited	(258,750)	27.35
Balance, March 31, 2017	298,906	$ 34.78

The PSUs generally vest over three or four years from the vesting commencement date, subject to the satisfaction of certain performance conditions, and on vesting the holder receives one share of common stock for each PSU.

During the three months ended March 31, 2017, the Company granted an aggregate of 158,273 PSUs to certain officers, which vest over three years, subject to the satisfying performance criteria of the awards based upon the achievement of certain revenue targets.

At March 31, 2017, unrecognized stock-based compensation expense related to unvested PSUs was $3.1 million, which is scheduled to be recognized over a weighted average period of 1.73 years.

Tax Benefits

Prior to the adoption of, ASU 2016-09, the Company elected the alternative transition method (short cut method) provided for calculating the tax effects of stock-based compensation. The alternative transition method includes simplified methods to establish the beginning balance of the additional paid-in capital pool ("APIC pool") related to the tax effects of employee stock-based compensation, and to determine the subsequent impact on the APIC pool and consolidated statements of cash flows related to the tax effect of employee stock-based compensation awards that are outstanding upon adoption. Effective January 2017, pursuant to the adoption of ASU 2016-09, the APIC pool is no longer applicable.

Prior to January 1, 2017, the Company applied a with-and-without approach in determining its intra-period allocation of tax expense or benefit attributable to stock-based compensation deductions. Tax deductions in excess of previously recorded benefits (windfalls) included in net operating loss carryforwards but not reflected in deferred tax assets were $55.5 million as of December 31, 2016. During the first quarter of 2017 and pursuant to adoption of ASU 2016-09, the tax benefits associated with the windfall net operating loss carryforwards were recorded as a deferred tax asset in the amount of $19.6 million (tax effected) with a corresponding adjustment to retained earnings.

9. Commitments and Contingencies

In the normal course of business, the Company enters into contracts and agreements that may contain representations and warranties and provide for general indemnifications. The Company's exposure under these agreements is unknown because it involves claims that may be made in the future, but have not yet been made. The Company has not paid any material claims related to indemnification obligations to date.

In accordance with its bylaws and certain agreements, the Company has indemnification obligations to its officers and directors for certain events or occurrences, subject to certain limits, while they are serving at the Company's request in such capacity. There have been no claims to date under these indemnification obligations.

In addition, the Company is involved in litigation incidental to the conduct of its business. The Company is not a party to any lawsuit or proceeding that, in the opinion of management, is probable to have a material adverse effect on its financial position, results of operations or cash flows.

10. Taxes

The Company's provision for income taxes is determined using an estimate of its annual effective tax rate for each of its legal entities in accordance with the accounting guidance for income taxes. Where the Company has entities with losses and does not expect to realize the tax benefits in the foreseeable future, those entities are excluded from the effective tax calculation. Non-recurring and discrete items that impact tax expense are recorded in the period incurred.

The effective tax rate was 1.5% and 52.2% for the three months ended March 31, 2017 and 2016, respectively. The Company's provision for income taxes differs from the computed U.S. statutory rate due primarily to non-deductible expenses related to stock based compensation, other compensation items and losses from certain foreign jurisdictions with no associated tax benefit due to a full valuation allowance, partially offset by adjustments for research and development and business credits. For the three months ended March 31, 2017 and 2016, the Company had a benefit from income taxes of $0.2 million and $1.6 million, respectively.

As of March 31, 2017, the Company has not recorded a deferred tax liability for undistributed earnings of $9.5 million of certain foreign subsidiaries, since such earnings are considered to be reinvested indefinitely. If the earnings were distributed, the Company would be subject to federal income and foreign withholding taxes. Determination of an unrecognized deferred income tax liability with respect to such earnings is not practicable.

Management assesses the available positive and negative evidence to estimate if sufficient future taxable income will be generated to use the existing deferred tax assets in each relevant jurisdiction. The Company provides a valuation allowance against deferred tax assets if, based upon the weight of available evidence, we do not believe it is "more-likely-than-not" that some or all of the deferred tax assets will be realized. Realization of deferred tax assets in any jurisdictions depends on various factors, including the expectation of future profitability in that jurisdiction.

Realization of the U.S. deferred tax asset is dependent on generating sufficient taxable income prior to expiration of any U.S. loss carryforwards. During the prior years and currently, the Company experienced losses in its U.S. jurisdiction, driven largely by significant stock based compensation expense recorded in those years. Although realization is not assured, management believes it is more-likely-than-not that the results of U.S. operations will generate sufficient taxable income to support the realization of the existing deferred tax asset and any excess stock option deduction carryforwards prior to the expiration of those losses. The amount of the deferred tax asset considered realizable, however, could be reduced if estimates of future taxable income during the carryforward period are reduced.

11. Income per share data

Basic income per common share is computed based on the weighted average number of outstanding shares of common stock. Diluted income per common share adjusts the basic weighted average common shares outstanding for the potential dilution that could occur if stock options, RSUs and convertible securities were exercised or converted into common stock.

The following table presents a reconciliation of the numerator and denominator of the basic and diluted earnings per share computation. In the table below, net loss represents the numerator and weighted average common shares outstanding represent the denominator:

	Three Months Ended March 31, 2017	Three Months Ended March 31, 2016
	(In thousands, except per share data)	
Net loss	$ (10,536)	$ (1,509)
Weighted average common shares outstanding, basic and diluted	30,487	29,140
Net loss per share, basic and diluted	$ (0.35)	$ (0.05)

Due to the settlement features of the Notes, the Company only includes the impact of the premium feature in the diluted earnings per common share calculation when the average stock price exceeds the conversion price of the Notes. For the three months ended March 31, 2017, the weighted average number of shares outstanding used in the computation of diluted loss per share does not include the effect of the premium feature of the 2022 Notes or the 2018 Notes convertible into 466,703 and 21,273 shares, respectively, as the effect would have been anti-dilutive given the Company's loss for the period. For the three months ended March 31, 2016, the average stock price did not exceed the conversion price for the 2022 Notes or the 2018 Notes.

The weighted average number of shares outstanding used in the computation of diluted loss per share does not include the effect of stock-based awards convertible into 922,136 and 513,725 shares for the three months ended March 31, 2017 and 2016, respectively, as the effect would have been anti-dilutive given the Company’s losses for these periods.

The weighted average number of shares outstanding used in the computation of diluted loss per share also does not include the effect of certain additional stock-based awards exercisable into 601,543 and 1,494,216 shares for the three months ended March 31, 2017 and 2016, respectively, as their effect would have been anti-dilutive because their exercise prices exceeded the average market price of the Company's common stock during these periods.

12. Segment and Geographic Information

Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing performance. The Company’s chief operating decision maker is its Chief Executive Officer (the “CEO”). The CEO reviews financial information presented on a consolidated basis, along with information about revenue by geographic region for purposes of allocating resources and evaluating financial performance. Discrete information on a geographic basis, except for revenue, is not provided below the consolidated level to the CEO. The Company has concluded that it operates in one segment and has provided the required enterprise-wide disclosures.

The Company engages in business across three geographic regions: North America; Europe, Middle East and Africa ("EMEA"); and Asia Pacific, Caribbean and Latin America ("Emerging Markets"). Revenue by geographic area is based on the location of the service provider. The following tables present revenue and long-lived assets, net, by geographic area (in thousands):

	Three Months Ended March 31, 2017	Three Months Ended March 31, 2016
Revenue:		
North America	$ 46,809	$ 40,181
EMEA	25,309	19,835
Emerging Markets	7,551	13,120
Total Revenue	$ 79,669	$ 73,136

North America includes $44.5 million and $38.2 million of United States revenue for each of the three months ended March 31, 2017 and 2016.

	March 31, 2017	December 31, 2016
Long-Lived Assets, net:		
North America	$ 24,825	$ 22,909
EMEA	3,599	4,683
Emerging Markets	4,328	2,932
Total long-lived assets, net	$ 32,752	$ 30,524

North America includes $24.6 million and $22.6 million of United States long-lived assets as of March 31, 2017 and December 31, 2016.

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

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our condensed consolidated financial statements and related notes appearing elsewhere in this Quarterly Report on Form 10-Q and our Annual Report on Form 10-K for the year ended December 31, 2016 filed with the Securities and Exchange Commission, or SEC, on February 23, 2017.

This Quarterly Report on Form 10-Q contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, that involve substantial risks and uncertainties. All statements other than statements of historical facts contained in this Quarterly Report on Form 10-Q are forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as "believe," "will," "may," "estimate," "continue," "anticipate," "intend," "should," "plan," "expect," "predict," "could," "potentially" or the negative of these terms or other similar expressions. Forward-looking statements in this Quarterly Report on Form 10-Q may include statements about:

- our dependence on the success of BroadWorks;
- our ability to continue to develop, and to successfully deploy, our BroadCloud SaaS offering, expand this offering geographically and increase the associated recurring service revenue;
- any potential loss of or reductions in orders from certain significant customers;
- our dependence on our service provider customers to sell services using our applications;
- claims that we infringe the intellectual property rights of others;
- our ability to protect our intellectual property;
- competitive factors, including, but not limited to, industry consolidation, entry of new competitors into our market, and new product and marketing initiatives by our competitors;
- our ability to predict our revenue, operating results and gross margin accurately;
- the length and unpredictability of our sales cycles;
- our ability to expand our product offerings;
- our international operations, including foreign currency exchange risk, financial markets risk as well as changes in global trade agreements;
- our significant reliance on distribution partners in certain international markets;
- our ability to manage our growth, including our increased headcount;
- the attraction and retention of qualified employees and key personnel;
- the interoperability of our products with service provider networks;
- our ability to realize the benefits of our recent acquisitions and the successful integration of the personnel, technologies, and customers from such acquisitions;
- the quality of our products and services, including any undetected errors or bugs in our software; and
- our ability to maintain proper and effective internal controls.

The outcome of the events described in these forward-looking statements is subject to known and unknown risks, uncertainties and other factors that could cause actual results to differ materially from the results anticipated by these forward-looking statements, including those factors we discuss in the "Risk Factors" sections of our Annual Report on Form 10-K for the fiscal year ended December 31, 2016 and in our other filings with the SEC. You should read these factors and the other cautionary statements made in this Quarterly Report on Form 10-Q as being applicable to all related forward-looking statements wherever they appear in this Quarterly Report on Form 10-Q. These risks are not exhaustive. Although we believe the expectations reflected in the forward-looking statements are based on reasonable assumptions, we can give no assurance we will attain these expectations or that any deviations will not be material. Except as required by law, we undertake no obligation to update publicly any forward-looking statements for any reason after the date of this Quarterly Report on Form 10-Q to conform these statements to actual results or to changes in our expectations.

