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

FORM 10-K

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

FOR THE FISCAL YEAR ENDED December 31, 2019

OR

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

FOR THE TRANSITION PERIOD FROM _____ TO _____.

Commission file number: 000-49796

COMPUTER PROGRAMS AND SYSTEMS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware	**74-3032373**
(State or Other Jurisdiction of Incorporation or Organization)	**(I.R.S. Employer Identification No.)**
6600 Wall Street, Mobile, Alabama	**36695**
(Address of Principal Executive Offices)	**(Zip Code)**

(251) 639-8100
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	**Trading symbol**	**Name of each exchange on which registered**
Common Stock, par value $.001 per share	**CPSI**	**The NASDAQ Stock Market LLC**

Securities registered pursuant to Section 12(g) of the Act:
None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No x

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No x

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 x No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted 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 such files). Yes x 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. (Check one):

Large accelerated filer	☐	Accelerated filer	☒
Non-accelerated filer	☐	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 Act). Yes ☐ No x

The aggregate market value of common stock held by non-affiliates of the registrant at June 30, 2019 was $298,301,584.

As of March 9, 2020, the registrant had outstanding 14,356,296 shares of its common stock.

DOCUMENTS INCORPORATED BY REFERENCE IN THIS FORM 10-K:

Portions of the definitive Proxy Statement for the 2020 Annual Meeting of Stockholders are incorporated by reference into Part III of this report to the extent described herein.

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* Portions of the definitive Proxy Statement for the 2020 Annual Meeting of Stockholders are incorporated by reference into Part III of this report to the extent described herein.

SPECIAL NOTE REGARDING FORWARD LOOKING STATEMENTS

This Annual Report on Form 10-K contains forward-looking statements within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements can be identified generally by the use of forward-looking terminology and words such as "expects," "anticipates," "estimates," "believes," "predicts," "intends," "plans," "potential," "may," "continue," "should," "will" and words of comparable meaning. Without limiting the generality of the preceding statement, all statements in this Annual Report relating to estimated and projected earnings, margins, costs, expenditures, cash flows, growth rates and future financial results are forward-looking statements. We caution investors that any such forward-looking statements are only predictions and are not guarantees of future performance. Certain risks, uncertainties and other factors may cause actual results to differ materially from those projected in the forward-looking statements. Such factors may include:

- saturation of our target market and hospital consolidations;
- changes in customer purchasing priorities, capital expenditures and demand for information technology systems;
- overall business and economic conditions affecting the healthcare industry, including the effects of the federal healthcare reform legislation enacted in 2010, and implementing regulations, on the businesses of our hospital customers;
- government regulation of our products and services and the healthcare and health insurance industries, including changes in healthcare policy affecting Medicare and Medicaid reimbursement rates and qualifying technological standards;
- competition with companies that have greater financial, technical and marketing resources than we have;
- future acquisitions that may be expensive, time consuming, and subject to other inherent risks which may jeopardize our ability to realize anticipated benefits;
- our ability to attract and retain qualified client service and support personnel;
- failure to properly manage growth in new markets we may enter;
- exposure to numerous and often conflicting laws, regulations or other requirements through our international business activities and processes;
- failure to develop new technology and products in response to market demands;
- failure of our products to function properly resulting in claims for medical and other losses;
- breaches of security and viruses in our systems resulting in customer claims against us and harm to our reputation;
- failure to maintain customer satisfaction through new product releases free of undetected errors or problems;
- failure to convince customers to migrate to current or future releases of our products;
- failure to maintain our margins and service rates for implementation services;
- potential liability arising out of the licensing of our software and provision of services and our dependency on our licenses of rights, products and services from third parties;
- misappropriation of our intellectual property rights and potential intellectual property claims and litigation against us;
- interruptions in our power supply and/or telecommunications capabilities, including those caused by natural disaster;
- general economic conditions, including changes in the financial and credit markets that may affect the availability and cost of credit to us or our customers;
- our substantial indebtedness, and our ability to incur additional indebtedness in the future;
- our potential inability to generate sufficient cash in order to meet our debt service obligations;
- restrictions on our current and future operations because of the terms of our senior secured credit facilities;

- market risks related to interest rate changes;
- changes in accounting principles generally accepted in the United States of America; and
- significant charges to earnings if our goodwill or intangible assets become impaired; and fluctuations in quarterly financial performance due to, among other factors, timing of customer installations.

For more information about the risks described above and other risks affecting us, see "Risk Factors" beginning on page 17 of this Annual Report. We also caution investors that the forward-looking information described herein represents our outlook only as of this date, and we undertake no obligation to update or revise any forward-looking statements to reflect events or developments after the date of this Annual Report.

PART I

ITEM 1. BUSINESS

Overview

CPSI is a leading provider of healthcare solutions and services for community hospitals and other healthcare systems and post-acute care facilities. Founded in 1979, CPSI offers its products and services through four companies - Evident, LLC ("Evident"), TruBridge, LLC ("TruBridge"), American HealthTech, Inc. ("AHT"), and iNetXperts, Corp. d/b/a Get Real Health ("Get Real Health"). These combined companies are focused on improving the health of the communities we serve, connecting communities for a better patient care experience, and improving the financial operations of our clients. The individual contributions of each of these companies towards this combined focus are as follows:

- Evident, which makes up our Acute Care EHR reporting segment, provides comprehensive acute care electronic health record ("EHR") solutions, Thrive and Centriq, and related services for community hospitals and their physician clinics.
- AHT, which makes up our Post-acute Care EHR reporting segment, provides a comprehensive post-acute care EHR solution and related services for skilled nursing and assisted living facilities.
- TruBridge, our third reporting segment, focuses on providing business management, consulting, and managed information technology ("IT") services along with its complete revenue cycle management ("RCM") solution for all care settings, regardless of their primary healthcare information solutions provider.
- Get Real Health, included within our TruBridge segment, delivers technology solutions to improve patient outcomes and engagement strategies with care providers.

Our companies currently support approximately 800 acute care facilities and approximately 3,300 post-acute care facilities with a geographically diverse customer mix within the domestic community healthcare market. Our target market for our acute care solutions includes community hospitals with fewer than 200 acute care beds. Our primary focus within this defined target market is on hospitals with fewer than 100 beds, which comprise approximately 98% of our acute care hospital EHR customer base. Our target market for our TruBridge services includes community hospitals with fewer than 600 acute care beds. The target market for our post-acute care solutions consists of approximately 15,500 skilled nursing facilities that are either independently owned or part of a larger management group with multiple facilities. During 2019, we generated revenues of $274.6 million from the sale of our products and services.

Industry Dynamics

The healthcare industry is the largest industry in the United States economy, comprising approximately 17.7% of the U.S. gross domestic product in 2018 according to the Centers for Medicare and Medicaid Services ("CMS"). CMS estimates that by fiscal 2027, total U.S. healthcare spending will reach $6.0 trillion, or 19.4% of the estimated U.S. gross domestic product.

Hospital services represents one of the largest categories of total healthcare expenditures, comprising approximately 33% of total healthcare expenditures in 2017 according to the National Center for Health Services. According to the American Hospital Association's *AHA Hospital Statistics, 2020 Edition*, there are approximately 3,900 community hospitals in the United States that are in our target market of hospitals with fewer than 200 beds, with approximately 2,900 of those in our primary area of focus of fewer than 100 acute care beds. In addition, there is a market of small specialty hospitals that focus on discrete medical areas such as surgery, rehabilitation and long-term acute care.

Notwithstanding the size and importance of the healthcare industry within the United States economy, the industry is constantly challenged by changing economic dynamics, increased regulation and pressure to improve the quality of healthcare. These challenges are particularly significant for the hospitals in our target market due to their more limited financial and human resources and their dependency on Medicare and Medicaid populations for a substantial portion of their revenue. However, we believe healthcare providers can successfully address these issues with the help of advanced medical information systems and our suite of complementary services. Specific examples of the challenges and opportunities facing healthcare providers include the following:

Changing Economic Dynamics. The economy of the healthcare industry, although not immune to general macroeconomic conditions, is heavily impacted by legislative and regulatory initiatives of the federal and state governments. These legislative and regulatory initiatives have a particularly significant impact on our customer base, as community hospitals typically generate

a significant portion of their revenues from beneficiaries of the Medicare and Medicaid programs. Consequently, even small changes in these federal and state programs have a disproportionately larger effect on community hospitals as compared to larger facilities where greater portions of their revenues are typically generated from beneficiaries of private insurance programs. Medicare and Medicaid funding and reimbursements fluctuate year to year and, with the growth in healthcare costs, will continue to be scrutinized as the federal and state governments attempt to control the costs and growth of the program. The Medicaid program, which is a federal/state program managed by the individual states and dependent in part on funding from the states, also continues to experience funding issues due to the increasing cost of healthcare and limited state revenues.

Mandatory cuts in federal spending resulting from the Budget Control Act of 2011 (the "Budget Control Act") became effective in March 2013. Although Medicaid is specifically exempted from the cuts mandated by the legislation, the Budget Control Act includes a reduction of up to 2% in federal Medicare spending, which has been achieved by reduced reimbursements to healthcare providers. Additionally, the Patient Protection and Affordable Care Act, more commonly referred to as the Affordable Care Act (the "ACA"), has put into effect a number of provisions designed to reduce Medicare and Medicaid program spending by significant amounts. As the federal government seeks in the future to further limit deficit spending due to fiscal restraints, it will likely continue to cut entitlement spending programs such as Medicare and Medicaid matching grants, which will place further cost pressures on hospitals and other healthcare providers. Furthermore, federal and state budget shortfalls could lead to potential reductions in funding for Medicare and Medicaid. Further reductions in reimbursements from Medicare and Medicaid could lead to hospitals postponing expenditures on information technology.

While legislative and regulatory initiatives are placing significant pressure on Medicare and Medicaid reimbursements, our customer base of community hospitals is also likely faced with increases in demand for Medicare and Medicaid services. We expect that the demand for Medicare and Medicaid services will increase for the foreseeable future due to the growing number of people born during the post-World War II baby boom that are becoming eligible for Medicare benefits at age 65, as well as states electing to expand Medicaid coverage under the provisions of the ACA. The challenges posed by this dual-threat of increased demand for Medicare and Medicaid services and downward pressure on reimbursements are further complicated by the shift away from volume-based reimbursement towards value-based reimbursement, linking reimbursement to quality measurements and outcomes.

To compete in the continually changing healthcare environment, providers are increasingly using technology in order to help maximize the efficiency of their business practices, to assist in enhancing patient care, and to maintain the privacy and security of patient information. Healthcare providers are placing increased demands on their information systems to accomplish these tasks. We believe that information systems must facilitate management of patient information across administrative, financial and clinical tasks. Information systems must also effectively interface with a variety of payor organizations within the increasingly complex reimbursement environment.

The American Recovery and Reinvestment Act of 2009. In 2009, the U.S. federal government enacted the American Recovery and Reinvestment Act (the "ARRA"), which included the Health Information Technology for Economic and Clinical Health Act ("HITECH"). HITECH authorized the EHR incentive program, which provided significant incentive funding to physicians and hospitals that can prove they have adopted and are appropriately using technology such as our EHR solutions. The level to which healthcare providers must prove they are effectively utilizing such solutions in order to qualify for these incentives is measured through an escalating criteria designated as "meaningful use." As a result of our obtaining the required certifications and our track record with our hospital customers successfully achieving meaningful use, the ARRA continues to have a positive impact on our business and the businesses of the community hospitals that comprise our target market.

Similarly, compliance with the meaningful use rules accelerated the purchases of incremental applications by our existing clients. Consequently, our penetration rates within our existing customer base for our current menu of applications have increased significantly under the ARRA, thereby significantly narrowing the market for add-on sales to existing clients in future years. As a result of the announcement from CMS on August 2, 2018 of a final rule changing the attestation period for 2019 and 2020 to any continuous 90-day period instead of the previously-required full year attestation period, hospitals had until October 1, 2019 to install compliant technology in order to meet the requirements of the program during 2019, compared to a deadline of January 1, 2019 under the previous rule. The stage three requirements of the meaningful use program (re-named "Promoting Interoperability" by such rule) provided a significant opportunity for add-on sales revenues during 2019.

Continued Push for Improved Patient Care. With the increased pressure to improve the quality of healthcare and reduce costs, there is a general shift towards value-based reimbursement, which increases the demand for information technology solutions for clinical decision support. This migration toward clinical decision support solutions is further supported by the ARRA. Provisions of the ARRA offered incentives for hospitals to become meaningful users of EHRs through September 2015. Hospitals and healthcare providers that did not implement and demonstrate meaningful use of EHRs by October 1, 2014 were penalized with lower Medicare payment levels after that date.

In the face of decreasing revenue and increasing pressure to improve patient care, healthcare providers are in need of management tools and related services that (1) increase efficiency in the delivery of healthcare services, (2) reduce medical errors, (3) effectively track the cost of delivering services so that those costs can be properly managed and (4) increase the speed and rate of reimbursement. A hospital's failure to adequately invest in a modern medical information system could result in fewer patient referrals, cost inefficiencies, lower than expected reimbursement, increased malpractice risk and possible regulatory infractions. Additionally, we believe that the industry will continue to increase its utilization of third party services that contribute to the achievement of these and other objectives necessary for success in the current environment. We believe these dynamics should allow for future revenue growth for both our information technology solutions and our complementary suite of services.

Our Solutions

Evident and American HealthTech provide tailored IT solutions that effectively address the specific needs of small and midsize hospitals and their physician clinics, as well as skilled nursing facilities of all sizes across the U.S. Their broad offerings of software products and services collect, process, retain, and report data in the primary functional areas of these healthcare providers, from patient care to clinical processing to administration and accounting. Due to their smaller operating budgets, community hospitals have limited financial and human resources to operate manual or inefficient information systems. However, these hospitals are expected to achieve the same quality of care and regulatory compliance as larger hospitals, placing them in a particularly difficult operating environment. These pressures on the operating environments of community hospitals were increased with the passage of the ARRA in 2009 which, in addition to providing incentives to healthcare providers to achieve meaningful use of EHR, has resulted in lowered Medicare payment levels for healthcare providers that have yet to achieve meaningful use of EHR.

We believe that our acute care IT solutions meet these challenges facing community hospitals by providing fully integrated, enterprise-wide and ARRA-certified medical information systems and services that are compliant with the Health Insurance Portability and Accountability Act of 1996 ("HIPAA"). Further, through our wholly-owned subsidiary, TruBridge, we offer business management, consulting and managed IT services, along with its full RCM solution, that allow our acute and post-acute care clients to outsource all or just a portion of their business office function. Consulting and other services help clients avoid some of the fixed costs of a business office and leverage our expertise and resources in helping them identify their IT objectives, define the best way to meet those requirements and manage the resulting projects and associated technologies. As a result, we are capable of providing a single-source solution to healthcare organizations, making us a partner in their initiatives to improve operations and medical care.

As a key component to providing complete solutions, we maintain strong partnerships with our clients through a variety of two-way communication channels, including our support teams, role-based user groups, client councils, client work groups, our annual National Client Conference and other organized events and venues that foster insightful and meaningful communication. By listening to our clients and staying abreast of market trends, we strive to provide the right healthcare solutions at the right time to help meet the specific business needs of acute and post-acute care organizations. Our business has continued to grow because we have successfully provided fully integrated, enterprise-wide information systems that allow community hospitals, their physician clinics and skilled nursing facilities to improve operating effectiveness, reduce costs and improve the quality of patient care.

In January 2013, we formed TruBridge as a wholly-owned subsidiary focusing exclusively on providing business management, consulting and managed IT services to community healthcare organizations. While our traditional client base for these services has been those community healthcare organizations who have selected CPSI as their single-source healthcare information solutions provider, the formation of TruBridge has allowed for an improved focus of our marketing and service delivery resources and has assisted us in expanding the client base for these service offerings to all community healthcare organizations, regardless of their primary healthcare information solutions provider.

In April 2015, we announced the formation of Evident, a wholly-owned subsidiary of CPSI. Evident provides EHR solutions previously sold under the CPSI name as well as an expanded range of offerings specifically targeting community healthcare organizations. Our objectives with the creation of Evident are to further differentiate our system and support offerings in our core target market, broaden the positioning of our EHR solution and offer a new range of solutions to address current and upcoming needs of community healthcare providers. With the formation of Evident came the introduction of our EHR solution under the name Thrive.

January 2016 marked an important milestone for CPSI, as we announced the completion of our acquisition of Healthland Holding Inc. ("HHI"), the first major acquisition in the Company's history. The acquisition of HHI and its wholly-owned subsidiaries:

- has strengthened our position in providing healthcare information systems to community healthcare organizations through the addition of Healthland Inc.'s flagship EHR solution, Centriq, now marketed under the Evident logo;
- introduced CPSI to the post-acute care market through the addition of American HealthTech; and
- expanded the products and capabilities of TruBridge through the addition of the Rycan Technologies, Inc. suite of RCM products, now marketed under the TruBridge logo.

In May 2019, the Company closed its acquisition of Get Real Health. Based in Rockville, Maryland, Get Real Health delivers technology solutions to improve patient outcomes and engagement strategies with care providers. Through this acquisition, the Company strengthened its position in community healthcare by offering three new comprehensive patient engagement and empowerment solutions through Get Real Health and meaningfully expanded our international presence.

Strategy

Our objective is to increase the market share of our TruBridge services, aggressively pursue competitive and vulnerable EHR replacement opportunities, and differentiate our products and services on a client experience basis that enables us to sell a broader set of services into a loyal base of clients that are our advocates. The healthcare industry is in the midst of transitioning to value-based reimbursement, care coordination and interoperability. Our strategy is to position our services and solutions with community healthcare providers so that they are able to respond to these changes positively by enabling them to improve community health and connect providers and patients within the community and with other communities, while improving financial operations. We intend to leverage several strengths to accomplish this goal.

Market Share/Scale

Our acute care EHR solutions and services are used by approximately 800 facilities which represents approximately 20% of the acute care community hospitals in the U.S. with fewer than 200 beds. Our post-acute care EHR solutions and services are used by approximately 3,300 skilled nursing facilities, which represents an approximately 21% market share. We believe the size of our client base and scale of our development and client support resources is a positive factor for community healthcare providers looking for a long-term partner with a proven track record in meeting the unique needs of community healthcare.

EHR Solutions Across the Care Continuum

Our EHR solutions address the entire continuum of care, with systems that address the three primary care settings: ambulatory care, inpatient acute care and post-acute care. This enables providers to coordinate patient care across the major settings where care is delivered. New payment models in both the government and private payer sectors are focused on payment for delivering quality outcomes and keeping patients well while still delivering financial efficiencies. These financial efficiencies are realized through the elimination of duplicate tests performed in different care settings, as well as providing timely access to clinical information from other care settings, when making diagnostic decisions. Having integrated solutions across the care continuum facilitates this process for providers and healthcare organizations.

Solutions and Services to Address Value-Based Reimbursement

With the continued emphasis on value-based reimbursement models, data analytics has become a critical tool for community healthcare providers to enable them to shift from reactive to proactive care delivery. We currently offer business intelligence as the first facet of a three-phase approach to analytics solutions, which we plan to expand to include predictive and prescriptive analytics. Because of the complexity inherent in data analytics, we will provide services to healthcare providers to assist them with certain aspects of data modeling and data analysis.

Interoperability

We currently provide integration across our ambulatory and inpatient EHR solutions. This integration was expanded to encompass our post-acute care EHR product in 2016. In addition, as a founding member of the CommonWell Health Alliance, we enable healthcare organizations to identify, confirm and link patient encounters across the CommonWell network. This translates into patient data that is not only shareable within communities but across communities as well.

Focus on the Financial Health of Community Healthcare Providers

Given the ongoing transition to value-based reimbursement models, community healthcare providers are under more financial pressure than ever before. Our accounts receivable management services incorporate proven workflow and processes as well as industry leading revenue cycle management tools. A new aspect of many current payment models is an increasing

shift of the financial burden to the patient. Community hospitals typically underperform in private pay collections because of the nature of community healthcare but cannot afford to forego the patient portion of contributions. Through our private pay services, providers can bring in much needed private pay receipts without alienating the local community.

Our operational expertise and technology tools provide proven results in improving claim acceptance rates, accelerating payments from third party payers and increasing private pay collections. We also differentiate our services by working to maintain employment in the community by hiring displaced employees into TruBridge to continue their functional role under TruBridge program management.

Explore Additional Revenue Streams that Complement Existing Markets, Solutions and Services

In the EHR space, we are selling our ambulatory EHR solutions on a standalone basis with a focus on communities that already have one of our EHR solutions installed in an acute care setting. Also, we are actively pursuing expansion of our inpatient EHR product into the Canadian market through our own direct efforts and collaboration with key Canadian technology providers. In the United States EHR market, we are targeting other types of providers who have lagged behind inpatient acute care in EHR adoption such as ambulatory surgery centers, behavioral health facilities and inpatient psychiatric hospitals. In the post-acute care market, we are now providing an EHR solution for assisted living facilities in conjunction with our own post-acute care EHR for skilled nursing operators. In the services business we will continue to look for opportunities to add or increase services resulting from changing market dynamics, availability of technology or operational expertise, or changes in regulatory requirements.

Our Products and Services

Acute Care Software Systems

Through our wholly-owned subsidiary, Evident, we offer healthcare IT solutions specifically designed to cater to the specific needs of community hospital organizations under the software solution platforms Thrive and Centriq.

Thrive

With the formation of Evident in 2015 came the introduction of our EHR solution under the name Thrive, previously sold under the CPSI name, through which we offer a full array of software applications designed to streamline the flow of information to the primary functional areas of community hospitals using one fully integrated system. We intend to continue to enhance our existing software applications and develop new applications as required by evolving industry standards and the changing needs of our clients. Pursuant to our client support agreements, we provide our clients with software enhancements and upgrades periodically on a when-and-if-available basis. See "Support and Maintenance Services." These enhancements enable each client, regardless of its original installation date, to have the benefit of the most advanced Evident products available. Evident's software applications within Thrive:

- provide automated processes that improve clinical workflow and support clinical decision-making;
- allow healthcare providers to efficiently input and easily access the most current patient medical data in order to improve quality of care and patient safety;
- integrate clinical, financial and patient information to promote efficient use of time and resources, while eliminating dependence on paper medical records;
- provide tools that permit healthcare organizations to analyze past performance, model new plans for the future and measure and monitor the effectiveness of those plans;
- provide for rapid and cost-effective implementation, whether through the installation of an in-house system or through our Software as a Service ("SaaS") services; and
- increase the flow of information by replacing centralized data over which there is limited control with broad-based, secure access by clinical and administrative personnel to data relevant to their functional areas.

Due to the integrated nature of Thrive, our software applications are not marketed as distinct products and our sales force attempts to sell all applications to each client as a single product. New clients must purchase from us the core applications of patient management and financial accounting and all hardware necessary to run these applications. In addition to the core applications, clients may also purchase one or more of our clinical, patient care and enterprise

applications. Over two-thirds of our Thrive clients have purchased a combination of applications that meet their enterprise-wide IT needs.

Our software applications within Thrive are grouped for support purposes according to the following general functional categories described below:

- Patient Management. Our patient management software enables a hospital to identify a patient at any point in the healthcare delivery system and to collect and maintain patient information throughout the entire process of patient care on an enterprise-wide basis. Thrive's single database structure permits authorized hospital personnel to simultaneously access appropriate portions of a patient's record from any point on the system. Our patient management software applications include: *Registration, Patient Accounting, Health Information Management, Patient Index, Enterprise Wide Scheduling, Contract Management,* and *Quality Improvement.*

- Financial Accounting. Our financial accounting software provides a variety of business office applications designed to efficiently track and coordinate information needed for managerial decision-making. Our financial accounting software applications include: *Executive Information System, General Ledger, Accounts Payable, Payroll/Personnel, Time and Attendance, Electronic Direct Deposits, Human Resources, Budgeting, Fixed Assets,* and *Materials Management.*

- Clinical. Our clinical software automates record keeping and reporting for many clinical functions including laboratory, radiology, physical therapy, respiratory care and pharmacy. These products eliminate tedious paperwork, calculations and written documentation while allowing for easy retrieval of patient data and statistics. Our clinical software applications include: *Laboratory Information Systems, Laboratory Instrument Interfaces, Radiology Information Systems, ImageLink Picture Archiving and Communication System (PACS), Physical Therapy and Respiratory Care,* and *Pharmacy.*

- Patient Care. Our patient care applications allow hospitals to create computerized "patient files" in place of the traditional paper file systems. This software enables physicians, nurses and other hospital staff to improve the quality of patient care through increased access to patient information, assistance with projected care requirements and feedback regarding patient needs. Our software also addresses current safety initiatives in the healthcare industry such as the transition from written prescriptions and physician orders to computerized physician order entry. Our patient care software applications include: *Order Entry/Results Reporting, Point-of-Care System, Patient Acuity, ChartLink®, Computerized Physician Order Entry (CPOE), Medication Verification, Resident Assessment Instruments, Thrive Provider EHR, Outreach Client Access, Electronic Forms, Physician Documentation,* and *Emergency Department System.*

- Enterprise Applications. We provide software applications that support the products described above and are useful to all areas of the hospital. These applications include: ad hoc reporting, automatic batch and real-time system backups, an integrated fax system, archival data repository, document scanning and Microsoft Office integration, and an Application Portal. The Application Portal allows clients to access our applications remotely via Microsoft Internet Explorer and the Internet without requiring the loading of any additional client software on the accessing PC. User information and data accessed is secured with HIPAA-compliant 128 bit cipher strength Secure Socket Layer (SSL) encryption. Remote access using the Application Portal results in no discernible difference to the user in software functionality.