Overview

We are the leading global provider of software and services that enable telecommunications service providers to deliver hosted, cloud-based Unified Communications, or UC, to their enterprise customers.

Traditionally, many enterprises have utilized premise-based private branch exchanges, or PBX's, to connect their offices and people to public telephony networks. Hosted UC enables the delivery of PBX features without the need for premise-based equipment. Hosted UC can be delivered through service providers using their own internet protocol, or IP-based networks and their mobile networks, as well as over the public internet (also known as "over the top" or OTT). In addition to voice telephony, UC offers additional features such as full integration with mobile devices, high definition, or HD, voice and video calling and conferencing, instant messaging and presence, or IM&P, team collaboration and desktop sharing.

We believe we are well positioned to enable service providers to capitalize on increasing demand by enterprises for such UC services by enabling them to efficiently and cost-effectively offer a broad suite of services to their end-users. Our service provider customers, who are located in more than 80 countries, are delivering services and have deployed over 16 million UC subscriber lines worldwide using our software. We count among our customers 25 of the top 30 telecommunications service providers globally, as measured by revenue for the year ended December 31, 2015.

BroadSoft Business

Our BroadSoft Business solution is a communications and collaboration offering that enables telecommunications service providers to offer businesses and other enterprises UC features and functionalities on a cloud-delivered basis without the need for traditional premise-based PBX equipment. Our technology is designed to meet service providers' stringent requirements for service availability, network integration and scale and to address the needs of: various business segments, such as micro, small, medium and large enterprises; market segments such as hospitality, government, education, contact centers and healthcare; and industries requiring call center functionality.

The capabilities of our BroadSoft Business offering can be accessed through desk phones, smartphones, tablets, laptops and PCs and as a result, BroadSoft Business provides full support for today's distributed workforce and mobile employees. Our solution can also be deployed across multiple access networks and technologies, including fixed line/fiber and traditional mobile 3G networks, as well as voice over LTE, or VoLTE, networks and voice over wifi, or VoWiFi. BroadSoft Business includes our UC-One, Team-One and CC-One applications.

- ***UC-One***: UC-One is our suite of cloud communications and collaboration solutions that provide integrated business, such as phone services, messaging and presence, audio and video conferencing, screen sharing, file sharing and virtual meeting rooms. The features work seamlessly across devices, allowing end-users to utilize the functionalities both in the office and using mobile devices.
- ***Team-One***: Team-One is our collaboration solution that allows users to chat, track notes, share files and organize projects into shareable workspaces. The Team-One solution integrates with more than 50 popular applications, including Google Drive and Salesforce.
- ***CC-One***: CC-One is our contact center solution. CC-One enables enterprises to have omni-channel interactions over web, email, chat and social media with customers, while also providing integrated collaboration between call center agents and the back office through voice, chat and video. CC-One functionality also includes predictive analytics, permitting more efficient routing of calls and analysis of agent and customer behavior.

The benefits of BroadSoft Business to enterprises and end users include:

- ***Solution Breadth and Flexibility***. These applications are scalable and can be used by businesses of varying sizes, from very small businesses of two employees to the largest global enterprises with hundreds of thousands of employees in multiple locations. Capacity can be purchased as needed by enterprises in response to business and operational needs.
- ***Multi-Location and Ease of Use***. Because BroadSoft Business is cloud and IP-based, an enterprise can provide uniform communications functionality across its entire organization, enabling a consistent and simplified user experience. It also provides a single console to manage all the communication and collaboration needs for businesses with geographically dispersed offices and mobile workers, greatly streamlining business operations and reducing operational costs.
- ***Enhanced Mobility***. Our solution provides the flexibility to work from the office, at home or on the move, with the full range of services available irrespective of location or end user device.

- ***Business Continuity***. Because BroadSoft Business is cloud-based, in the event an enterprise has a business interruption issue, the enterprise's core communications and collaboration services would remain unaffected.
- ***Openness***. We have an active ecosystem of development partners who use our open APIs to create complementary offerings designed for specific market segments or industry verticals.
- ***Lower Total Cost of Ownership***. We believe that enterprises will experience a lower total cost of ownership compared to legacy premise-based solutions. Because BroadSoft Business is cloud-based, there are significantly lower capital investment requirements, fewer highly trained personnel required and reduced costs given the inherent flexibility of per-user based costs.

Our UC-One offering is available to service providers either as a BroadWorks software solution or as a BroadCloud software as a service, or SaaS, cloud-delivered solution. Team-One and CC-One are solely offered as SaaS cloud-delivered solutions.

Software. BroadWorks is our application server software offering, with the software generally deployed on industry-standard servers located in the service provider's data centers. With BroadWorks implemented as an application server in its infrastructure, the service provider is responsible for the development and implementation of the overall solution and integration with the service provider's network, operations, support and billing systems. This deployment model gives the service provider the maximum flexibility to define its UC-One offering. In this model, revenue is derived from perpetual software license and annual maintenance and support fees, as well as associated professional services. Since our inception, the majority of our revenue has been derived from such software licensing.

BroadCloud. BroadCloud is our cloud SaaS platform, providing BroadWorks and associated managed services for service providers and other customers. In this model, we have implemented UC-One and other BroadWorks capabilities, as well as Team One and Contact Center One, within our own data centers and provide operations capabilities covering sales and order management, service delivery, device provisioning, customer service and billing. We believe that through BroadCloud, service providers can accelerate their deployments of BroadSoft Business services and reduce their capital expenditures and the internal costs of implementing UC services. Generally, service providers utilizing our BroadCloud offering pay us on a monthly recurring basis based on the total number of subscriber lines the service provider has deployed. We recently made a substantial investment in our BroadCloud platform such that we now offer two deployment models: (a) a fully managed services option where billing, provisioning and direct end user support is provided by us, and (b) a platform as a service, or PaaS, option, which is BroadWorks hosted by us without the associated managed services, for those service providers wanting to deploy their own provisioning systems, customer premise equipment, telephony and user experience. This PaaS service deliver model gives service providers greater control, flexibility and customization over the services and delivery of cloud solution, at a lower price point.

Company

We were incorporated in Delaware in 1998 and we began selling BroadWorks in 2001. We sell our products to service providers both directly and indirectly through distribution partners, such as telecommunications equipment vendors, value-added resellers, or VARs, and other distributors.

Industry

Traditionally, many enterprises have used premise-based PBX's to connect their offices and people to the public telephone network. These PBX offerings were primarily voice communications based. We believe several trends are driving enterprises of all sizes to embrace the change from premise-based to cloud-based delivery of PBX functionality:

- The increasing demand by enterprises to move business applications to the cloud for operational savings, flexibility and expanded services;
- The desire by enterprises to drive greater team collaboration and workplace productivity through communications and collaboration tools;
- The demand by enterprises to offer broader communications services such as HD voice and video calling and conferencing across their organizations;
- The increasingly distributed nature of enterprises' operations and workforces and the desire to provide fully integrated UC to them;
- The proliferation of mobile devices used by employees and other workers; and
- The rapid expansion of high quality IP bandwidth, particularly the expansion of wireless bandwidth such as Wi-Fi and VoLTE.

We believe that service providers are well-positioned to address these market demands. A number of our service provider customers have made significant investments in their IP-based and mobile networks. Many have a long track record of reliably delivering these business critical services. We believe that as UC solutions are increasingly being offered over fixed-line and mobile networks, service providers can achieve significant competitive advantages in delivering such services over their networks. Further, we believe service providers have a significant incentive to offer UC services to their enterprise customers as competitive and regulatory pressures have commoditized their historical revenue streams. In addition, we believe that larger service providers are becoming more focused on implementing transformations of their fixed and mobile networks from traditional circuit switched networks to their IP-based broadband networks. As these service providers embark on such projects, many are incorporating application servers like BroadWorks to enable them to offer enhanced business services that were previously offered over their circuit switched networks.

We believe this trend is evident in both fixed-line transformations and increasingly in service providers' investment in their mobile VoLTE networks. We further believe this trend is a positive development for us, as service providers both replace services to their business users on their traditional networks and provide new business services. We believe we are well-positioned to meet carrier demand for these large network transformation projects, and have won several transformation projects around the world over the past year with Tier 1 service providers. These projects have contributed, and will continue to contribute, significant revenue and billings as we meet project milestones and provide professional services to our customers. We also believe these further enhance our role as a strategic partner to our service provider customers, while providing increased opportunities for license seat growth over a multi-year period with such customers.

Our Strategy

Our goal is to strengthen our position as the leading global provider of software and services that enable service providers to deliver cloud-based UC to their enterprise customers. To achieve this goal, our strategy is to deliver an increasingly feature rich set of services to address the needs of a broader spectrum of business customer types and their end-users. Key elements of our strategy include:

- ***Accelerate the adoption of UC solutions by providing communications centric UC and collaboration capabilities.*** BroadSoft Business is driven by our vision of extending UC to help drive how enterprises and people communicate, interact and collaborate by integrating their communication and collaborative tools with contextual intelligence. We also intend to accelerate UC adoption and our service provider customers' time to market by promoting and expanding our UC and collaboration offerings. Our BroadCloud SaaS solutions enables our service providers to offer UC features and functions through a service offering that we host and manage. We intend to expand the geographic availability of our BroadCloud SaaS offerings beyond the United States, United Kingdom, Germany, Japan and France.
- ***Extend our technology leadership and product depth and breadth.*** We intend to continue to provide industry leading UC and collaboration solutions through product innovation and substantial investment in research and development for new features, applications and services. We believe that we can leverage our market position in UC to provide additional collaboration capabilities to our service provider customers and their end enterprise users.
- ***Improve brand awareness through our "Powered by BroadSoft" campaign.*** Our "Powered by BroadSoft" effort is intended to improve our brand awareness with end-users, and to assist our service provider customers in their selling efforts to end enterprise customers.
- ***Broaden demand by enterprises and assist our service provider customers by developing more market segment directed UC offerings.*** We enable service providers to develop UC offerings targeted towards specific business segments, including small, medium and large enterprises and market segments such as hospitality, government, education, contact center and healthcare.
- ***Drive revenue growth by:***
  - ***Assisting our current service provider customers to sell more of their currently deployed BroadWorks and BroadCloud SaaS offerings.*** We support our service provider customers by regularly offering enhanced and new features to their current applications, as well as providing tools and training to help them market their services to subscribers. We have also launched our "Powered by BroadSoft" initiative which is designed to increase end-user awareness of our products.
  - ***Expanding our BroadCloud SaaS offering.*** We believe that service providers will increasingly find that using our BroadCloud SaaS offering to deliver UC solutions to their customers will accelerate their time to market and product introduction cycles. We have expanded our BroadCloud offerings to include full service offerings where we provide additional services to our service provider customers, such as provisioning and

billing, as well as BroadCloud PaaS, a more limited, less expensive option where we provide cloud based access to BroadWorks without the business support capabilities of BroadCloud.

- ***Continuing to acquire new customers and increase usage by existing customers.*** Our customers are located around the world and include many of the top telecommunications services providers globally. We believe we are well positioned to continue to acquire new customers, particularly with the addition of our BroadCloud offerings and our focus on developing UC solutions based on enterprise size and vertical market segments. We also believe we will continue to expand our presence within our existing customers through their deployment of more of our offerings.
- ***Pursuing selected acquisitions and collaborations that complement our strategy***. We intend to continue to pursue acquisitions and collaborations that we believe are strategic to strengthen our industry leadership position, expand our geographic presence or allow us to offer new or complementary products or services.

Executive Summary

We believe the adoption of cloud-based unified communications and collaboration capabilities by enterprises will continue and even accelerate over the next several years. We also believe that service providers using our products and services are strongly positioned to take advantage of this demand. We believe that we have positioned, and will expect to continue to position, ourselves to provide our service provider customers with the service and software offerings they need to effectively address this market opportunity and their end-user customer needs.

We expect revenue growth from our UC and collaboration solutions during 2017, which growth we believe is largely driven by increased market acceptance of hosted UC offerings and our continued market leadership. We believe service providers, including converged and mobile operators, have determined that our UC solutions provide significant product expansions to their enterprise offerings, and help them grow their enterprise customer base and revenue and raise average revenue per user. While we continue to expect revenue growth for 2017, we believe that we will experience a lower rate of revenue growth, especially for our SaaS and professional services revenue line items, primarily due to a slower pace for certain large professional services engagements and the timing of deployment of our BroadCloud solution by our service provider customers, respectively. We still believe that our market opportunity remains robust, and our service provider customers continue to make investments in unified communications services.

Our BroadSoft Business solutions, which are either delivered via our BroadCloud SaaS platform or through our BroadWorks server software that resides within the service provider's network, enable service providers to rapidly and efficiently deliver a UC experience regardless of end-user device and whether or not the end-user has fixed-line or wireless access. In addition, we believe that mobile network centric UC offerings will become an increasingly important trend in the UC market, and we believe that our service provider customers are in a strong position to take advantage of this market trend.

During the remainder of 2017, our BroadCloud SaaS offerings will continue to be a particularly important area of investment, marketing focus and geographic expansion for us. Many of our service provider customers are interested in accessing the capabilities of our BroadWorks features and functions through a service offering hosted and managed by us. We believe that service providers choose our SaaS offerings to accelerate their time to market and reduce their capital and implementation costs and that delivering innovative solutions to our customers will drive our revenue growth.

We continue to increase our BroadSoft Business capabilities. We enable enterprises and people to be more flexible and dynamically communicate, interact and collaborate by helping them integrate their communication and collaborative tools.We are focused on our efforts to spur demand by our service providers to adopt BroadSoft Business as the centerpiece of their offering for unified communications, collaboration and customer support. BroadSoft Business includes UC-One, our UC offering; Team-One, our enterprise collaboration solution; and CC-One, our contact center offering. We believe that BroadSoft Business is the leading integrated offering of UC, collaboration and contact center capabilities. BroadSoft Business enables us to provide our service provider customers significant growth of their communication and collaboration capabilities and options, driven by demands by these customers for these capabilities increasingly delivered on mobile platforms. During 2017, we expect to continue our strategic investments in, and expansion of, our BroadSoft Business solutions.

Finally, we have assisted several of our largest service provider customers on projects to begin transforming most, if not all, of their legacy fixed and mobile circuit switched networks to IP-based networks, driven in part by the movement to migrate their wireless networks to VoLTE. Much of our work has been to provide our customers with UC capabilities in these network transformations. In 2016, we gained acceptance from these customers of our initial implementations of certain of these projects, which contributed to our financial results. In 2017, we expect to continue to see positive revenue impact from these projects and we believe these existing transformation projects, as well as new opportunities with certain of our major service provider customers, could drive significant growth for us over the next several years.

Key Financial Highlights

Some of our key GAAP financial highlights for the quarter ended March 31, 2017 include:

- Total revenue increased by $6.5 million or 9%, to $79.7 million, compared to $73.1 million for the quarter ended March 31, 2016;
- Gross profit was $54.6 million, or 69% of revenue, compared to $52.3 million, or 72% of revenue, for the quarter ended March 31, 2016;
- Loss from operations was $7.6 million, compared to $0.4 million for the quarter ended March 31, 2016;
- Net loss was $10.5 million, compared to $1.5 million for the quarter ended March 31, 2016;
- Net loss per diluted share was $0.35 per share compared to $0.05 per share for the quarter ended March 31, 2016;
- Billings (revenue plus net change in deferred revenue) increased by 12% to $72.8 million, compared to $64.8 million for the quarter ended March 31, 2016;
- Deferred revenue decreased by $6.8 million, compared to a decrease of $8.3 million for the quarter ended March 31, 2016; and
- Cash provided by operating activities was $19.3 million, compared to $19.3 million for the quarter ended March 31, 2016.

Some of our key non-GAAP financial highlights for the quarter ended March 31, 2017 include:

- Non-GAAP gross profit increased to $58.5 million, or 73% of revenue, compared to $55.6 million, or 76% of revenue, for the quarter ended March 31, 2016;
- Non-GAAP operating income decreased to $6.5 million, or 8% of revenue, compared to $11.8 million, or 16% of revenue, for the quarter ended March 31, 2016;
- Non-GAAP net income decreased to $6.2 million, or 8% of revenue, compared to $11.1 million, or 15% of revenue, for the quarter ended March 31, 2016; and
- Non-GAAP net income per diluted share decreased to $0.19 per common share, compared to $0.37 per common share for the quarter ended March 31, 2016.

For a discussion of these non-GAAP financial measures and a reconciliation of GAAP and non-GAAP financial results, please refer to “Non-GAAP Financial Measures” included elsewhere in this Management’s Discussion and Analysis of Financial Condition and Results of Operations.

Components of Operating Results

Revenue

We derive our revenue primarily from software licenses, subscription and maintenance support and professional services and other. We recognize revenue when all revenue recognition criteria have been met in accordance with revenue recognition guidance. This guidance provides that revenue should be recognized when persuasive evidence of an arrangement exists, delivery has occurred, the price is fixed or determinable and collection is probable.

Our total revenue consists of the following:

License software. We derive license software revenue primarily from the sale of perpetual software licenses. We generally price our software based on the packages of features and applications provided and on the number of subscriber licenses sold. These factors impact the average selling price of our licenses and the comparability of average selling prices. Our license software revenue may vary significantly from quarter to quarter or from year to year as a result of long sales and deployment cycles, variations in customer ordering practices and the application of management’s judgment in applying complex revenue recognition rules. Our deferred license software revenue balance consists of software orders that do not meet all the criteria for revenue recognition. We are unable to predict with certainty the proportion of orders that will meet all the criteria for revenue recognition relative to those orders that will not meet all such criteria and, as a result, it is difficult to forecast whether recognized license software revenue and deferred license software revenue will continue to increase or decrease in a given period. As of March 31, 2017, our deferred license software revenue balance was $15.7 million, the current portion of which was $15.7 million.

Subscription and maintenance support. Subscription and maintenance support revenue includes recurring revenue from annual maintenance support contracts for our software licenses and from subscriptions related to our SaaS offerings.

Rates for maintenance support, including subsequent renewal rates, are typically established based upon a specific percentage of net license fees as set forth in the contract with the customer. Maintenance support revenue is recognized ratably over the maintenance support period, assuming all other revenue recognition criteria have been met. Our annual maintenance support contracts provide for technical support and software updates and upgrades, on a when and if available basis. Our typical warranty on licensed software is 90 days and, during this period, our customers are entitled to receive maintenance and support without the purchase of maintenance services. After the expiration of the warranty period, our customers must purchase maintenance support services to continue receiving such support.

With respect to our SaaS subscriptions, we are typically paid a recurring fee which is calculated based on the number of seats and type of services purchased or a usage fee based on the actual number of transactions. The recurring fee is typically billed monthly.

Our deferred subscription and maintenance support revenue balance consists of maintenance support and subscription orders that do not meet all the criteria for revenue recognition. As of March 31, 2017, our deferred subscription and maintenance support revenue balance was $67.3 million, the current portion of which was $58.9 million.

Professional services and other. Professional services and other revenue primarily includes revenue from professional service engagements consisting of implementation, training, consulting and design and customization services. Our professional services and other deferred revenue balance consists of orders that do not meet all the criteria for revenue recognition. As of March 31, 2017, our deferred professional services and other revenue balance was $19.3 million, the current portion of which was $18.7 million.

Cost of Revenue

Our total cost of revenue consists of the following:

- *Cost of license software revenue*. A majority of the cost of license software revenue consists of amortization of acquired intangibles, personnel-related expenses and royalties paid to third parties whose technology or products are sold as part of BroadWorks. A significant amount of the royalty fees are for the underlying embedded database technology within BroadWorks for which we currently incur a fixed expense per quarter. Personnel-related expenses include salaries, benefits, bonuses, reimbursement of expenses and stock-based compensation. Such costs are expensed in the period in which they are incurred.
- *Cost of subscription and maintenance support revenue*. Cost of subscription and maintenance support revenue consists primarily of personnel-related expenses and other direct costs associated with support and maintenance obligations to our customers who have licensed our software and BroadCloud SaaS solutions, including maintenance and support expenses due to our use of third party software, amortization of acquired intangibles and operating expenses associated with the delivery of BroadCloud SaaS solutions.
- *Cost of professional services and other revenue*. Cost of professional services and other revenue consists primarily of personnel-related expenses and other direct costs associated with the delivery of our professional services, which are expensed in the period in which they are incurred.