Centriq

During 2018, the products and services formerly offered under the Healthland logo, including Centriq, were brought into the Evident product family. The Centriq platform was brought to market in 2011 and is designed to be an intuitive user interface that is easy for clinicians to use and attractive to both patients and clinicians. Additionally, as a web-based platform, users are able to connect to the system from any device that is connected to the Internet. Ease of use combined with Centriq's ability to centralize data from various care areas provide the end user with a powerful tool to view past and present patient information with ease. Key Centriq capabilities include:

- Computerized Practitioner Order Entry ("CPOE"). The cornerstone of inpatient EHR systems, CPOE promotes user adoption by including medication interaction alerts, access to relevant laboratory results, duplicate order checking, customizable order sets and protocols, and order templates containing pre-populated screens.

- Clinical Documentation. This system securely enables a patient's caregivers to view the vital signs, intake-output values, progress notes, and nursing tasks that are entered into the patient's EHR.

- Emergency Department. This system expedites and simplifies registration, patient tracking, order management, assessments, and other activities in a fast-paced environment.

- Laboratory. This system automates routine tasks such as lab order processing and tracking, enabling the practitioner to focus on the results and ultimately better patient care.

- Radiology. This application delivers faster turnaround times and enhanced communications among caregivers by automatically processing radiology orders, managing and tracking images, and generating reports.

- Pharmacy. This application helps pharmacies manage all aspects of medication verification and dispensing, including order coordination, interaction checks, administration, and charging.

- Financial Accounting. A hospital financial accounting management solution that helps community hospitals gain better insight and perspective on their costs.

- Patient Management. An accounting system to better manage patient information and automate the hospital billing process.

- Ambulatory Software Solutions. Enables clinicians to focus on providing high-quality patient care by streamlining the management of patient data.

Each system or application offers a broad set of features and functionalities that can help clinics reduce costs, increase revenue, and improve administrative and clinical staff efficiency, all while enhancing patient care and safety. CPSI is committed to investing in, developing, and supporting the Centriq platform. Centriq must remain a viable solution for the Centriq clients we serve. As such, we have committed to our clients consistent delivery of product and regulatory enhancements, including a fully certified Centriq solution for meaningful use stage three ("MU3") until at least January 2023.

Post-acute Care Software Systems

CPSI entered into the post-acute care market with the acquisition of AHT in January 2016. AHT, a leading provider of integrated solutions to the post-acute care industry, offers software solutions that promote data-driven clinical and financial outcomes for the customers they serve. AHT's comprehensive, long-term care management solutions include:

- Care Management. This integrated offering helps manage the delivery of quality care, collect and report on resident information, and manage compliance risk. Core modules include: *Work Center, Clinical, Smart Charting Order Administration (Point of Care), Quality Assurance, Therapy Tracking, Supplies Tracking,* and *Disease State Management*.

- Financial and Enterprise Management. This comprehensive set of financial solutions enables customers to improve cash flow and better manage costs. Core modules include: *Accounts Payable, General Ledger, Payroll, Financial Management, Trust Funds,* and *Enterprise Management.*

Acute Care Support and Maintenance Services

After a customer installs Thrive or Centriq, we provide software application support, hardware maintenance, continuing education and related services pursuant to a support agreement using our collaborative support model. The following describes services provided to customers using Thrive and Centriq:

- Total System Support. We believe the quality of continuing customer support is one of the most critical considerations in the selection of an information system provider. We provide hardware, technical and software support for all aspects of our system, which gives us the flexibility to take the necessary course of action to resolve any issue. Unlike our competitors who use third-party services for hardware and software support, we provide a single, convenient and efficient resource for all of our customers' system support needs. In order to minimize the impact of a system problem, we train our customer service personnel to be technically proficient, courteous and prompt. Because a properly functioning information system is crucial to a hospital's operations, our support teams are available 24 hours per day to assist customers with any problem that may arise. Customers can also use the Internet to directly access our support system.

• National Client Conference. All of our customers have the opportunity to attend our annual National Client Conference. CPSI hosts this conference to provide our customers educational sessions, product demonstrations, and one-on-one time with application experts. The conference also allows important time for networking among customers and CPSI staff across all business platforms.

• Continuing Education. Effective learning tools are a key factor in successful EHR adoption and allowing clients to get the most out of a software investment. Therefore, ongoing learning and training is a cornerstone to our “total solution” and a key competitive differentiator. Our ongoing learning and training offerings also address some of the unique needs of community hospitals - limited resources and staff with cross-department responsibilities and budget and time constraints - all of which require a customized approach to learning and training. To meet these needs, Evident offers customers with online content that can be accessed at any time, scheduled online interactive classroom presentations, on-campus training at our facilities in Mobile, Alabama and Minneapolis, Minnesota, educational sessions during user group conferences, and scheduled regional training sessions.

• Software Releases. We are committed to providing our customers with software and technology solutions that will continue to meet their information system needs. To accomplish this purpose, we continually work to enhance and improve our application programs. As part of this effort, for each customer covered under our general support agreement, we provide software updates as they become available at no additional cost. We design these enhancements to be seamlessly integrated into each customer’s existing system. The benefit of these enhancements is that each customer, regardless of its original installation date, uses the most advanced software available. Through this process, we can keep our customers up-to-date with the latest operational innovations in the healthcare industry as well as with changing governmental regulatory requirements. Another benefit of this "one system" concept is that our customer service teams can be more effective in responding to customer needs because they maintain a complete understanding of and familiarity with the one system that all customers use.

Purchasing a new information technology system requires the expenditure of a substantial amount of capital and other resources, and many customers are concerned that these systems will become obsolete as technology changes. Our periodic product updates eliminate our customers’ concerns about system obsolescence. We believe providing this benefit is a strong incentive for potential customers to select our products over the products of our competitors.

• Hardware Replacement. As part of our general support agreements, we are also committed to promptly replacing malfunctioning system hardware in order to minimize the effect of operational interruptions. By offering replacements of all hardware used in our system, we believe we are better able to meet and address all of the information technology needs of our customers.

• Cloud Electronic Health Record (Cloud EHR). In some circumstances, we offer Cloud EHR services to customers via remote access telecommunications. Cloud EHR is a "Software as a Service" (or "SaaS") configuration and is in essence a subscription to access and use application software maintained by CPSI in a cloud environment for a monthly fee. Under this configuration, a customer is able to obtain access to an advanced EHR without a significant initial capital outlay. We store and maintain all Cloud EHR customers’ critical patient and administrative data using TruBridge Cloud Computing Services. These customers access this information remotely through direct telecommunications connections.

• Forms and Supplies. In addition to our support services, we offer our customers the standard and customized forms that they need for their patient and financial records, as well as the supplies necessary to support the operation of their server and peripheral equipment. Furnishing these forms and supplies helps us to achieve our objective of being a one-source solution for a hospital’s complete healthcare information system requirements.

Post-acute Care Support and Maintenance Services

AHT's comprehensive and integrated solution set is backed by ongoing training and support by AHT to ensure that clients can maximize their software investment. This is demonstrated by:

- Experienced and Dedicated Support Representatives. Seasoned experts assigned to each client site that not only understand the challenges in the post-acute care industry, but know how to best address them. This includes proactive education on the key regulatory changes and requirements before they impact business operations.
- Client Portal and Training. Instant, on-line access to the most up-to-date industry information impacting long-term care, plus a vast array of product training opportunities.
- Client Enhancement Council. Access to a community of peers along with a robust set of resources and knowledge to help clients get the most out of their AHT investment.
- Annual Client Symposium. An opportunity for clients to share best practices, gain industry insight on key topics impacting post-acute care providers, network with peers, and learn more about current and future AHT product and service offerings.

TruBridge

We offer complementary services through TruBridge, our wholly-owned subsidiary, which can be grouped into the following categories:

- Revenue Cycle Management Products. TruBridge RCM solutions empower providers and caregivers in hospitals, healthcare systems and skilled nursing organizations to accelerate their revenue cycle through a suite of comprehensive, web-based solutions designed to improve financial operations and staff productivity and increase reimbursement. Our RCM products include the following offerings:
  - Patient Liability Estimates. Improve patient satisfaction, maximize point-of-service collections, and equip staff with the ability to provide transparent pricing with the Patient Liability Estimate ("PLE") module.
  - Eligibility Verification. Reduce claim denials and carrier rejections by performing on-demand eligibility look-ups, assuring the care provided is covered.
  - Claim Scrubbing and Submission. A powerful claim management solution for submitting, validating, and processing a healthcare facility's claims with ease and with a high quality of edits.
  - Remittance Management. Remittance advice can be effortlessly gathered and managed with the Electronic Remittance Advice ("ERA") Retrieval and Remittance Management modules, simplifying workflow and involvement.
  - Denial/Audit Management. Equips healthcare facilities with the tools necessary to combat denied and audited claims, assisting organizations in recovering lost revenue.
  - Contract Management. Allows healthcare facilities to take control over complex healthcare contracts by prospectively pricing every claim submitted to payers, retrospectively pricing every remittance to ensure proper payment was received, and modeling proposed contract terms during payer negotiations.
- Revenue Cycle Management Services. Our RCM services span a healthcare enterprise's revenue cycle and provide clients with a strong alternative to in-house operations. These services leverage our deep service and technology experience and are designed to allow clients to streamline their administrative staffing while improving operational efficiencies. Our RCM services include the following service offerings: Accounts Receivable Management, Private Pay Service, Medical Coding, Revenue Cycle Consulting, and other additional Insurance and Patient Billing Services.

- Consulting and Business Management Services. Our consulting and business management services are designed to help healthcare organizations by assessing their needs, setting goals, and creating an action plan to achieve those goals, and, if needed, implementing the action plan. Many of our professional consultants possess decades of experience and all are skilled in adopting new technologies, redesigning processes, educating staff, and providing interim or on-going management services. Our consulting and business management services include the following service offerings: Consulting, Business Intelligence, Staffing, and Administrative.

- Managed IT Services. Our managed IT services provide a range of services designed to meet the IT needs of community healthcare enterprises. The pace of technological change can be overwhelming. Our services allow clients to affordably maintain an advanced IT infrastructure, meet regulatory requirements, and reduce risk. Our managed IT services include the following service offerings: Cloud Services, Backup and Recovery, Collaboration and Connectivity, Security Services, Systems Management, and Help Desk.

- Patient Engagement. On May 3, 2019, the Company closed its acquisition of Get Real Health. Get Real Health delivers patient engagement and empowerment technology solutions to improve patient outcomes and engagement strategies with care providers.

For additional details on our products, service, and support offerings, visit www.evident.com (Evident), www.healthtech.net (AHT), www.trubridge.com (TruBridge), and www.getrealhealth.com (Get Real Health).

For the results of operations by segment, refer to Note 17 of the consolidated financial statements included herein.

Product Development and Enhancement

The healthcare information technology industry is characterized by rapid technological change requiring us to continually make investments to update, enhance and improve our products and services. These investments have resulted in total expenditures related to our Product Development Services division of approximately $36.9 million, $36.4 million, and $33.7 million during the years ended December 31, 2019, 2018 and 2017, respectively.

Product Management

Early in 2019, we began to apply new product management principles throughout our organization to better utilize our valuable resources and maximize value creation and innovation. We formally announced our product management team in November 2018. This team is responsible for launching products, providing industry insight and identifying emerging segments within our target markets. By focusing on the right workflows, aligning the appropriate stakeholders and establishing clear roles and responsibilities, CPSI can make better product decisions faster. The key tenets of product management are being the best stewards of our resources and enabling growth.

By working with the various internal stakeholders (product development, marketing, sales and support), as well as external stakeholders (customers, industry subject matter experts), the product management team takes new product and service ideas and creates a business case for each of the initiatives. We have created a Provider Council, Nursing Council and CFO Council to assist with these efforts as well.

The goals of the product management team are to understand our customers and identify the value of various ideas, by considering customer retention and satisfaction, support and training impact and revenue potential. The initiatives become part of our initiative portfolio and are evaluated against each other. We use this view of the portfolio to manage risks within the portfolio and allow us to create the most value for each investment we make. We are experiencing successes with this approach, as evidenced by increased product innovation and related momentum.

System Implementation and Training

Conversion Services. When a client purchases or leases one of our systems, we convert their existing data to the new system. Our knowledge of hospital data processing, in conjunction with extensive in-house technical expertise, allows us to accomplish this task in a cost effective manner. When we install a new system, the data conversion has already occurred so that the system is immediately operational. Our goal is for each client to be productive day one in order to eliminate time and money wasted on the costly and inefficient task of maintaining the same data on parallel systems. Our services also relieve the hospital staff of the time-consuming burden of data conversion. The conversion process is the initial phase of our LikeMind client experience.

Training. In order to integrate the new system and to ensure its success, we spend approximately sixteen weeks providing individualized training both remotely and on-site prior to the go-live date. We provide hardware and software application training for all hospital users, including staff members and healthcare providers, during all hospital shifts. We employ nurses, medical technicians, and providers along with our technical training staff in order to help us communicate more effectively with our clients during the training process. This training phase is also part of the LikeMind client experience that is provided to all of our clients.

Clients, Sales and Marketing

Target Markets. The target market for our acute care EHR systems consists of community hospitals with fewer than 200 acute care beds, with a primary focus on hospitals with fewer than 100 acute care beds. In the United States, there are approximately 3,900 community hospitals with fewer than 200 acute care beds, with approximately 2,900 of these having fewer than 100 acute care beds. In addition, we market our products to small specialty hospitals in the United States that focus on discrete medical areas such as behavioral health, surgery, rehabilitation and long-term acute care. As of the date of the filing of this Annual Report on Form 10-K, our companies currently support approximately 800 acute care facilities across the United States. Approximately 98% of our existing acute care clients are hospitals with fewer than 100 acute care beds, while approximately 99% of our existing acute care clients are hospitals with fewer than 200 acute care beds.

The target market for our post-acute care EHR solution consists of approximately 15,500 long-term care and skilled nursing facilities in the United States. In addition, through a strategic relationship with Medtelligent, we are able to market an EHR for assisted living facilities creating add-on sales opportunities in our direct client base and new sales opportunities across the broader senior living market. As of the date of this filing, we have our post-acute care EHR solution installed in approximately 3,300 facilities across the United States.

The expanded target market for our TruBridge services consists of small to mid-size hospitals in the United States. There are approximately 4,000 of these hospitals with fewer than 600 beds. As of the date of this filing, there are over 200 healthcare providers who use our accounts receivable management or private pay services, approximately 550 providers who use our managed IT services, and approximately 600 providers who use our RCM solutions. In addition, we are now marketing our services to post-acute care facilities, of which there are approximately 15,500 in the United States.

In the acute care provider market, we are now actively marketing our EHR system to English speaking countries outside the U.S., including Canada. We have established business relationships with key Canadian technology providers which we believe will be a significant factor in penetrating the Canadian market. We have concluded our evaluation of the unique requirements of the Canadian healthcare system and are actively working on incorporating the necessary changes into our Thrive acute care EHR product.

Our goals in the inpatient hospital market are threefold: (1) target those hospitals under 100 beds in the United States that we believe are currently using a vendor that we have determined is vulnerable based on a variety of factors, (2) continue our efforts to expand into English speaking countries outside the U.S. through active marketing efforts and establishing strategic business relationships, and (3) selectively target hospitals in the 100 to 200 bed market that we believe offer a reasonable chance of sales success based on size, location and other factors. Our goal in the ambulatory market is to aggressively target physician practices in those communities where the local hospital is a current CPSI client.

Our goal in the post-acute care market is to continue to target both individual facilities as well as larger multi-facility corporate entities. In addition, we intend to extend our penetration into the post-acute care market by offering an assisted living facility EHR solution that we believe will broaden the appeal of our solutions to those operators who offer multiple care settings in their organizations.

The following table presents our revenues generated from clients located within the U.S. ("Domestic") and all foreign countries, in total ("International").

(In thousands)	Year ended December 31, 2019	2018	2017
Sales revenues:			
Domestic	$ 270,966	$ 280,182	$ 276,510
International[(1)]	3,668	229	417
	$ 274,634	$ 280,411	$ 276,927

[(1)] International sales revenues for all periods are related to the Caribbean nation of St. Maarten. During 2019, revenues also related to the islands of Turks and Caicos for Acute Care EHR and Canada, England, Australia, and the Netherlands for Get Real Health

Sales Staff. We have dedicated sales organizations in all three business lines: acute care EHR, post-acute care EHR and business management, consulting and managed IT services. Many of our sales personnel are hired from within the Company and have previous experience in client support roles. We believe this experience positions them to more effectively sell our products and services within our target markets. Our sales organizations are generally divided into four areas; sales management, new client sales, existing client sales and sales support staff. New client sales staff are typically organized based on geographic territories, though we also have sales personnel that focus on national accounts in our post-acute EHR business due to the number of national chain operators in that market. Our sales representatives who sell to existing clients have assigned clients within their territory, which is also geographically based. Some sales representatives in our services areas are assigned specifically to cross-sell services into our acute care EHR and post-acute care EHR client bases. A significant portion of the compensation for all sales personnel except for administrative support staff is commission based.

Marketing Strategy. Our corporate marketing strategy positions CPSI as a healthcare solutions company serving community healthcare organizations through our family of healthcare information technology ("HCIT") companies. Our EHR software and services address providers across the care continuum, with a primary focus on the community healthcare market. We believe our ability to serve ambulatory, acute and post-acute care settings with our products will be especially appealing as new reimbursement models force the coordination of care by healthcare providers. Our ability to connect patients to care providers within their community and across communities through our own products and interoperability development, including our membership in the CommonWell Health Alliance, sets us apart from other competitors in our market. Our goal is to position ourselves as partners to community healthcare providers as they move to a more proactive care model based on the use of data analytics and patient engagement tools.

With regard to business management, consulting and managed IT services, we will continue to leverage our proven track record of success in accounts receivable management and private pay collections for community healthcare providers. With the increasing complexity of reimbursement requirements and a global shift in healthcare towards an increase in patient financial responsibility, the ability of our services business to bring expertise and best practice operational efficiencies to bear is a significant competitive advantage. In consulting services, the added complexity brought about by the transition to the ICD-10 code set has created a significant demand for our coding services. Our strategy is to leverage any services engagement, whether business, IT or consulting, into opportunities to cross-sell other services to the client.

Backlog

Backlog consists of revenues we reasonably expect to recognize over the next twelve months under existing contracts. The revenues to be recognized may relate to a combination of one-time fees for system sales and recurring fees for support and maintenance and TruBridge services. As of December 31, 2019, we had a twelve-month backlog of approximately $15 million in connection with non-recurring system purchases and approximately $235 million in connection with recurring payments under support and maintenance and TruBridge services. As of December 31, 2018, we had a twelve-month backlog of approximately $21 million in connection with non-recurring system purchases and approximately $228 million in connection with recurring payments under support and maintenance and TruBridge services.

Competition

The market for our products and services is competitive, and we expect additional competition from established and emerging companies in the future. Our market is characterized by rapidly changing technology, global shifts in the healthcare system, evolving user needs and impactful regulatory and reimbursement changes. We believe the principal competitive factors that hospitals, clinics and post-acute care providers consider when choosing between us and our competitors are:

- product features, functionality and performance;
- range of services offered;
- level of client service and satisfaction;
- ease of integration and speed of implementation;
- product price;
- cost of services offered;
- results of services engagements;
- knowledge of the healthcare industry;
- training provided;
- sales and marketing efforts; and
- company reputation.

We believe that we compete favorably with our competitors on these factors. Our principal competitors in the acute care EHR market are Cerner Corporation, Medical Information Technology, Inc. ("Meditech"), and MEDHOST, Inc. These companies compete with us directly in our target market of small and midsize hospitals. They offer products and systems that are comparable to our system and address the needs of hospitals in the markets we serve.

Our secondary competitors in the acute care EHR market include Allscripts Healthcare Solutions, Inc., and Epic Systems Corporation. These companies are significantly larger than we are, and they typically sell their products and services to larger hospitals outside of our target market. However, they will sometimes compete with us directly or, more commonly, when a larger health system who uses a system from one of these companies will offer it to a smaller hospital as part of a merger or alliance.

We also face competition from providers of practice management systems, general decision support and database systems and other segment-specific applications. Any of these companies as well as other technology or healthcare companies could decide at any time to specifically target hospitals within our target market.

Our principal competitors in the post-acute care EHR market are PointClickCare Corporation and MatrixCare, Inc. These companies compete with us directly in our target market of long-term post-acute care facilities. They offer products and systems that are comparable to our system and address the needs of long-term care providers.

Our principal competitors in the business management, consulting and managed IT services market are Healthcare Resource Group, Inc., Resolution Health, Inc., The Outsource Group Inc., Patient Focus, Inc., Xtend Healthcare Inc., Ensemble Health Partners, and nThrive, Inc. All of these companies provide one or more of the services we offer, with their primary focus being on business management services. The services they offer are comparable in scope to the competing services we offer. These companies all focus on providing services to the healthcare market. Secondary competitors include ARx LLC, Citadel Outsource Group LLC, Patient Matters, LLC, KIWI-TEK, LLC, and Aviacode Inc. Our principle competitors for RCM solutions include RelayHealth Corp, SSI Group, LLC, Quadax Inc., Change Healthcare Holdings, Inc., Availity, LLC, and Navicure, Inc. Get Real Health's primary competitors include Relay Health, Get Well Network/Healthloop, Apollo Care Connect, Bridge Paitent Portal, eClinicalWorks Patient Portal, Influence Health, and InteliChart.

Actual or perceived security breaches of our systems could harm the market perception of our products and services which could impact our retention of existing clients and ability to acquire prospective clients.

Health Information Security and Privacy Practices

The Health Insurance Portability and Accountability Act of 1996 ("HIPAA") is a federal law governing the use, disclosure, transmission and storage of certain individually identifiable health information, referred to as "protected health information," and that was enacted for the purpose of, among other things, protecting the privacy and security of protected health information. As directed by HIPAA, the Department of Health and Human Services (the "DHHS") has promulgated standards and rules for certain electronic health transactions, code sets, data security, unique identification numbers and privacy of protected health information. HIPAA and the standards promulgated by DHHS apply to certain health plans, healthcare clearinghouses and healthcare providers (referred to as "covered entities"), which includes our hospital clients. The Health Information Technology for Economic and Clinical Health Act and its implementing regulations published in January 2013 (the "HITECH Act") significantly expand HIPAA by extending privacy and security standards to "business associates" of healthcare providers that are covered entities. Under the HITECH Act, business associates are required to establish administrative, physical and technical safeguards and are subject to direct penalties for violations. Certain of our services frequently entail us acting as a healthcare clearinghouse and/or in the capacity of a business associate to the hospitals that we serve. As a result, we are covered by the patient privacy and security standards of HIPAA and subject to oversight by DHHS. We believe that we have taken all necessary steps to comply with HIPAA, as it applies to us as a business associate, but it is important to note that DHHS could, at any time in the future, adopt new rules or modify existing rules in a manner that could require us to change our systems or operations.