Gross Profit

Gross profit is the calculation of total revenue minus cost of revenue. Our gross profit as a percentage of revenue, or gross margin, has been and will continue to be affected by a variety of factors, including:

- *Mix of license software, subscription and maintenance support and professional services and other revenue*. We generate higher gross margins on license software revenue compared to subscription and maintenance support or professional services and other revenue.
- *Growth or decline of license software revenue*. A significant portion of cost of license software revenue is fixed and is expensed in the period in which it is incurred. This cost consists primarily of royalty fees to our embedded database provider and amortization of acquired technology. If license software revenue increases,

these fixed fees will decline as a percentage of revenue. If license software revenue declines, these fixed fees will increase as a percentage of revenue.

- *Impact of deferred revenue*. If any revenue recognition criteria have not been met, the applicable revenue derived from the arrangement is deferred, including license software, subscription and maintenance support, and professional services and other revenue, until all elements of revenue recognition criteria have been met. However, the cost of revenue, including the costs of license software, subscription and maintenance support and professional services and other revenue, is typically expensed in the period in which it is incurred. Therefore, if relatively more revenue is deferred in a particular period, gross margin would decline in that period. Because the ability to recognize revenue on orders depends largely on the terms of the sale arrangement and we are not able to predict with certainty the proportion of orders that will not meet all the criteria for revenue recognition, we cannot forecast whether any historical trends in gross margin will continue.
- *Intangible amortization related to mergers and acquisitions*. Over the last several years, our business combinations resulted in a number of intangibles assets. These intangible assets are amortized over their useful lives, resulting in additional expense impacting gross profit over the applicable period. We may undertake additional strategic transactions in the future that would result in additional intangible amortization expense.

Billings (Revenue Plus Net Change in Deferred Revenue)

We believe billings, which we calculate as revenue plus the net change in our deferred revenue balance for a particular period, is a key measure of our sales activity for that period.

Billings are as follows (in thousands):

	Three Months Ended March 31,	
	2017	**2016**
Beginning of period deferred revenue balance	$ 109,189	$ 111,054
End of period deferred revenue balance	102,344	102,725
Decrease in deferred revenue	(6,845)	(8,329)
Revenue	79,669	73,136
Billings	$ 72,824	$ 64,807

Operating Expenses

We grew our total headcount to 1,646 employees at March 31, 2017 from 1,597 employees at December 31, 2016, and we expect to continue hiring additional employees to support our anticipated growth.

Operating expenses consist of sales and marketing, research and development and general and administrative expenses. Salaries and other personnel costs are the most significant component of each of these expense categories. We expect our operating expenses to increase in 2017 primarily due to increases in headcount and stock-based compensation expense.

Sales and marketing expenses. Sales and marketing expenses consist primarily of salaries and personnel costs for our sales and marketing employees, including stock-based compensation, commissions, benefits and bonuses. Additional expenses include marketing programs, consulting, travel and other related overhead.

Research and development expenses. Research and development expenses consist primarily of salaries and personnel costs for development employees, including stock-based compensation, benefits and bonuses. Additional expenses include costs related to development, quality assurance and testing of new software and enhancement of existing software, consulting, travel and other related overhead. We engage third-party international and domestic consulting firms for various research and development efforts, such as software development, documentation, quality assurance and software support. We intend to continue to invest in our research and development efforts, including by hiring additional development personnel and by using third-party consulting firms for various research and development efforts. We believe continuing to invest in research and development efforts is essential to maintaining our competitive position.

General and administrative expenses. General and administrative expenses consist primarily of salary and personnel costs for administration, finance and accounting, legal, information systems and human resources employees, including stock-based compensation, benefits and bonuses. Additional expenses include consulting and professional fees, travel, insurance and other administrative expenses.

Stock-Based Compensation

We include stock-based compensation as part of cost of revenue and operating expenses in connection with the grant of stock-based awards to our directors, employees and consultants. We apply the fair value method in accordance with authoritative guidance for determining the cost of stock-based compensation. The total cost of the grant is measured based on the estimated fair value of the award at the date of grant. The fair value of service-only awards is recognized as stock-based compensation expense on a straight-line basis over the requisite service period, which is the vesting period, of the award. The fair value of awards with a performance condition continues to be recognized as stock-based compensation on a graded basis over the requisite vesting period of the award. For the three months ended March 31, 2017 and 2016, we recorded stock-based compensation expense of $12.4 million and $10.7 million, respectively.

Based on stock awards outstanding as of March 31, 2017, we expect to recognize future expense related to the non-vested portions of such stock-based awards in the amount of $75.5 million over a weighted average period of approximately 1.84 years.

Other Expense, Net

Other expense, net, consists primarily of interest income, interest expense and foreign currency translation gains and losses. Interest income represents interest received on our cash and cash equivalents. Interest expense consists primarily of the interest related to our 2018 convertible senior notes, or the 2018 Notes, and our 2022 convertible senior notes, or the 2022 Notes. Foreign currency translation gains and losses relate to the revaluation of foreign currency denominated trade receivables and forward contracts.

Income Tax Expense

Income tax expense consists of U.S. federal, state and foreign income taxes. We are required to pay income taxes in certain states and foreign jurisdictions. Historically, we have not been required to pay significant U.S. federal income taxes due to our accumulated net operating losses and federal tax credits.

Recent Accounting Pronouncements

Accounting Standards Adopted

Effective January 2017, we adopted Accounting Standards Update 2016-09, Compensation-Stock Compensation: Topic 718 ("ASU 2016-09"). As a result of the adoption of this standard, we made the following changes to the accounting treatment:

Accounting for Income Taxes: In accordance with ASU 2016-09, all excess tax benefits and tax deficiencies are recognized as income tax expense or benefit in the income statement in the period in which they occur. Excess tax benefits in the amount of $19.6 million were not previously recognized because the related tax deduction had not reduced current taxes payable. We recorded previously unrecognized excess tax benefits using a modified retrospective method through a cumulative-effect adjustment to accumulated deficit as of January 1, 2017.

Classification of Excess Tax Benefits on the Statement of Cash Flows: In accordance with ASU 2016-09, we classify excess tax benefits along with other income tax cash flows as an operating activity. We have applied this change using a retrospective transition method. The impact of adopting this change was immaterial to our financial statements.

Forfeitures: In accordance with ASU 2016-09, we have elected to account for forfeitures as they occur. We have applied this change using a modified retrospective method through a cumulative-effect adjustment of $0.4 million to accumulated deficit as of January 1, 2017.

Accounting Standards Not Yet Adopted

In May 2014, the FASB issued Accounting Standards Update 2014-09, Revenue from Contracts with Customers: Topic 606 ("ASU 2014-09"), which supersedes nearly all existing revenue recognition guidance under U.S. GAAP. The core principle is to recognize revenue when promised goods or services are transferred to customers in an amount that reflects the consideration that is expected to be received for those goods or services. The standard defines a five step process to achieve this core principle and, in doing so, it is possible more judgment and estimates may be required within the revenue recognition process than are required under existing U.S. GAAP, including identifying performance obligations in the contract, estimating the amount of variable consideration to include in the transaction price and allocating the transaction price to each separate performance obligation. The standard allows entities to apply either of two methods: (a) retrospective application to each prior reporting period presented with the option to elect certain practical expedients as defined within ASU 2014-09 ("full retrospective method"); or (b) retrospective application with the cumulative effect of initially applying the standard recognized at the date of initial application and providing certain additional disclosures as defined per ASU 2014-09 ("modified retrospective method"). In August 2015, the FASB issued Accounting Standards Update 2015-14, Revenue from Contracts with Customers: Topic 606 ("ASU 2015-14"), which defers the effective date for ASU 2014-09 to annual reporting periods beginning after December 15, 2017, including interim reporting periods within that reporting period.

While we have not yet completed our final review of the impact of the new standard, we expect that the new standard will impact the timing of revenue recognition for certain software and software related contracts. Due to the complexity of our contracts, the actual timing of revenue recognition required under the new standard will be dependent on contract-specific terms. We are still in the process of evaluating the impact of the new standard related to costs incurred to fulfill a contract. We will adopt the new standard on January 1, 2018 using the modified retrospective method. We will continue to evaluate the standard as well as additional changes, modifications or interpretations that may impact our current conclusions.

In February 2016, the FASB issued Accounting Standards Update 2016-02, Leases: Topic 842 ("ASU 2016-02"), which provides updated guidance on lease accounting. ASU 2016-02 is effective for annual reporting periods beginning after December 15, 2018, including interim periods within that annual period, with early adoption permitted. We are evaluating the impact of adopting this new standard on our financial statements.

In August 2016, the FASB issued Accounting Standards Update 2016-16, Income Taxes: Topic 740: Intra-Entity Transfers of Assets Other Than Inventory (“ASU 2016-16”) which requires the recognition of the income tax consequences of an intra-entity transfer of an asset other than inventory when the transfer occurs. The new standard is effective for annual reporting periods beginning after December 15, 2017, including interim reporting periods within those annual reporting periods, with early adoption permitted. We are evaluating the impact of adopting this new standard on our financial statements.

In January 2017, the FASB issued Accounting Standards Update 2017-01, Business Combinations: Topic 805: Clarifying the Definition of a Business (“ASU 2017-01”), which clarifies the definition of a business with the objective of adding guidance to assist entities with evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. The new standard is effective for annual periods beginning after December 15, 2017, including interim periods within those periods. We are evaluating the impact of adopting this new standard on our financial statements.

In January 2017, the FASB issued Accounting Standards Update 2017-04, Intangibles - Goodwill and Other: Topic 350: Simplifying the Test for Goodwill Impairment (“ASU 2017-04”), which modifies the concept of impairment from the condition that exists when the carrying amount of goodwill exceeds its implied fair value to the condition that exists when the carrying amount of a reporting unit exceeds its fair value. The new standard is effective for annual periods beginning after December 15, 2019, including interim periods within those periods. While we continue to assess the potential impact of this standard, the adoption of this standard is not expected to have a material impact on our financial statements.