Protecting individually identifiable health information and other sensitive data is a critical and essential function of CPSI’s software solutions. A variety of industry-standard approaches that meet or exceed regulatory requirements such as HIPAA and HITECH are employed. In order to avoid unauthorized access for the life span of this data, diverse methods of identification, authentication, authorization and encryption are utilized at various points throughout the operating system, application software and hardware. These methods and processes are shared amongst servers and other end-user devices and are complemented by change management processes and tools, which allow the software change control cycle to be a formal, defined process.

Managing Cybersecurity Risks

Our business operations, including the provision of the products and services described above, involve the compilation and transmission of confidential information, including patient health information. We have included security features in our systems that are intended to protect the privacy and integrity of this information, but our systems may be vulnerable to security breaches, viruses, programming errors and other similar disruptive problems.

The Board of Directors is responsible for exercising oversight of management’s identification and management of, and planning for, the material risks facing the Company, and we believe our policies and procedures are adequate to ensure that relevant information about cybersecurity risks and incidents is appropriately reported and disclosed. In connection with its oversight responsibility with respect to cybersecurity risks facing the Company, the Board authorized in 2017 the formation of a Governance, Risk & Compliance ("GRC") Committee, which is currently comprised of CPSI’s Executive Vice President, the Chief Technology Officer, the Chief Financial Officer, the Corporate Security Officer, the Corporate Compliance Officer, and the Corporate Counsel. The GRC Committee meets quarterly to discuss the primary cybersecurity-related risks currently facing the Company, and the Committee reports to the Company’s Chief Operating Officer and President of TruBridge, LLC, who in turn provides updates to the Board.

Additionally, we appointed a Security Operations Center ("SOC") Director to oversee a number of initiatives designed to improve our cybersecurity protection, readiness and response. The SOC Director oversees penetration testing, vulnerability scanning, intrusion prevention, endpoint and insider threat detection, log management and other cybersecurity-related projects. The Company consulted with third parties in 2017 and 2018 to conduct an evaluation of our cybersecurity risks. The Company also consulted with third parties during 2019 related to the Company's efforts to achieve ISO 27001 certification related to information security management, which the Company expects to achieve during 2020. Finally, all users employed by or contracted to the Company are required to complete annual cybersecurity education and training, which includes identifying suspicious emails, internet threats, telecommunication threats and ransomware.

Intellectual Property

We regard some aspects of our internal operations, software and documentation as proprietary, and rely primarily on a combination of contract and trade secret laws to protect our proprietary information. We believe, because of the rapid pace of technological change in the computer software industry, trade secret and copyright protection is less significant than factors such as the knowledge, ability and experience of our employees, frequent software product enhancements and the timeliness

and quality of our support services. The source code for our proprietary software is protected as a trade secret. We enter into confidentiality or license agreements with our employees, consultants and clients, and control access to and distribution of our software, documentation and other proprietary information. We cannot guarantee that these protections will be adequate or that our competitors will not independently develop technologies that are substantially equivalent or superior to our technology.

We do not believe our software products or other CPSI proprietary rights infringe on the property rights of third parties. However, we cannot guarantee that third parties will not assert infringement claims against us with respect to current or future software products or that any such assertion may not require us to enter into royalty arrangements or result in costly litigation.

Employees

As of December 31, 2019, we had approximately 2,000 employees, the substantial majority of which are located at our offices in Alabama, Louisiana, Mississippi, Pennsylvania, and Minnesota. None of our employees are covered by a collective bargaining agreement or are represented by a labor union.

Executive Officers

The executive officers of CPSI serve at the pleasure of the Board of Directors. Set forth below is a list of the current executive officers of CPSI and a brief explanation of each individual's principal employment during the last five years.

J. Boyd Douglas – **President and Chief Executive Officer.** J. Boyd Douglas, age 53, has served as our President and Chief Executive Officer since May 2006. He was first elected as a director in March 2002. Mr. Douglas began his career with us in August 1988 as a Financial Software Support Representative. From May 1990 until November 1994, Mr. Douglas served as Manager of Electronic Billing, and from December 1994 until July 1999, he held the position of Director of Programming Services. From July 1999 until May 2006, Mr. Douglas served as our Executive Vice President and Chief Operating Officer.

David A. Dye – **Chief Growth Officer.** David A. Dye, age 50, was appointed as our Chief Growth Officer in November 2015, having previously served as our Chief Financial Officer, Secretary and Treasurer from June 2010 until November 2015. Mr. Dye served as our President and Chief Executive Officer from July 1999 to May 2006. He was first elected as a director in March 2002 and served as our Chairman of the Board from May 2006 until April 2019. Mr. Dye began his career with CPSI in May 1990 as a Financial Software Support Representative and served in various capacities until July 1999. Mr. Dye served as a director of Bulow Biotech Prosthetics, LLC, a company headquartered in Nashville, Tennessee that operates prosthetic clinics in the Southeastern United States, from July 2006 until October 2018.

Christopher L. Fowler – Chief Operating Officer and President (TruBridge). Christopher L. Fowler, age 44, was appointed as our Chief Operating Officer in November 2015 and has served as the President of TruBridge since its formation in January 2013. Prior to the formation of TruBridge, Mr. Fowler served as CPSI's Vice President - Business Management Services, beginning in March 2008. Mr. Fowler began his career with CPSI in May 2000 as a Software Support Representative and later as a manager of Financial Software Services. From August 2004 until March 2008, Mr. Fowler served as Assistant Director and Director of Business Management Services.

Matt J. Chambless – **Chief Financial Officer, Secretary and Treasurer.** Matt J. Chambless, age 39, was appointed as our Chief Financial Officer, Secretary and Treasurer in November 2015, having previously served as our Director of Financial Reporting from March 2012 until November 2015. Prior to joining CPSI, Mr. Chambless served as the Accounting Manager for Northside Hospital System from May 2011 until March 2012 and as an audit professional, including an Audit Manager, for Grant Thornton, LLP from August 2004 to May 2011.

Victor S. Schneider – Executive Vice President. Victor S. Schneider, age 61, has served as our Executive Vice President since April 2012. From December 2005 until his appointment as Executive Vice President, Mr. Schneider served as our Senior Vice President - Corporate and Business Development. Mr. Schneider began his career with us in June 1983 as Sales Manager. He served in that capacity until January 1997 when he was promoted to Sales Director. He served as our Vice President - Sales and Marketing from July 1999 until December 2005.

Robert D. Hinckle – **Senior Vice President–Client Services.** Robert D. Hinckle, age 50, served as our Vice President - Software Services from October 2004 until January 2013 and has served as our Senior Vice President - Client Services since January 2013. Since beginning his career with CPSI in 1995 as a Financial Software Support Representative, Mr. Hinckle has worked in various positions in our Software Services Division, including Team Manager, Assistant Director and Director of that division.

Troy D. Rosser – Senior Vice President–Sales. Troy D. Rosser, age 55, has served as our Senior Vice President - Sales since January 2012, having previously served as Vice President - Sales since October 2005. Mr. Rosser began his career with us in March 1989 as a Financial Software Support Representative. In 1992, Mr. Rosser was transferred to the Sales and Marketing division where he has worked in various positions, including Sales Manager and, from October 2000 until October 2005, Director of Sales.

Company Web Site

The Company maintains a web site at http://www.cpsi.com. The Company makes available on its web site, free of charge, its Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and all amendments to those reports, as soon as it is reasonably practicable after such material is electronically filed with the Securities and Exchange Commission. The Company is not including the information contained on or available through its web site as a part of, or incorporating such information into, this Annual Report on Form 10-K.

ITEM 1A. RISK FACTORS

These are not the only risks and uncertainties that we face. Our business, financial condition, operating results, and stock price can be materially and adversely affected by a number of factors, whether currently known or unknown, including, but not limited to, those described below. Any one or more of such factors could directly or indirectly cause our actual financial condition and operating results to vary materially from our past or anticipated future financial condition or operating results.

RISKS RELATED TO OUR INDUSTRY

There are a limited number of hospitals in our target market. Saturation or consolidation in the healthcare industry could result in the loss of existing clients, a reduction in our potential client base and downward pressure on the prices of our products and services.

The limited number of hospitals with fewer than 200 acute care beds in our general target market for our acute care product and service offerings has resulted in an ever narrowing market for new system installations and add-on sales which could materially and adversely impact our business, financial condition and operating results.

Our primary objectives are to increase the market share of our TruBridge services, aggressively pursue competitive and vulnerable EHR replacement opportunities, and differentiate our products and services on a client experience basis that enables us to sell a broader set of services into a loyal base of clients that are our advocates. Although we have formulated strategic responses for capitalizing on each of the identified opportunities, there is no guarantee that such responses will ultimately prove successful. Additionally, to the extent that these opportunities fail to develop or develop more slowly than expected, our business, financial condition and operating results could be materially and adversely impacted.

Furthermore, many healthcare providers have consolidated to create larger healthcare delivery enterprises with greater market power. If this consolidation continues, we could lose existing clients and could experience a decrease in the number of potential purchasers of our products and services. The loss of existing and potential clients due to industry consolidation could cause our revenue growth rate to decline.

Economic, market and other factors may cause a decline in spending for information technology and services by our current and prospective clients which may result in less demand for our products, lower prices and, consequently, lower revenues and a lower revenue growth rate.

The purchase of our information system involves a significant financial commitment by our clients. At the same time, the healthcare industry faces significant financial pressures that could adversely affect overall spending on healthcare information technology and services. For example, the economic recession in 2007-2009 and continued decrease in availability of credit to hospitals, combined with actual and potential further reductions in federal and state funding for Medicare and Medicaid, has caused hospitals to reduce, eliminate or postpone information technology related and other spending. To the extent spending for healthcare information technology and services declines or increases slower than we anticipate, demand for our products and services, as well as the prices we charge, could be adversely affected. Accordingly, we cannot assure you that we will be able to increase or maintain our revenues or our revenue growth rate.

In addition, while we do not currently expect that our financial results will be significantly and adversely affected by the coronavirus that was first detected in Wuhan, China in December 2019, there continue to be significant uncertainties associated with the coronavirus, including with respect to the ultimate geographic spread of the virus, the severity of the disease, the duration of the outbreak, and actions that may be taken by Chinese or other governmental authorities to contain the coronavirus or to treat its impact. The extent to which the coronavirus outbreak may impact our financial results, including as the result of its possible impact on the economy, including without limitation the healthcare sector, is not certain.

There is significant uncertainty in the healthcare industry, both as a result of recently enacted legislation and changing government regulation, which may have a material adverse impact on the businesses of our hospital clients and ultimately on our business, financial condition and results of operations.

The healthcare industry is subject to changing political, economic and regulatory influences that may affect the procurement processes and operation of healthcare facilities, including our hospital clients. During the past decade, the healthcare industry has been subject to increased legislation and regulation of, among other things, reimbursement rates, payment programs, information technology programs and certain capital expenditures (collectively, the "Health Reform Laws").

The Health Reform Laws contain various provisions which impact us and our clients. Some of these provisions have a positive impact, by expanding the use of electronic health records in certain federal programs, for example, while others, such as reductions in reimbursement for certain types of providers, have a negative impact due to fewer available resources. The continued increase in fraud and abuse penalties is expected to adversely affect participants in the healthcare sector, including us.

Among other things, the Health Reform Laws provide for the expansion of Medicaid eligibility, mandate material changes to the delivery of healthcare services and reduce the reimbursement paid for such services in order to generate savings in the Medicare program. The Health Reform Laws also modify certain payment systems to encourage more cost-effective, quality-based care and a reduction of inefficiencies and waste, including through various tools to address fraud and abuse.

The Health Reform Laws will continue to affect hospitals differently depending upon the populations they serve and their payor mix. Our target market of community hospitals typically serve higher uninsured populations than larger urban hospitals and rely more heavily on Medicare and Medicaid for reimbursement. It remains to be seen whether the increase in the insured population for community hospitals will be sufficient to offset actual and proposed additional cuts in Medicare and Medicaid reimbursements contained in the Health Reform Laws.

The Health Reform Laws are leading to significant changes in the healthcare system, but the full impact of the legislation and of further statutory and regulatory actions to reform healthcare on our business is unknown. As a result, there can be no assurances that the legislation will not adversely impact either our operational results or the manner in which we operate our business. We believe some healthcare industry participants have reduced their investments or postponed investment decisions, including investments in our solutions and services.

Since January 2017, the actions taken by the Trump administration to delay, cancel and amend the healthcare regulations and initiatives implemented by the prior administration have created tremendous uncertainty surrounding the continued implementation of the Health Reform Laws and other healthcare legislation. The legislative efforts taken by the 115th Congress in 2017 to repeal and amend major provisions of the Health Reform Laws added to this uncertainty, and various legislators have announced that they intend to examine further proposals to reform certain aspects of the U.S. healthcare system. Healthcare providers may react to these proposals, and the uncertainty surrounding such proposals, by curtailing or deferring investments, including those for our systems and related services. Cost-containment measures instituted by healthcare providers as a result of regulatory reform or otherwise could result in a reduction in the allocation of capital funds. Such a reduction could have an adverse effect on our ability to sell our systems and related services. On the other hand, changes in the regulatory environment have increased and may continue to increase the needs of healthcare organizations for cost-effective data management and thereby enhance the overall market for healthcare management information systems. We cannot predict what effect, if any, such additional proposals or healthcare reforms might have on our business, financial condition and results of operations.

As existing regulations mature and become better defined, we anticipate that these regulations will continue to directly affect certain of our products and services, but we cannot fully predict the effect at this time. We have taken steps to modify our products, services and internal practices as necessary to facilitate our compliance with the regulations, but there can be no assurance that we will be able to do so in a timely or complete manner. Achieving compliance with these regulations could be costly and distract management’s attention and divert other company resources, and any noncompliance by us could result in civil and criminal penalties.

The healthcare industry is heavily regulated at the local, state and federal levels. Our failure to comply with regulatory requirements could create liability for us, result in adverse publicity and negatively affect our business.

The healthcare industry is heavily regulated and is constantly evolving due to the changing political, legislative and regulatory landscapes. In some instances, the impact of these regulations on our business is direct to the extent that we are subject to these laws and regulations ourselves. However, these regulations also impact our business indirectly as, in a number of circumstances, our solutions, devices and services must be capable of being used by our clients in a way that complies with those laws and regulations, even though we may not be directly regulated by the specific healthcare laws and regulations. There is a significant number of wide-ranging regulations, including regulations in the areas of healthcare fraud, e-prescribing, claims processing and transmission, medical devices, the security and privacy of patient data, the ARRA meaningful use program, and interoperability standards, that may be directly or indirectly applicable to our operations and relationships or the business practices of our clients. Specific areas that are subject to increased regulation include, but are not limited to, the following:

Healthcare Fraud. Federal and state governments continue to enhance regulation of and increase their scrutiny over practices potentially involving healthcare fraud, waste and abuse by healthcare providers whose services are reimbursed by Medicare, Medicaid and other government healthcare programs. Our healthcare provider clients are subject to laws and regulations regarding fraud and abuse that, among other things, prohibit the direct or indirect payment or receipt of any

remuneration for patient referrals, or arranging for or recommending referrals or other business paid for in whole or in part by these federal or state healthcare programs. Federal enforcement personnel have substantial funding, powers and remedies to pursue suspected or perceived fraud and abuse. The effect of this government regulation on our clients is difficult to predict. Many of the regulations applicable to our clients and that may be applicable to us, including those relating to marketing incentives offered in connection with medical device sales may be interpreted or applied by a prosecutorial, regulatory or judicial authority in a manner that could broaden their applicability to us or require our clients to make changes in their operations or the way in which they deal with us. If such laws and regulations are determined to be applicable to us and if we fail to comply with any applicable laws and regulations, we could be subject to civil and criminal penalties, sanctions or other liabilities, including exclusion from government healthcare programs, which could have a material adverse effect on our business, results of operations and financial condition. Even an unsuccessful challenge by a regulatory or prosecutorial authority of our activities could result in adverse publicity, could require a costly response from us and could adversely affect our business, results of operations and financial condition.

E-Prescribing. The use of our solutions by physicians for electronic prescribing and electronic routing of prescriptions via the Surescripts network to pharmacies is governed by federal and state laws. States have differing regulations that govern the electronic transmission of certain prescriptions and prescription requirements. Standards adopted by the National Council for Prescription Drug Programs and regulations adopted by the Centers for Medicare and Medicaid Services ("CMS") related to "EPrescribing and the Prescription Drug Program" set forth implementation standards for the transmission of electronic prescriptions. These standards are detailed and broad, and cover not only routing transactions between prescribers and pharmacies, but also electronic eligibility, formulary and benefits inquiries. In general, regulations in this area can be burdensome and evolve regularly, meaning that any potential benefits to our clients from utilizing such solutions and services may be superseded by a newly-promulgated regulation that adversely affects our business model. Our efforts to provide solutions that enable our clients to comply with these regulations could be time consuming and expensive.

Claims Processing and Transmission. Our system electronically transmits medical claims by physicians to patients' payors for immediate approval and reimbursement. In addition, we offer business management services that include the manual and electronic processing and submission of medical claims by healthcare providers to patients' payors for approval and reimbursement. Federal and state laws provide that it is a violation for any person to submit, or cause to be submitted, a claim to any payor, including, without limitation, Medicare, Medicaid and all private health plans and managed care plans, seeking payment for any service or product that overbills or bills for items that have not been provided to the patient. We have in place policies and procedures that we believe assure that all claims that are transmitted by our system and through our services are accurate and complete, provided that the information given to us by our clients is also accurate and complete. If, however, we do not follow those procedures and policies, or they are not sufficient to prevent inaccurate claims from being submitted, we could be subject to substantial liability including, but not limited to, civil and criminal liability. Additionally, any such failure of our billing and collection services to comply with these laws and regulations could adversely affect demand for our services and could force us to expend significant capital, research and development, and other resources to address the failure.

In most cases where we are permitted to do so, we calculate charges for our billing and collection services based on a percentage of the collections that our clients receive as a result of our services. To the extent that violations or liability for violations of these laws and regulations require intent, it may be alleged that this percentage calculation provides us or our employees with incentive to commit or overlook fraud or abuse in connection with submission and payment of reimbursement claims. CMS has stated that it is concerned that percentage-based billing services may encourage billing companies to commit or to overlook fraudulent or abusive practices.

A portion of our business involves billing Medicare claims on behalf of our clients. In an effort to combat fraudulent Medicare claims, the federal government offers rewards for reporting of Medicare fraud which could encourage others to subject us to a charge of fraudulent claims, including charges that are ultimately proved to be without merit.

As discussed below, the HIPAA security and privacy standards also affect our claims transmission services, since those services must be structured and provided in a way that supports our clients' HIPAA compliance obligations.

Regulation of Medical Devices. The United States Food and Drug Administration (the "FDA") has determined that certain of our solutions, such as our ImageLink® product, are medical devices that are actively regulated under the Federal Food, Drug and Cosmetic Act, as amended. If other of our solutions are deemed to be actively regulated medical devices by the FDA, we could be subject to extensive requirements governing pre- and post-marketing activities including registration of the applicable manufacturing facility and software and hardware products, application of detailed record-keeping and manufacturing standards, application of the medical device excise tax, and FDA approval or clearance prior to marketing. Complying with these medical device regulations is time consuming and expensive, and our marketing and other sales activities could be subject to unanticipated and significant delays. Further, it is possible that the FDA may become more active in regulating software and

medical devices that are used in the healthcare industry. If we are unable to obtain the required regulatory approvals for any such software or medical devices, our short- to long-term business plans for these solutions or medical devices could be delayed or canceled and we could face FDA refusal to grant pre-market clearance or approval of products; withdrawal of existing clearances and approvals; fines, injunctions or civil penalties; recalls or product corrections; production suspensions; and criminal prosecution. FDA regulation of our products could increase our operating costs, delay or prevent the marketing of new or existing products, and adversely affect our revenue growth.

Security and Privacy of Patient Information. Federal, state and local laws regulate the privacy and security of patient records and the circumstances under which those records may be released. These regulations govern both the disclosure and use of confidential patient medical record information and require the users of such information to implement specified security and privacy measures. United States regulations currently in place governing electronic health data transmissions continue to evolve and are often unclear and difficult to apply.

In the United States, HIPAA regulations require national standards for some types of electronic health information transactions and the data elements used in those transactions, security standards to ensure the integrity and confidentiality of health information, and standards to protect the privacy of individually identifiable health information. Covered entities under HIPAA, which include healthcare organizations such as our clients, and our claims processing, transmission and submission services, are required to comply with the privacy standards, transaction regulations and security regulations. Moreover, HITECH and associated regulatory requirements extend many of the HIPAA obligations, formerly imposed only upon covered entities, to business associates as well. As a business associate of our clients who are covered entities, we are in most instances already contractually required to ensure compliance with the HIPAA regulations as they pertain to the handling of covered client data. However, the extension of these HIPAA obligations to business associates by law has created a direct liability risk related to the privacy and security of individually identifiable health information.

Evolving HIPAA and HITECH-related laws or regulations could restrict the ability of our clients to obtain, use or disseminate patient information. This could adversely affect demand for our solutions and devices if they are not re-designed in a timely manner in order to meet the requirements of any new interpretations or regulations that seek to protect the privacy and security of patient data or enable our clients to execute new or modified healthcare transactions. We may need to expend additional capital and software development and other resources to modify our solutions to address these evolving data security and privacy issues. Furthermore, our failure to maintain the confidentiality of sensitive personal information in accordance with the applicable regulatory requirements could damage our reputation and expose us to claims, fines and penalties.

Federal and state statutes and regulations have granted broad enforcement powers to regulatory agencies to investigate and enforce compliance with these privacy and security laws and regulations. Federal and state enforcement personnel have substantial funding, powers and remedies to pursue suspected or perceived violations. If we fail to comply with any applicable laws or regulations, we could be subject to civil penalties, sanctions or other liability. Enforcement investigations, even if meritless, could have a negative impact on our reputation, cause us to lose existing clients or limit our ability to attract new clients.

ARRA Meaningful Use Program. The ARRA initially required "meaningful use of certified electronic health record technology" by healthcare providers by 2015 in order to receive limited incentive payments and to avoid related reduced reimbursement rates for Medicare claims. Related standards and specifications are subject to interpretation by the entities designated to certify such technology. While a combination of our solutions has been certified as meeting stage one, stage two, and stage three standards for certified electronic health record technology, the regulatory standards to achieve certification will continue to evolve over time. We may incur increased development costs and delays in delivering solutions if we need to upgrade our software or healthcare devices to be in compliance with these varying and evolving standards. In addition, further delays in interpreting these standards may result in postponement or cancellation of our clients' decisions to purchase our software solutions. If our software solutions are not compliant with these evolving standards, our market position and sales could be impaired and we may have to invest significantly in changes to our software solutions.

Interoperability Standards. Our clients are concerned with and often require that our software and systems be interoperable with other third party healthcare information technology systems. Market forces or governmental or regulatory authorities could create software interoperability standards that would apply to our software and systems, and if our software and systems are not consistent with those standards, we could be forced to incur substantial additional development costs. For example, the HITECH Act contains interoperability standards that healthcare providers are required to adhere to in order to receive stimulus funds from the federal government under the ARRA. Compliance with these and related standards is becoming a competitive requirement and, although a combination of our solutions has been certified as meeting all such required interoperability standards to date, maintaining such compliance with these varying and evolving rules may result in increased development costs and delays in upgrading our client software and systems. To the extent these rules are narrowly construed,

subsequently changed or supplemented, or that we are delayed in achieving certification under these evolving rules for applicable products, our clients may postpone or cancel their decisions to purchase or implement our software and systems.

As it relates specifically to interoperability, we are a member of CommonWell Health Alliance ("CommonWell"), a not-for-profit trade association comprised of healthcare information technology vendors devoted to the notion that patient data should be safely, securely and immediately available to patients and healthcare providers to support better care delivery, regardless of where that care occurs. CommonWell is committed to fostering standards that make this possible, and to having healthcare information technology companies embed these capabilities natively and cost effectively into their EHR systems. Despite our membership in CommonWell, there is no guarantee that we will successfully manage the interoperability of our software and systems with third-party health IT providers.