Results of Operations

Comparison of the Three Months Ended March 31, 2017 and 2016

Revenue

	Three Months Ended March 31,				Period-to-Period Change	
	2017		2016			
	Amount	Percent of Total Revenue	Amount	Percent of Total Revenue	Amount	Percentage
	(dollars in thousands)					
Revenue by Type:						
License software	$ 27,563	35%	$ 30,909	42%	$ (3,346)	(11)%
Subscription and maintenance support	40,501	51	33,039	45	7,462	23
Professional services and other	11,605	14	9,188	13	2,417	26
Total revenue	$ 79,669	100%	$ 73,136	100%	$ 6,533	9 %
Revenue by Geography:						
North America	$ 46,809	59%	$ 40,181	55%	$ 6,628	16 %
EMEA	25,309	32	19,835	27	5,474	28
Emerging Markets	7,551	9	13,120	18	(5,569)	(42)
Total revenue	$ 79,669	100%	$ 73,136	100%	$ 6,533	9 %

Total revenue for the three months ended March 31, 2017 increased by 9%, or $6.5 million, to $79.7 million as compared to the same period in 2016. This growth was driven by a 23% increase in subscription and maintenance support revenue and a 26% increase in professional services and other revenue, partially offset by a 11% decrease in license software revenue. Deferred revenue decreased by $6.8 million for the three months ended March 31, 2017, compared to a decrease of $8.3 million for the same period in 2016.

North America revenue for the three months ended March 31, 2017 increased by 16%, or $6.6 million, to $46.8 million as compared to the same period in 2016. The increase in North America revenue for the three months ended March 31, 2017 was due to an increase in subscription and maintenance support revenue and an increase in professional services and other revenue, partially offset by a decrease in license software revenue.

Europe, Middle East and Africa, or EMEA, revenue for the three months ended March 31, 2017 increased by 28%, or $5.5 million, to $25.3 million as compared to the same period in 2016. The increase in EMEA revenue for the three months ended March 31, 2017 was due to an increase in license software revenue, subscription and maintenance support revenue and professional services and other revenue.

Asia Pacific, the Caribbean and Latin America, or Emerging Markets, revenue for the three months ended March 31, 2017 decreased by 42%, or $5.6 million, to $7.6 million compared to the same period in 2016. The decrease in Emerging Markets revenue for the three months ended March 31, 2017 was primarily due to a decrease in license software revenue and professional services and other revenue, partially offset by an increase in subscription and maintenance support revenue.

License Software

License software revenue for the three months ended March 31, 2017 decreased by 11%, or $3.3 million, to $27.6 million, compared to the same period in 2016. The decrease in license software revenue for the three months ended March 31, 2017 reflects a decrease in license software revenue in North America and Emerging Markets, partially offset by an increase in license software revenue in EMEA. Deferred license software revenue decreased by $1.9 million for the three months ended March 31, 2017, compared to a decrease of $5.3 million for the same period in 2016.

Subscription and Maintenance Support

Subscription and maintenance support revenue for the three months ended March 31, 2017 increased by 23%, or $7.5 million, to $40.5 million, compared to the same period in 2016. The increase in subscription and maintenance support revenue for the three months ended March 31, 2017 was the result of growth in our subscription revenue associated with our SaaS platforms, which included contributions from recent acquisitions, and growth in maintenance support revenue. Our SaaS subscription revenue for the three months ended March 31, 2017 increased by $3.0 million to $15.0 million compared to the same period in 2016. Our maintenance support revenue grew as a result of growth in the installed base of our customers who purchase maintenance support. Deferred subscription and maintenance support revenue decreased by $5.3 million for the three months ended March 31, 2017, compared to a decrease of $3.9 million for the same period in 2016.

Professional Services and Other

Professional services and other revenue for the three months ended March 31, 2017 increased by 26%, or $2.4 million, to $11.6 million, compared to the same period in 2016. The increase in professional services and other revenue for the three months ended March 31, 2017 was primarily due to increased professional services activity. Deferred professional services and other revenue increased by $0.3 million for the three months ended March 31, 2017, compared to an increase of $1.0 million for the same period in 2016.

Cost of Revenue and Gross Profit

	Three Months Ended March 31,				Period-to-Period Change	
	2017		2016			
	Amount	Percent of Related Revenue	Amount	Percent of Related Revenue	Amount	Percentage
	(dollars in thousands)					
Cost of Revenue:						
License software	$ 1,711	6%	$ 1,729	6%	$ (18)	(1)%
Subscription and maintenance support	13,398	33	10,710	32	2,688	25
Professional services and other	9,913	85	8,359	91	1,554	19
Total cost of revenue	$ 25,022	31%	$ 20,798	28%	$ 4,224	20 %
Gross Profit:						
License software	$ 25,852	94%	$ 29,180	94%	$ (3,328)	(11)%
Subscription and maintenance support	27,103	67	22,329	68	4,774	21
Professional services and other	1,692	15	829	9	863	104
Total gross profit	$ 54,647	69%	$ 52,338	72%	$ 2,309	4 %

For the three months ended March 31, 2017, gross margin decreased to 69% as compared to 72% for the same period in 2016 and our gross profit increased by 4%, or $2.3 million, to $54.6 million. The total gross profit growth was primarily due to higher revenue growth relative to the growth in cost of revenue.

For the three months ended March 31, 2017, license software gross margin remained approximately unchanged at 94% as compared to the same period in 2016 and license software gross profit decreased by 11% to $25.9 million. License software cost of revenue remained approximately unchanged at $1.7 million for the three months ended March 31, 2017 as compared to the same period in 2016. The decrease in license software gross profit was primarily driven by a decrease in license software revenue.

For the three months ended March 31, 2017, subscription and maintenance support gross margin decreased to 67% as compared to 68% for the same period in 2016 and subscription and maintenance support gross profit increased by 21% to $27.1 million. Subscription and maintenance support cost of revenue increased by 25%, or $2.7 million, to $13.4 million for the three months ended March 31, 2017 as compared to the same period in 2016. The increase in subscription and maintenance support cost of revenue was related to our continued investment in our product offerings, primarily investment in our SaaS offerings. The increase was due to a $1.5 million increase in personnel-related costs and a $0.7 million increase in operational costs associated with hosting our SaaS offerings. The increase in subscription and maintenance support gross profit was driven by higher revenue growth relative to growth in subscription and maintenance services cost of revenue.

For the three months ended March 31, 2017, professional services and other gross margin increased to 15% as compared to 9% for the same period in 2016 and professional services and other gross profit increased by 104% to $1.7 million. Professional services and other cost of revenue increased by 19%, or $1.6 million, to $9.9 million for the three months ended March 31, 2017 as compared to the same period in 2016. The increase in professional services and other cost of revenue was primarily due to a $1.2 million increase in personnel-related costs and a $0.4 million increase in outside consulting costs. The increase in professional services and other gross profit was driven by higher revenue growth relative to growth in professional services and other cost of revenue.

Operating Expenses

	Three Months Ended March 31,					
	2017		2016		Period-to-Period Change	
	Amount	Percent of Total Revenue	Amount	Percent of Total Revenue	Amount	Percentage
	(dollars in thousands)					
Sales and marketing	$ 28,162	35%	$ 23,323	32%	$ 4,839	21%
Research and development	20,751	26	18,121	25	2,630	15
General and administrative	13,333	17	11,313	15	2,020	18
Total operating expenses	$ 62,246	78%	$ 52,757	72%	$ 9,489	18%

Sales and Marketing. Sales and marketing expense increased by 21%, or $4.8 million, to $28.2 million for the three months ended March 31, 2017, compared to the same period in 2016. The increase was primarily due to a $5.1 million increase in personnel-related costs, partially offset by a $0.3 million decrease in travel expenses.

Research and Development. Research and development expense increased by 15%, or $2.6 million, to $20.8 million for the three months ended March 31, 2017, compared to the same period in 2016. This increase was primarily due to a $2.1 million increase in personnel-related costs and a $0.3 million increase in equipment and software expenses.

General and Administrative. General and administrative expense increased by 18%, or $2.0 million, to $13.3 million for the three months ended March 31, 2017, compared to the same period in 2016. This increase was primarily due to a $1.0 million increase in personnel-related costs, a $0.3 million increase in equipment and software expenses and a $0.4 million increase in third party legal and other consulting expenses.

Loss from Operations

We had loss from operations of $7.6 million for the three months ended March 31, 2017, as compared to a loss from operations of $0.4 million for the same period in 2016.

Other Expense

	Three Months Ended March 31,					
	2017		2016		Period-to-Period Change	
	Amount	Percent of Total Revenue	Amount	Percent of Total Revenue	Amount	Percentage
	(dollars in thousands)					
Interest expense	$ 4,073	5%	$ 3,852	5%	$ 221	6%
Interest income	(786)	*	(602)	*	(184)	31%
Other, net	(192)	*	(511)	*	319	*
Total other expense, net	$ 3,095	4%	$ 2,739	4%	$ 356	13%

Other expense, net for the three months ended March 31, 2017 increased by $0.4 million compared to the same period in 2016, primarily due to the decrease in foreign exchange gains related to the revaluation of foreign currency denominated trade receivables.

Benefit from Income Taxes

Benefit from income tax was $0.2 million for the three months ended March 31, 2017, compared to $1.6 million for the same period in 2016. The decrease in our benefit from income taxes is primarily due to results of operations and changes in the projected mix of earnings among jurisdictions as well as the adoption of ASU 2016-09.

Liquidity and Capital Resources

Resources

We fund our operations principally with cash provided by operating activities. Cash provided by operating activities remained approximately unchanged at $19.3 million, for the three months ended March 31, 2017, compared to the same period in 2016.

Cash and Cash Equivalents, Accounts Receivable and Working Capital

The following tables present a summary of our cash and cash equivalents, accounts receivable, working capital and cash flows as of the dates and for the periods indicated (in thousands):

	March 31, 2017	December 31, 2016
Cash and cash equivalents	$ 93,717	$ 82,993
Accounts receivable, net	96,127	121,817
Working capital	293,245	227,778

	Three Months Ended March 31,	
	2017	2016
Cash provided by (used in):		
Operating activities	$ 19,283	$ 19,346
Investing activities	(7,134)	(48,075)
Financing activities	(2,727)	(1,642)

Our cash and cash equivalents at March 31, 2017 were held for working capital and other general corporate purposes and were invested primarily in demand deposit accounts or money market funds. We do not enter into investments for trading or speculative purposes.

Operating Activities

Operating activities consist primarily of net income adjusted for changes in other current and long-term assets and liabilities and non-cash items. Non-cash items consist primarily of stock-based compensation expense, depreciation and amortization, provision for deferred income taxes, non-cash interest on convertible debt and amortization of software licenses.