In February 2019, the Office of National Coordinator for Health Information Technology ("ONC") of the U.S. Department of Health and Human Services ("HHS") release a proposed rule titled, "21st Century Cures Act: Interoperablity, Information Blocking, and the ONC Health IT Certification Program." The proposed rule would implement several of the key interoperability provisions included in the 21st Century Cures Act. Specifically, it calls on developers of certified EHRs and health IT products to adopt standardized application programming interfaces ("API's"), which will help allow individuals to securely and easily access structured and unstructured EHI formats using smartphones and other mobile devices. This provision and others included in the new rule would create a potentially lengthy list of new certification and maintenance of certification requirements that developers of EHRs and other health IT products would have to meet in order to maintain approved federal government certification status. Meeting and maintaining this certification status could require additional development costs.

The ONC proposed rule also implements the information blocking provisions of the 21st Century Cure Act, including identifying reasonably and necessary activities that do not constitute information blocking. Under the 21st Century Cures Act, the HHS has the regulatory authority to investigate and assess civil monetary penalties of up to $1,000,000 against health IT developers and/or providers found to be in violation of "information blocking." This new oversight and authority to investigate claims of information blocking creates significant risks for us and our clients and could potentially create substantial new compliance costs.

Standards for Submission of Healthcare Claims. Effective October 2015, CMS mandated the use of new patient codes for reporting medical diagnosis and inpatient procedures, referred to as the ICD-10 codes. CMS requires all providers, payors, clearinghouses and billing services to utilize these ICD-10 codes when submitting claims for payment. ICD-10 codes affect medical diagnosis and inpatient procedure coding for everyone covered by HIPAA, not just those who submit Medicare or Medicaid claims. Claims for services must use ICD-10 codes for medical diagnosis and inpatient procedures or they will not be paid. While we have successfully implemented the use of ICD-10 codes within our products and services, the possibility exists for similar future mandates by CMS. If our products and services do not accommodate CMS mandates at any future date, clients may cease to use those products and services that are not compliant and may choose alternative vendors and products that are compliant. This could adversely impact future revenues.

RISKS RELATED TO OUR BUSINESS

Competition with companies that have greater financial, technical and marketing resources than we have could result in a loss of clients and/or a lowering of prices for our products, causing a decrease in our revenues and/or market share.

Our principal competitors are Cerner Corporation, Medical Information Technology, Inc. ("Meditech"), and MEDHOST, Inc. These companies compete with us directly in our target market of small and midsize hospitals. They offer products and systems that are comparable to our solutions and address the needs of hospitals in the markets we serve.

Our secondary competitors in the acute care EHR market include Allscripts Healthcare Solutions, Inc., and Epic Systems Corporation. These companies are significantly larger than we are, and they typically sell their products and services to larger hospitals outside of our target market. However, they will sometimes compete with us directly or, more commonly, a larger health system who uses a system provided by one of these competitors will offer it to a smaller hospital as part of a merger or alliance.

We also face competition from providers of practice management systems, general decision support and database systems, and other segment-specific applications. Any of these companies, as well as other technology or healthcare companies could decide at any time to specifically target hospitals within our target market.

Our principal competitors in the post-acute care EHR market are PointClickCare Corporation and MatrixCare, Inc. These companies compete with us directly in our target market of long-term post-acute care facilities. They offer products and systems that are comparable to our system and address the needs of long-term care providers.

Our principal competitors in the business management, consulting and managed IT services market are Healthcare Resource Group, Inc., Resolution Health, Inc., The Outsource Group Inc., Patient Focus, Inc., Xtend Healthcare Inc., Ensemble Health Partners, and nThrive, Inc. All of these companies provide one or more of the services we offer, with their primary focus being on business management services. The services they offer are comparable in scope to the competing services we offer. These companies all focus on providing services to the healthcare market. Secondary competitors include ARx LLC, Citadel Outsource Group LLC, Patient Matters, LLC, KIWI-TEK, LLC, and Aviacode Inc. Our principle competitors for RCM solutions include RelayHealth Corp, SSI Group, LLC, Quadax Inc., Change Healthcare Holdings, Inc., Availity, LLC, and Navicure, Inc. Get Real Health's primary competitors include Relay Health, Get Well Network/Healthloop, Apollo Care Connect, Bridge Paitent Portal, eClinicalWorks Patient Portal, Influence Health, and InteliChart.

A number of existing and potential competitors are more established than we are and have greater name recognition and financial, technical and marketing resources. Products of our competitors may have better performance, lower prices and broader market acceptance than our products. We expect increased competition that could cause us to lose clients, lower our prices to remain competitive and, consequently, experience lower revenues, revenue growth and profit margins.

We may engage in future acquisitions. Such strategic acquisitions may be expensive, time consuming, and subject to other inherent risks which may jeopardize our ability to realize anticipated benefits.

We may acquire additional businesses, technologies and products if we determine that these additional businesses, technologies and products are likely to serve our strategic goals. Acquisitions, including the HHI acquisition, have inherent risks, which may have a material adverse effect on our business, financial condition, operating results or prospects, including, but not limited to the following:

- significant acquisition and integration costs;
- failure to achieve projected synergies and performance targets;
- potentially dilutive issuances of our securities, the incurrence of debt and contingent liabilities and amortization expenses related to intangible assets with indefinite useful lives, which could adversely affect our results of operations and financial condition;
- using cash as acquisition currency may adversely affect interest or investment income, which may in turn adversely affect our earnings and/or earnings per share;
- difficulty in fully or effectively integrating the acquired technologies, software products, services, business practices or personnel, which would prevent us from realizing the intended benefits of the acquisition;
- failure to maintain uniform standard controls, policies and procedures across acquired businesses;
- difficulty in predicting and responding to issues related to product transition such as development, distribution and client support;
- the possible adverse effect of such acquisitions on existing relationships with third party partners and suppliers of technologies and services;
- the possibility that staff or clients of the acquired companies might not accept new ownership and may transition to different technologies or attempt to renegotiate contract terms or relationships, including maintenance or support agreements;
- the assumption of known and unknown liabilities;
- the possibility that the due diligence process in any such acquisition may not completely identify material issues associated with product quality, product architecture, product development, intellectual property issues, key personnel issues or legal and financial contingencies, including any deficiencies in internal controls and procedures and the costs associated with remedying such deficiencies;
- difficulty in entering geographic and/or business markets in which we have no or limited prior experience;
- diversion of management’s attention from other business concerns; and
- the possibility that acquired assets become impaired, requiring us to take a charge to earnings which could be significant.

A failure to successfully integrate acquired businesses or technology in a timely manner could, for any of these reasons, have an adverse effect on our financial condition and results of operations. As a result, we may not be able to realize the expected benefits that we seek to achieve from the acquisitions, which could also affect our ability to service our debt obligations. In addition, we may be required to spend additional time or money on integration that otherwise would be spent on the development and expansion of our business.

If we are unable to attract and retain qualified client service and support personnel, our business and operating results will suffer.

Our client service and support is a key component of our business. Most of our hospital clients have small information technology staffs, and they depend on us to service and support their systems. Future difficulty in attracting, training and retaining capable client service and support personnel could cause a decrease in the overall quality of our client service and support. That decrease would have a negative effect on client satisfaction which could cause us to lose existing clients and could have an adverse effect on our new client sales. The loss of clients due to inadequate client service and support would negatively impact our ability to continue to grow our business.

We periodically have restructured our sales force, which can be disruptive.

We continue to rely heavily on our direct sales force. Periodically, we have restructured or made other adjustments to our sales force in response to factors such as product changes, geographical coverage and other internal considerations. Change in the structures of the sales force and sales force management can result in temporary lack of focus and reduced productivity that may affect revenues in one or more quarters. Future restructuring of our sales force could occur, and if so we may again experience the adverse transition issues associated with such restructuring.

We do not have employment or non-competition agreements with most of our key personnel, and their departure could harm our future success.

Our future success depends to a significant extent on the leadership and performance of our chief executive officer and other executive officers. We do not have employment or non-competition agreements with any of our executive officers. Therefore, they may terminate their employment with us at any time and may compete against us. The loss of the services of any of our executive officers could have a material adverse effect on our business, financial condition and results of operations.

If we are unable to manage our growth in the new markets we may enter, our business and financial results could suffer.

Our future financial results will depend in part on our ability to profitably manage our business in new markets that we may enter. We are engaging in the strategic identification of, and competition for, growth and expansion opportunities in new markets or offerings. In order to successfully execute on these future initiatives, we will need to, among other things, manage changing business conditions and develop expertise in areas outside of our business's traditional core competencies. Difficulties in managing future growth in new markets could have a significant negative impact on our business, financial condition and results of operations.

Our international business activities and processes expose us to numerous and often conflicting laws, regulations, policies, standards or other requirements, and to risks that could harm our business, financial condition and results of operations.

Our subsidiary, Get Real Health, sells patient engagement technology to hospital systems and government agencies in Canada, Australia, England, and the Netherlands, directly and through resellers, and Evident has had limited sales of EHR software to government agencies in Canada and the Caribbean. Our business in these countries is subject to numerous risks inherent in international business operations. Among others, these risks include:

- data protection and privacy regulations regarding access by government authorities to customer, partner, or employee data;
- data residency requirements (the requirement to store certain data only in and, in some cases, also to access such data only from within a certain jurisdiction);
- conflict and overlap among tax regimes;
- possible tax constraints impeding business operations in certain countries;
- expenses associated with the localization of our products and compliance with local regulatory requirements;

- discriminatory or conflicting fiscal policies;
- operational difficulties in countries with a high corruption perception index;
- difficulties enforcing intellectual property and contractual rights in certain jurisdictions;
- country-specific software certification requirements;
- compliance with various industry standards; and
- market volatilities or workforce restrictions due to changing laws and regulations resulting from political decisions (e.g. Brexit, government elections).

As we expand into new countries and markets, these risks could intensify. The application of the respective local laws and regulations to our business is sometimes unclear, subject to change over time, and often conflicting among jurisdictions. Additionally, these laws and government approaches to enforcement are continuing to change and evolve, just as our products and services continually evolve. Compliance with these varying laws and regulations could involve significant costs or require changes in products or business practices. Non-compliance could result in the imposition of penalties or cessation of orders due to alleged non-compliant activity. We do not believe we have engaged in any activities sanctionable under these laws and regulations, but governmental authorities could use considerable discretion in applying these statutes and any imposition of sanctions against us could be material. One or more of these factors could have an adverse effect on our operations globally or in one or more countries or regions, which could have an adverse effect on our business, financial condition and results of operations.

As a result of the inherent limitations in our internal control over financial reporting, misstatements due to error or fraud may occur and not be detected.

Our disclosure controls and procedures are designed to provide reasonable assurance that information required to be disclosed by us in reports we file with or submit to the SEC under the Securities Exchange Act of 1934 (“Exchange Act”) is accumulated and communicated to management and recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms. We believe that any disclosure controls and procedures or internal controls and procedures, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. In addition, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by an unauthorized override of the controls.

We face the risks and uncertainties that are associated with litigation against us, which may adversely impact our marketing, distract management and have a negative impact upon our business, results of operations and financial condition.

We face the risks associated with litigation concerning the operation of our business. For example, companies in our industry, including many of our competitors, have been subject to litigation based on allegations of patent infringement or other violations of intellectual property rights. In particular, patent holding companies often engage in litigation to seek to monetize patents that they have obtained. As the number of competitors, patents and patent holding companies in our industry increases, the functionality of our products and services expands, and we enter into new geographies and markets, the number of intellectual property rights-related actions against us is likely to continue to increase. The uncertainty associated with substantial unresolved litigation may have an adverse effect on our business. In particular, such litigation could impair our relationships with existing clients and our ability to obtain new clients. Defending such litigation may result in a diversion of management's time and attention away from business operations, which could have an adverse effect on our business, results of operations and financial condition. Such litigation may also have the effect of discouraging potential acquirers from bidding for us or reducing the consideration such acquirers would otherwise be willing to pay in connection with an acquisition.

There can be no assurance that such litigation will not result in liability in excess of our insurance coverage, that our insurance will cover such claims or that appropriate insurance will continue to be available to us in the future at commercially reasonable rates.

RISKS RELATED TO OUR PRODUCTS AND SERVICES

Our failure to develop new products or enhance current products in response to market demands could adversely impact our competitive position and require substantial capital resources to correct.

The needs of hospitals in our target market are subject to rapid change due to government regulation, trends in clinical care practices and technological advancements. As a result of these changes, our products may quickly become obsolete or less competitive. New product introductions and enhancements by our competitors that more effectively or timely respond to changing industry needs may weaken our competitive position.