For the three months ended March 31, 2017, net cash provided by operating activities remained approximately unchanged at $19.3 million, compared to the same period in 2016.

Investing Activities

Our investing activities have consisted primarily of purchases of marketable securities and purchases of property and equipment.

For the three months ended March 31, 2017, net cash used in investing activities was $7.1 million, compared to $48.1 million for the same period in 2016. This decrease was attributable to a $22.5 million decrease in net purchases of marketable securities and a $19.4 million decrease in payments for acquisitions partially offset by a $0.9 million increase in purchases of property and equipment.

Financing Activities

Our financing activities have consisted primarily of net proceeds from the exercises of stock options and taxes paid on the vesting of restricted stock units.

For the three months ended March 31, 2017, net cash used in financing activities was $2.7 million, compared to net cash used by financing activities of $1.6 million for the same period in 2016. Net cash used in financing activities primarily consisted of taxes paid on the vesting of restricted stock units of $5.1 million, partially offset by proceeds from the exercise of stock options of $2.4 million.

Borrowings and Credit Facilities

2022 Convertible Senior Notes

In September 2015, we issued $201.3 million aggregate principal amount of the 2022 Notes, with net proceeds of $194.8 million. The 2022 Notes are general unsecured obligations, with interest payable semi-annually in cash at a rate of 1.0% per annum, and will mature on September 1, 2022, unless earlier repurchased, redeemed or converted.

The initial conversion price for the 2022 Notes is $38.72 per share. The conversion rate is subject to adjustment in some events, but will not be adjusted for accrued and unpaid interest. In addition, following certain corporate events that occur prior to the maturity date or if we issue a notice of redemption on or after September 1, 2019, we will increase the conversion rate for a holder who elects to convert its 2022 Notes in connection with such a corporate event or during the related redemption period in certain circumstances. Upon conversion, we will pay or deliver, as the case may be, cash, shares of our common stock or a combination of cash and shares of our common stock, at our election. It is our current intent to settle conversions through combination settlement with a specified dollar amount per $1,000 principal amount of 2022 Notes of $1,000. See Note 7, Borrowings, contained elsewhere in this Quarterly Report on Form 10-Q for additional details about the 2022 Notes.

2018 Convertible Senior Notes

In June 2011, we issued $120.0 million aggregate principal amount of our 2018 Notes, with net proceeds of $116.0 million. The 2018 Notes are our senior unsecured obligations, with interest payable semi-annually in cash at a rate of 1.50% per annum, and will mature on July 1, 2018, unless earlier repurchased, redeemed or converted.

Concurrently with the closing of the 2022 Notes offering, we repurchased $50.9 million principal amount of the 2018 Notes in privately negotiated transactions for an aggregate purchase price of $53.4 million.

The initial conversion price for the 2018 Notes is approximately $41.99 per share. The conversion rate will be subject to adjustment in some events, but will not be adjusted for accrued interest. In addition, if a make-whole fundamental change, as defined in the indenture governing the 2018 Notes (the “2018 Indenture”), occurs prior to the maturity date, we will in some cases increase the conversion rate for a holder that elects to convert its 2018 Notes in connection with such make-whole fundamental change. Upon conversion, we will pay cash up to the aggregate principal amount of the 2018 Notes to be converted and deliver shares of our common stock in respect of the remainder, if any, of the conversion obligation in excess of the aggregate principal amount of the 2018 Notes being converted. See Note 7, Borrowings, contained elsewhere in this Quarterly Report on Form 10-Q for additional details about the 2018 Notes.

Operating and Capital Expenditure Requirements

We believe that the cash generated from operations, our current cash, cash equivalents and short-term and long-term investment balances and interest income we earn on these balances will be sufficient to meet our anticipated cash requirements through at least the next 12 months. In the future, we expect our operating and capital expenditures to grow, through organic growth and acquisitions, as we increase headcount, expand our business activities, grow our customer base and implement and enhance our information technology systems. As sales grow, we expect our accounts receivable balance to increase. Any such increase in accounts receivable may not be completely offset by increases in accounts payable and accrued expenses, which would likely result in greater working capital requirements.

If our available cash resources are insufficient to satisfy our liquidity requirements, we may seek to sell additional equity or convertible debt securities or enter into a credit facility. The sale of equity and convertible debt securities may result in dilution to our stockholders and those securities may have rights senior to those of our common shares. If we raise additional funds through the issuance of convertible debt securities, these securities could contain covenants that would restrict our operations. We may require additional capital beyond our currently anticipated amounts. Additional capital may not be available on reasonable terms, or at all.

Contractual Obligations

We have contractual obligations for non-cancelable office space, notes payable and other short-term and long-term liabilities. The following table discloses aggregate information about our contractual obligations as of March 31, 2017 and periods in which payments are due (in thousands):

	Payments Due by Year				
	Total	Remainder of 2017	2018 - 2019	2020 - 2021	After 2021
Convertible Senior Notes, including interest * ^	$ 282,979	$ 2,043	$ 73,648	$ 4,025	$ 203,263
Operating lease obligations	26,688	5,050	9,865	5,363	6,410
Total	$ 309,667	$ 7,093	$ 83,513	$ 9,388	$ 209,673

* Contractual interest obligations related to our Notes totaled $12.6 million at March 31, 2017, including $2.0 million, $4.5 million, $4.0 million and $2.0 million due in the remainder of 2017 and years 2018-2019, 2020-2021 and after 2021, respectively.

^ Principal payment obligations for the 2018 Notes are $69.1 million, due in July 2018, and principal payment obligations for the 2022 Notes are $201.3 million, due in September 2022.

As of March 31, 2017, we had unrecognized tax benefits of $9.3 million, including interest and penalties of $0.5 million. We do not expect any material 2017 benefits to be recognized in 2018. Furthermore, we are not able to provide a reliable estimate of the timing of future payments relating to these unrecognized benefits.

Non-GAAP Financial Measures

In addition to our U.S. GAAP operating results, we use certain non-GAAP financial measures when planning, monitoring, and evaluating our performance. We consider these non-GAAP financial measures to be useful metrics for management and investors because they exclude the effect of certain non-cash expenses, such as stock-based compensation expense, amortization of acquired intangibles expense, non-cash interest expense on our convertible senior notes and non-cash tax benefit or expense included in our tax provision, so management and investors can compare our core business operating results over multiple periods. While we believe that these non-GAAP financial measures are useful in evaluating our business, this information should be considered as supplemental in nature and is not meant as a substitute for operating results in accordance with U.S. GAAP. In addition, other companies, including companies in our industry, may calculate such measures differently, which reduces its usefulness as a comparative measure. We believe that these non-GAAP measures reflect our ongoing business in a manner that allows for meaningful period-to-period comparisons and analysis of trends in our business, as they exclude certain expenses.

The presentation of non-GAAP net income, non-GAAP net income per basic and diluted share, non-GAAP cost of revenue, non-GAAP gross profit, non-GAAP income from operations, Non-GAAP operating expenses and other non-GAAP financial measures in this Quarterly Report on Form 10-Q is not meant to be a substitute for “net income,” “net income per share,” “cost of revenue,” “gross profit,” “income from operations” or other financial measures presented in accordance with GAAP, but rather should be evaluated in conjunction with such data. Our definition of “non-GAAP net income,” “non-GAAP net income per share,” "non-GAAP cost of revenue," “non-GAAP gross profit,” “non-GAAP income from operations” and other non-GAAP financial measures may differ from similarly titled non-GAAP measures used by other companies and may differ from period to period. In reporting non-GAAP measures in the future, we may make other adjustments for expenses and gains we do not consider reflective of core operating performance in a particular period and may modify “non-GAAP net income,” “non-GAAP net income per share,” "non-GAAP cost of revenue," “non-GAAP gross profit,” “non-GAAP income from operations” and such other non-GAAP measures by excluding these expenses and gains.

Non-GAAP cost of revenue, license software cost of revenue, subscription and maintenance cost of revenue and professional services and other cost of revenue. We define non-GAAP cost of revenue as a cost of revenue less stock-based compensation expense and amortization expense for acquired intangible assets. We consider non-GAAP cost of revenue to be a useful metric for management and our investors because it excludes the effect of certain non-cash expenses so management and investors can compare our cost of revenue over multiple periods.

Non-GAAP gross profit, license software gross profit, subscription and maintenance support gross profit and professional services and other gross profit. We define non-GAAP gross profit as gross profit plus stock-based compensation expense and amortization expense for acquired intangible assets. We consider non-GAAP gross profit to be a useful metric for management and our investors because it excludes the effect of certain non-cash expenses so management and investors can compare our sales margins over multiple periods.

Non-GAAP income from operations. We define non-GAAP income from operations as income from operations plus stock-based compensation expense and amortization expense for acquired intangible assets. We consider non-GAAP income from operations to be a useful metric for management and investors because it excludes the effect of certain non-cash expenses so management and investors can compare our core business operating results over multiple periods.

Non-GAAP operating expenses, sales and marketing expense, research and development expense and general and administrative expense. We define non-GAAP operating expenses as operating expense less stock-based compensation expense allocated to sales and marketing, research and development and general and administrative expenses. Similarly, we define non-GAAP sales and marketing, research and development and general and administrative expenses as the relevant GAAP measure less stock-based compensation expense allocated to the particular expense item.

Non-GAAP net income and net income per share. We define non-GAAP net income as net income plus stock-based compensation expense, amortization expense for acquired intangible assets, non-cash interest expense on our convertible senior notes, foreign currency translation gains and losses and non-cash tax expense included in the GAAP tax provision. We define non-GAAP income per share as non-GAAP net income divided by the weighted average shares outstanding.

	Three Months Ended March 31, 2017	Three Months Ended March 31, 2016
	(in thousands)	
Non-GAAP cost of revenue:		
GAAP license cost of revenue	$ 1,711	$ 1,729
(percent of related revenue)	6%	6%
Less:		
Stock-based compensation expense	106	158
Amortization of acquired intangible assets	505	333
Non-GAAP license cost of revenue	$ 1,100	$ 1,238
(percent of related revenue)	4%	4%
GAAP subscription and maintenance support cost of revenue	$ 13,398	$ 10,710
(percent of related revenue)	33%	32%
Less:		
Stock-based compensation expense	964	652
Amortization of acquired intangible assets	1,021	1,052
Non-GAAP subscription and maintenance support cost of revenue	$ 11,413	$ 9,006
(percent of related revenue)	28%	27%
GAAP professional services and other cost of revenue	$ 9,913	$ 8,359
(percent of related revenue)	85%	91%
Less:		
Stock-based compensation expense	1,104	912
Amortization of acquired intangible assets	176	175
Non-GAAP professional services and other cost of revenue	$ 8,633	$ 7,272
(percent of related revenue)	74%	79%

	Three Months Ended March 31,	
	2017	2016
	(in thousands)	
Non-GAAP gross profit:		
GAAP gross profit	$ 54,647	$ 52,338
(percent of total revenue)	69%	72%
Plus:		
Stock-based compensation expense	2,174	1,722
Amortization of acquired intangible assets	1,702	1,560
Non-GAAP gross profit	$ 58,523	$ 55,620
(percent of total revenue)	73%	76%

GAAP license gross profit	$ 25,852	$ 29,180
(percent of related revenue)	94%	94%
Plus:		
Stock-based compensation expense	106	158
Amortization of acquired intangible assets	505	333
Non-GAAP license gross profit	$ 26,463	$ 29,671
(percent of related revenue)	96%	96%

GAAP subscription and maintenance support gross profit	$ 27,103	$ 22,329
(percent of related revenue)	67%	68%
Plus:		
Stock-based compensation expense	964	652
Amortization of acquired intangible assets	1,021	1,052
Non-GAAP subscription and maintenance support gross profit	$ 29,088	$ 24,033
(percent of related revenue)	72%	73%

GAAP professional services and other gross profit	$ 1,692	$ 829
(percent of related revenue)	15%	9%
Plus:		
Stock-based compensation expense	1,104	912
Amortization of acquired intangible assets	176	175
Non-GAAP professional services and other gross profit	$ 2,972	$ 1,916
(percent of related revenue)	26%	21%

	Three Months Ended March 31,	
	2017	2016
	(in thousands)	
Non-GAAP income from operations:		
GAAP loss from operations	$ (7,599)	$ (419)
(percent of total revenue)	(10)%	(1)%
Plus:		
Stock-based compensation expense	12,393	10,674
Amortization of acquired intangible assets	1,702	1,560
Non-GAAP income from operations	$ 6,496	$ 11,815
(percent of total revenue)	8 %	16 %
GAAP operating expense	$ 62,246	$ 52,757
(percent of total revenue)	78 %	72 %
Less:		
Stock-based compensation expense	10,219	8,952
Non-GAAP operating expense	$ 52,027	$ 43,805
(percent of total revenue)	65 %	60 %
GAAP sales and marketing expense	$ 28,162	$ 23,323
(percent of total revenue)	35 %	32 %
Less:		
Stock-based compensation expense	4,526	3,556
Non-GAAP sales and marketing expense	$ 23,636	$ 19,767
(percent of total revenue)	30 %	27 %
GAAP research and development expense	$ 20,751	$ 18,121
(percent of total revenue)	26 %	25 %
Less:		
Stock-based compensation expense	3,320	3,145
Non-GAAP research and development expense	$ 17,431	$ 14,976
(percent of total revenue)	22 %	20 %
GAAP general and administrative expense	$ 13,333	$ 11,313
(percent of total revenue)	17 %	15 %
Less:		
Stock-based compensation expense	2,373	2,251
Non-GAAP general and administrative expense	$ 10,960	$ 9,062
(percent of total revenue)	14 %	12 %

	Three Months Ended March 31, 2017	2016
	(in thousands, except per share data)	
Non-GAAP net income and income per share:		
GAAP net loss	$ (10,536)	$ (1,509)
(percent of total revenue)	(13)%	(2)%
Adjusted for:		
Stock-based compensation expense	12,393	10,674
Amortization of acquired intangible assets	1,702	1,560
Non-cash interest expense on our convertible senior notes	3,311	3,087
Foreign currency transaction losses (gains)	(192)	(511)
Non-cash tax benefit	(484)	(2,232)
Non-GAAP net income	$ 6,194	$ 11,069
(percent of total revenue)	8 %	15 %
GAAP net loss per basic common share	$ (0.35)	$ (0.05)
Adjusted for:		
Stock-based compensation expense	0.41	0.37
Amortization of acquired intangible assets	0.06	0.05
Non-cash interest expense on our convertible senior notes	0.11	0.11
Foreign currency transaction losses (gains)	(0.01)	(0.02)
Non-cash tax benefit	(0.02)	(0.08)
Non-GAAP net income per basic common share	$ 0.20	$ 0.38
GAAP net loss per diluted common share	$ (0.35)	$ (0.05)
Adjusted for:		
Stock-based compensation expense	0.39	0.36
Amortization of acquired intangible assets	0.05	0.05
Non-cash interest expense on our convertible senior notes	0.10	0.10
Foreign currency transaction losses (gains)	(0.01)	(0.02)
Non-cash tax benefit	(0.02)	(0.07)
Non-GAAP net income per diluted common share	$ 0.19	$ 0.37

Off-Balance Sheet Arrangements

As of March 31, 2017, we did not have any significant off-balance sheet arrangements, as defined in Item 303(a)(4)(ii) of SEC Regulation S-K.

ITEM 3. Quantitative and Qualitative Disclosures About Market Risk

We are exposed to market risk related to changes in interest rates and foreign currency exchange rates. From time to time, we use derivative financial instruments to hedge foreign currency exchange rate risk. We do not use derivative financial instruments to hedge interest rate risk although in the future we may enter into interest rate hedging arrangements to manage interest rate risks. We do not use derivative financial instruments for speculative or trading purposes.

From time to time, we use foreign currency forward contracts to hedge certain balance sheet exposures related to foreign exchange rates. These forward contracts are not designated as hedges for accounting purposes. Gains and losses resulting from a change in fair value of these derivatives are reflected in income in the period in which the change occurs and are recognized on the consolidated statement of operations in other income (expense). Cash flows from these contracts are classified within net cash used in operating activities on the consolidated statements of cash flows. We recognize all derivative instruments on the balance sheet at fair value, and its derivative instruments are generally short-term in duration. We do not use financial instruments for trading or speculative purposes.

Interest Rate Risk

The interest rate is fixed on all our outstanding loan balances; consequently, we do not have exposure to risks due to increases in the variable rates tied to indexes. We maintain a short-term investment portfolio consisting mainly of highly liquid short-term money market funds, which we consider to be cash equivalents. Our restricted cash consists primarily of certificates of deposit that secure letters of credit related to operating leases for office space. These securities and investments earn interest at variable rates and, as a result, decreases in market interest rates would generally result in decreased interest income. At March 31, 2017, we had long-term debt of $270.4 million associated with our convertible senior notes, which are fixed rate instruments. We would not expect a 10% change in interest rates to have a material impact on our results of operations.

Foreign Currency Exchange Risk

Our results of operations and cash flows are subject to fluctuations because of changes in foreign currency exchange rates, particularly changes in exchange rates between the U.S. dollar and the Euro and British Pound, the currencies of countries where we currently have our most significant international operations. On a historical basis, invoicing has largely been denominated in U.S. dollars; however, we expect an increasing proportion of our future business to be conducted in currencies other than U.S. dollars. Our expenses are generally denominated in the currencies of the countries in which our operations are located, with our most significant operations at present located in the United States, the United Kingdom, Germany, Canada and India. As a result, our results of operations would generally be adversely affected by a decline in the value of the U.S. dollar relative to these foreign currencies. However, we believe this exposure is not material at this time. As we continue to grow our international operations, our exposure to foreign currency risk will likely become more significant.

As of March 31, 2017, we maintained three open forward contracts with a total notional amount of $4.9 million. We did not maintain any open contracts as of December 31, 2016. All forward contracts have maturities of twelve months or less and were entered into to manage foreign currency exposures on certain foreign currency denominated accounts receivables. For the three months ended March 31, 2017, the forward contracts recognized a gain of $0.1 million.

Notwithstanding the open forward contracts described above, we have not fully hedged our exposure to fluctuations in foreign currency exchange rates, and fluctuations in foreign currencies impact the amount of total assets and liabilities that we report for our foreign subsidiaries upon the translation of these amounts into U.S. Dollars. In particular, the amount of cash and cash equivalents that we report in U.S. Dollars would be impacted by a significant fluctuation in foreign currency exchange rates. Based on our cash and cash equivalent balances held in foreign currencies at March 31, 2017, if overall foreign currency exchange rates in comparison to the U.S. Dollar uniformly weakened by 10%, the amount of cash and cash equivalents we would report in U.S. Dollars would decrease by approximately $3.6 million, assuming constant foreign currency cash and cash equivalents balances, although the actual effects may differ materially from this hypothetical analysis.

ITEM 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our chief executive officer, our chief financial officer and our chief accounting officer, evaluated the effectiveness of our disclosure controls and procedures as of March 31, 2017. The term "disclosure controls and procedures," as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended, or the Exchange Act, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company's management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on the evaluation of our disclosure controls and procedures as of March 31, 2017, our chief executive officer and chief financial officer concluded that, as of such date, our disclosure controls and procedures were effective at the reasonable assurance level.

Changes in Internal Control over Financial Reporting

There was no change in our internal control over financial reporting identified in connection with the evaluation required by Rule 13a-15(d) and 15d-15(d) of the Exchange Act that occurred during the period covered by this report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II: OTHER INFORMATION

ITEM 1. Legal Proceedings

From time to time, we are a defendant in litigation arising out of the ordinary course of business. Although it is difficult to predict the ultimate outcomes of these cases, we are not a party to any material, pending legal proceeding, nor are we aware of any pending legal proceeding to which any of our officers, directors, or any beneficial holders of 5% or more of our common stock are adverse to us or have a material interest adverse to us.

ITEM 1A. Risk Factors

There have been no material changes in risk factors from those disclosed in Part 1, Item 1A, "Risk Factors" of our Annual Report on Form 10-K for the fiscal year ended December 31, 2016, which was filed with the Securities and Exchange Commission, or SEC, on February 23, 2017.

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

None.

ITEM 3. Defaults Upon Senior Securities

None.

ITEM 4. Mine Safety Disclosures

None.

ITEM 5. Other Information

None.

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ITEM 6. Exhibits

Exhibit Number	Description of Document
3.1	Amended and Restated Certificate of Incorporation. (1)
3.2	Second Amended and Restated Bylaws. (2)
4.1	Indenture, dated as of June 20, 2011, by and between the Company and Wells Fargo Bank, N.A., as Trustee. (3)
4.2	Form of Note representing the Company's 1.50% Convertible Senior Notes due 2018. (4)
4.3	Indenture, dated as of September 15, 2015, by and between BroadSoft, Inc. and Wells Fargo Bank, N.A., as Trustee (5)
4.4	Form of Note representing the Company's 1.0% Convertible Senior Notes due 2022 (6)
10.1 †	BroadSoft, Inc. 2017 Executive Officer Annual Bonus Plan.
31.1	Certification by Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification by Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS XBRL	Instance Document
101.SCH XBRL	Taxonomy Extension Schema
101.CAL XBRL	Taxonomy Extension Calculation Linkbase
101.DEF XBRL	Taxonomy Extension Definition Linkbase
101.LAB XBRL	Taxonomy Extension Label Linkbase
101.PRE XBRL	Taxonomy Extension Presentation Linkbase

____

(1) Filed as Exhibit 3.1 to the registrant's Current Report on Form 8-K (File No. 001-34777) filed with the Securities and Exchange Commission on June 25, 2010 and incorporated herein by reference.

(2) Filed as Exhibit 3.1 to the registrant's Current Report on Form 8-K (File No. 001-34777) filed with the Securities and Exchange Commission on November 20, 2013 and incorporated herein by reference.

(3) Filed as Exhibit 4.1 to the registrant's Current Report on Form 8-K (File No. 1-34777) filed with the Securities and Exchange Commission on June 21, 2011 and incorporated by reference herein.

(4) Filed as Exhibit 4.2 to the registrant's Current Report on Form 8-K (File No. 1-34777) filed with the Securities and Exchange Commission on June 21, 2011 and incorporated by reference herein.

(5) Filed as Exhibit 4.1 to the registrant's Current Report on Form 8-K (File No. 001-34777) filed with the Securities and Exchange Commission on September 15, 2015 and incorporated by reference herein.

(6) Files as Exhibit 4.2 to the Registrant's Current Report on Form 8-K (File No. 001-34777) filed with the Securities and Exchange Commission on September 15, 2015 and incorporated by reference herein.

† Confidential treatment has been requested with respect to certain portions of this Exhibit. A complete copy of the document, including redacted portions, has been filed separately with the Securities and Exchange Commission.

SIGNATURE

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

BROADSOFT, INC.

By: /s/ James A. Tholen

James A. Tholen
Chief Financial Officer
(Principal Financial Officer and duly authorized signatory)

Date: May 1, 2017

*** Text Omitted and Filed Separately
Confidential Treatment Requested
Under 17 CFR §§ 200.80(b)(4) and 240.24b-2

Exhibit 10.1

BroadSoft 2017 Executive Officer Annual Bonus Plan
Plan Document

Purpose:
Annual variable incentive pay serves to align Company and individual organizational objectives and personal performance. The objectives of the BroadSoft 2017 Executive Officer Annual Bonus Plan are as follows:

- Align individual performance with BroadSoft's initiatives, objectives and goals for the coming year;
- Reward employees when criteria for earning a bonus are met and goals are obtained; and
- Provide employees with the opportunity to earn incentive pay based on the employee's level of performance and associated contribution to BroadSoft and on achievement of corporate financial and other goals.

Plan Name:
BroadSoft 2017 Executive Officer Annual Bonus Plan ("the Plan")

Effective Date:
The Plan is effective as of January 1, 2017 for calendar year 2017.

Criteria for Earning a Bonus:

Eligibility:
The Plan only applies to those executive employees who are notified in writing by the Company that they are eligible to receive an annual bonus under the Plan.

Participation:
Newly eligible employees begin participating in the Plan during the calendar year in which they become eligible. Overall awards will be prorated based upon active employment with BroadSoft and the date on which eligibility begins. Unless otherwise expressly specified in writing, employees hired after September 30, 2017, are not eligible to earn a bonus under the Plan for the 2017 plan year.

Services:
Employees must actively perform services for BroadSoft from January 1, 2017 (or the date of hire for new employees) through the date bonuses are paid to earn a bonus. Performance of services is a criteria for *earning* a bonus, not simply a condition of payment. No bonus payments, prorated or otherwise, can be earned if an employee is terminated or resigns for any reason prior to the date on which annual bonuses are paid.

Award Opportunities:
Each eligible plan participant will be assigned a target award opportunity, which will be communicated at the beginning of the plan year or when they become eligible to participate in the Plan as specified herein. The target award represents the level of bonus payment the participant may earn in the event the criteria for earning a bonus and individual and corporate performance are achieved.

Performance Measurement:
Near the beginning of each calendar year, senior management will establish and communicate the corporate financial and other objectives for BroadSoft. The goals and key performance factors for BroadSoft will be developed by management and approved by the Compensation Committee of the BroadSoft Board of Directors (the "Compensation Committee").

After the end of the calendar year, overall performance against the corporate financial and other objectives and a participant's overall personal performance including his or her achievement of personal objectives, will be assessed and the resulting incentive amounts that may be earned ***if the criteria for earning a bonus are met*** will be calculated as outlined below. The Company, in its sole discretion, will determine the extent to which the Company has achieved its corporate financial and other objectives and the participant's overall personal performance upon which the annual bonus will be based.

Funding of the Bonus Pool
A bonus pool will be established as follows:
The funding for the bonus pool will be based on the following percentages:

Executive Plan

Revenue: 35% of the target award opportunity for all executive officers entitled to participate in the Plan in the event the Company achieves its 2017 consolidated revenue goal specified below.

N**on-GAAP Operating Income:** 35% of the target award opportunity for all executive officers entitled to participate in the Plan in the event the Company achieves its 2017 non-GAAP operating income goal specified below.

2017 Corporate Strategic Objectives: 30% of the target award opportunity for all executive officers entitled to participate in the Plan shall be tied to achievement of the following 2017 corporate strategic objectives: [***], with Company achievement against such objectives measured by the Compensation Committee in the first quarter of 2018.

The Company's 2017 revenue and non-GAAP operating income objectives for the bonus pool funding are as follows:

Revenue

- If the Company has 2017 consolidated revenue of $[***] or more, 100% of this component shall be deemed achieved.
- If the Company has 2017 consolidated revenue of $[***], 50% of this component shall be deemed achieved.
- Bonus funding will be pro-rated for 2017 if the Company has 2017 consolidated revenue between $[***] and $[***].
- No bonus shall be funded under this component if the Company has 2017 consolidated revenues below $[***].
- In the event that the Company's revenue for the year exceeds $[***], 5% of such revenue greater than $[***] will be paid in bonuses to the executive officers and the other officers of the Company including the Company's executive officers who are entitled to participate in the Plan, with the actual bonus per executive officer determined by the Compensation Committee.

Non-GAAP Operating Income

- If the Company's non-GAAP operating income for calendar year 2017 is $[***] or more, 100% of this component shall be deemed achieved.
- If the Company's non-GAAP operating income for calendar year 2017 is $[***], 50% of this component shall be deemed achieved.
- Bonus funding will be pro-rated for 2017 if the Company's non-GAAP operating income for calendar year 2017 is between $[***] and $[***].
- No bonus shall be funded under this component if the Company's non-GAAP operating income for calendar year 2017 is less than $[***].

For purposes of the Plan, non-GAAP operating income shall reflect the definition the Company uses in its earnings releases.

For purposes of calculating both achievement of the revenue and non-GAAP operating income targets set forth herein, (a) any non-USD revenue will be converted to USD using the budgeted exchange rate set at the beginning of 2017, which currency exchange rate will not change during the year and (b) the financial impact from in-year acquisitions shall not be taken into consideration.

Bonus Process

Once all performance measures have been calculated, the final bonus pools will be established and the bonus pool will be equal to the funded portion of the target award opportunity (calculated as specified above) for all eligible Plan participants. The Compensation Committee shall allocate the bonus pool to eligible Plan participants, with reference to such participant's target award opportunity and the Compensation Committee's assessment of such participant's personal performance and associated contribution to BroadSoft. If the Company meets its performance objectives as outlined above, actual bonus awards may be higher than target for plan participants where the Company believes their accomplishments during the year justify special recognition. On the other hand, actual bonus awards can also be lower than target even if an eligible plan participant meets performance expectations and the Company meets its performance objectives as outlined in the Plan.

Award Payouts:
Payouts of awards under the Plan will be made in cash as soon as practical after year-end financials are available and achievement of corporate strategic objectives have been measured (subject to applicable taxes and withholdings).

Governance:
The Compensation Committee will be responsible for the administration and governance of the Plan. The decisions of the Compensation Committee shall be conclusive and binding on all participants.

Amendment, Modification or Termination of Plan:
The Compensation Committee reserves the right to modify any of the provision of the Plan at any time with ten (10) days written notice.

The Plan supersedes all prior bonus programs of the Company and all other previous oral or written statements regarding the subject matter hereof.

EXHIBIT 31.1

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002**

I, Michael Tessler, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of BroadSoft, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Michael Tessler

Michael Tessler

Chief Executive Officer

Date: May 1, 2017

EXHIBIT 31.2

**CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002**

I, James A. Tholen, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of BroadSoft, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ James A. Tholen

James A. Tholen

Chief Financial Officer

Date: May 1, 2017

EXHIBIT 32.1

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002**

Pursuant to the requirement set forth in Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. §1350), Michael Tessler, Chief Executive Officer of BroadSoft, Inc. (the “Company”), hereby certifies that, to the best of his knowledge:

1. The Company’s Quarterly Report on Form 10-Q for the period ended March 31, 2017, to which this Certification is attached as Exhibit 32.1 (the “Report”) fully complies with the requirements of Section 13(a) or Section 15(d) of the Exchange Act, and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Michael Tessler

Michael Tessler

Chief Executive Officer

(Principal Executive Officer)

Date: May 1, 2017

EXHIBIT 32.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002

Pursuant to the requirement set forth in Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. §1350), James A. Tholen, Chief Financial Officer of BroadSoft, Inc. (the “Company”), hereby certifies that, to the best of his knowledge:

1. The Company’s Quarterly Report on Form 10-Q for the period ended March 31, 2017, to which this Certification is attached as Exhibit 32.2 (the “Report”) fully complies with the requirements of Section 13(a) or Section 15(d) of the Exchange Act, and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ James A. Tholen

James A. Tholen

Chief Financial Officer

(Principal Financial Officer)

Date: May 1, 2017