We continually redesign and enhance our products to incorporate new technologies and adapt our products to ever-changing hardware and software platforms. Often we face difficult choices regarding which new technologies to adopt. If we fail to anticipate or respond adequately to technological advancements, or experience significant delays in product development or introduction, our competitive position could be negatively affected. Moreover, our failure to offer products acceptable to our target market could require us to make significant capital investments and incur higher operating costs to redesign our products, which could negatively affect our financial condition and operating results.

Our products assist clinical decision-making and related care by capturing, maintaining and reporting relevant patient data. If our products fail to provide accurate and timely information, our clients could assert claims against us that could result in substantial cost to us, harm our reputation in the industry and cause demand for our products to decline.

We provide products that assist clinical decision-making and related care by capturing, maintaining and reporting relevant patient data. Our products could fail or produce inaccurate results due to a variety of reasons, including mechanical error, product flaws, faulty installation and/or human error during the initial data conversion. If our products fail to provide accurate and timely information, clients and/or patients could sue us to hold us responsible for losses they incur from these errors. These lawsuits, regardless of merit or outcome, could result in substantial cost to us, divert management's attention from operations and decrease market acceptance of our products. We attempt to limit by contract our liability for damages arising from negligence, errors or mistakes. Despite this precaution, such contract provisions may not be enforceable or may not otherwise protect us from liability for damages. We maintain general liability insurance coverage, including coverage for errors or omissions. However, this coverage may not be sufficient to cover one or more large claims against us or otherwise continue to be available on terms acceptable to us. In addition, the insurer could disclaim coverage as to any future claim.

Breaches of security and viruses in our systems could result in client claims against us and harm to our reputation causing us to incur expenses and/or lose clients.

In the course of our business operations, we compile and transmit confidential information, including patient health information. We have included security features in our systems that are intended to protect the privacy and integrity of this information. Despite the existence of these security features, our system may experience break-ins and similar disruptive problems that could jeopardize the security of information stored in and transmitted through the information technology networks of our clients. In addition, the other systems with which we may interface, such as the Internet and related systems, may be vulnerable to security breaches, viruses, programming errors or similar disruptive problems. Based on the size of our company, the industry in which we operate, and the overall percentage of impacted companies in the same or similar industry, it is probable there will be attempts to breach our security. Healthcare information has become a prime target for attackers based on the value of the information and, therefore, has the potential to increase the risk of us experiencing a cyber attack.

Our systems have experienced various immaterial breaches in the past, including ransomware, denial-of-service, malware, and phishing. Also, our business partners have experienced security breaches, which is disruptive for our customers. While these events have not had an adverse impact on our business or financial condition, security breaches such as these could have a material adverse effect on our financial condition, as, (a) clients could sue us for breaches of security involving our system due to the sensitivity of the medical information we compile and transmit; (b) actual or perceived security breaches in our system could harm the market perception of our products which could cause us to lose existing and prospective clients; and (c) the effect of security breaches and related issues could disrupt our ability to perform certain key business functions and could potentially reduce demand for our products and services. Accordingly, we have expended significant resources toward establishing and enhancing the security of our related infrastructures and we have enhanced our cybersecurity risk management program and disclosure controls and procedures, as discussed under "Business - Our Products and Services." However, no assurance can be given that these efforts will be sufficient to protect against a breach or other cybersecurity incident. Also, maintaining and enhancing our infrastructure security may require us to expend significant capital in the future.

New products that we introduce or enhancements to our existing products may contain undetected errors or problems that could affect client satisfaction and cause a decrease in revenues.

Highly complex software products such as ours sometimes contain undetected errors or failures when first introduced or when updates and new versions are released. Tests of our products may not detect bugs or errors because it is difficult to simulate our clients' wide variety of computing environments. Despite extensive testing, from time to time we have discovered

defects or errors in our products. Defects or errors discovered in our products could cause delays in product introductions and shipments, result in increased costs and diversion of development resources, require design modifications, decrease market acceptance or client satisfaction with our products, cause a loss of revenue, result in legal actions by our clients and cause increased insurance costs.

We may not be successful in convincing customers to migrate to current or future releases of our products, which may lead to reduced services and maintenance revenues and less future business from existing customers.

Our customers may not be willing to incur the costs or invest the resources necessary to complete upgrades to current or future releases of our products. This may lead to our loss of services and maintenance revenues and future business from customers that continue to operate prior versions of our products or choose to no longer use our products.

Failure to maintain our margins and service rates for implementation services could have a material adverse effect on our operating performance and financial condition.

A significant portion of our revenues is derived from implementation services. If we fail to scope our implementation projects correctly, our services margins may suffer. We bill for implementation services predominately on an hourly or daily basis (time and materials) and sometimes under fixed price contracts, and we generally recognize revenue from those services as we perform the work. If we are not able to maintain the current service rates for our time and materials implementation services, without corresponding cost reductions, or if the percentage of fixed price contracts increases and we underestimate the costs of our fixed price contracts, our operating performance may suffer. The rates we charge for our implementation services depend on a number of factors, including the following:

- perceptions of our ability to add value through our implementation services;
- complexity of services performed;
- competition;
- pricing policies of our competitors and of systems integrators;
- the use of globally sourced, lower-cost service delivery capabilities within our industry; and
- economic, political and market conditions.

Services revenues carry lower gross margins than license revenues and an overall increase in services revenues as a percentage of total revenues could have an adverse impact on our business.

Because our service revenues have lower gross margins than do our license revenues, an increase in the percentage of total revenues represented by service revenues could have a detrimental impact on our overall gross margins and could adversely affect operating results.

We may be subject to liability in the event we provide inaccurate claims data to payors.

We offer electronic claims submission services as part of our business management services. While we have implemented certain product features designed to maximize the accuracy and completeness of claims submissions, these features may not be sufficient to prevent inaccurate claims data from being submitted to payors. Should inaccurate claims data be submitted to payors, we may be subject to liability claims.

We may experience liability claims arising out of the licensing of our software and provision of services.

Our agreements normally contain provisions designed to limit our exposure to potential liability claims and generally exclude consequential and other forms of extraordinary damages. However, these provisions could be rendered ineffective, invalid or unenforceable by unfavorable judicial decisions or by federal, state, local or foreign laws or ordinances. For example, we may not be able to avoid or limit liability for disputes relating to product performance or the provision of services. If a claim against us were to be successful, we may be required to incur significant expense and pay substantial damages, including consequential or punitive damages, which could have a material adverse effect on our business, operating results and financial condition. Even if we prevail in contesting such a claim, the accompanying publicity could adversely affect the demand for our products and services.

We also rely on certain technology that we license from third parties, including software that is integrated with our internally developed software. Although these third parties generally indemnify us against claims that their technology infringes

on the proprietary rights of others, such indemnification is not always available for all types of intellectual property. Often such third-party indemnifiers are not well capitalized and may not be able to indemnify us in the event that their technology infringes on the proprietary rights of others. As a result, we may face substantial exposure if technology we license from a third party infringes on another party's proprietary rights. Defending such infringement claims, regardless of their validity, could result in significant cost and diversion of resources.

We are dependent on our licenses of rights, products and services from third parties, disruptions of which may cause us to discontinue, delay or reduce product shipments.

We are increasingly dependent upon licenses for some of the technology used in our products as well as other products and services from third-party vendors, and the costs of these licenses have increased in recent years. Most of these arrangements can be continued/renewed only by mutual consent and may be terminated for any number of reasons. We may not be able to continue using the technology, products or services made available to us under these arrangements on commercially reasonable terms or at all. As a result, we may have to discontinue, delay or reduce product shipments or services provided until we can obtain equivalent technology or services. Most of our third-party licenses are non-exclusive. Our competitors may obtain the right to use any of the business elements covered by these arrangements and use these elements to compete directly with us. In addition, if our vendors choose to discontinue providing their technology, products or services in the future or are unsuccessful in their continued research and development efforts, we may not be able to modify or adapt our own products. The operation of our products would be impaired if errors occur in third party technology or content that we incorporate, and we may incur additional costs to repair or replace the defective technology or content. It may be difficult for us to correct any errors in third party products because the products are not within our control.

Because we believe that proprietary rights are material to our success, misappropriation of these rights could limit our ability to compete effectively and adversely affect our financial condition.

We are heavily dependent on the maintenance and protection of our intellectual property and we rely largely on a combination of confidentiality provisions in our client agreements, employee nondisclosure agreements, trademark and trade secret laws and other measures to protect our intellectual property. Additionally, our software is not patented or copyrighted. Although we attempt to control access to our intellectual property, unauthorized persons may attempt to copy or otherwise use our intellectual property. There can be no assurance that the legal protections and precautions we take will be adequate to prevent misappropriation of our technology or that competitors will not independently develop technologies equivalent or superior to ours. Monitoring unauthorized use of our intellectual property is difficult, and the steps we have taken may not prevent unauthorized use. If our competitors gain access to our intellectual property, our competitive position in the industry could be damaged. An inability to compete effectively could cause us to lose existing and potential clients and experience lower revenues, revenue growth and profit margins. Third parties could obtain patents that may require us to negotiate licenses to conduct our business, and the required licenses may not be available on reasonable terms or at all. We also rely on nondisclosure agreements with certain employees, and we cannot be certain that these agreements will not be breached or that we will have adequate remedies for any breach.

If we are deemed to infringe on the intellectual property rights of third parties, we could incur unanticipated expense and be prevented from providing our products and services if we cannot obtain licenses to these rights on commercially acceptable terms.

We do not believe that our operations or products infringe on the intellectual property rights of others. However, there can be no assurance that others will not assert infringement or trade secret claims against us with respect to our current or future products. Many participants in the technology industry have an increasing number of patents and patent applications and have frequently demonstrated a readiness to take legal action based on allegations of patent and other intellectual property infringement. Further, as the number and functionality of our products increase, we believe we may become increasingly subject to the risk of infringement claims. If infringement claims are brought against us, these assertions could distract management. We may have to spend a significant amount of money and time to defend or settle those claims. In addition, claims against third parties from which we purchase software could adversely affect our ability to access third-party software for our systems.

If we were found to infringe on the intellectual property rights of others, we could be forced to pay significant license fees or damages for infringement. If we were unable to obtain licenses to these rights on commercially acceptable terms, we would be required to discontinue the sale of our products that contain the infringing technology. Our clients would also be required to discontinue the use of those products. We are unable to insure against this risk on an economically feasible basis. Even if we were to prevail in an infringement lawsuit, the accompanying publicity could adversely impact the demand for our products. Under some circumstances, we agree to indemnify our clients for some types of infringement claims that may arise

from the use of our products.

Most of our facilities are located in an area vulnerable to hurricanes and tropical storms, and the occurrence of a severe hurricane, similar storm or other natural disaster could cause damage to our facilities and equipment, which could require us to cease or limit our operations.

A significant portion of our facilities and employees are located within 30 miles of the coast of the Gulf of Mexico. Our facilities are vulnerable to significant damage or destruction from hurricanes and tropical storms. We are also vulnerable to damage from other types of disasters, including tornadoes, fires, floods and similar events. If any disaster were to occur, our ability to conduct business at our facilities could be seriously impaired or completely destroyed. This would have adverse consequences for our clients who depend on us for system support or business management, consulting and managed IT services. Also, the servers of clients who use our remote access services could be damaged or destroyed in any such disaster. This would have potentially devastating consequences to those clients. Although we have an emergency recovery plan, including back-up systems in remote locations, there can be no assurance that this plan will effectively prevent the interruption of our business due to a natural disaster. Furthermore, the insurance we maintain may not be adequate to cover our losses resulting from any natural disaster or other business interruption.

Interruptions in our power supply and/or telecommunications capabilities could disrupt our operations, cause us to lose revenues and/or increase our expenses.

We currently have backup generators to be used as alternative sources of power in the event of a loss of power to our facilities. If these generators were to fail during any power outage, we would be temporarily unable to continue operations at our facilities. This would have adverse consequences for our clients who depend on us for system support, business management, and managed IT and professional services. Any such interruption in operations at our facilities could damage our reputation, harm our ability to retain existing clients and obtain new clients, and result in lost revenue and increased insurance and other operating costs.

We also have clients for whom we store and maintain computer servers containing critical patient and administrative data. Those clients access this data remotely through telecommunications lines. If our power generators fail during any power outage or if our telecommunications lines are severed or impaired for any reason, those clients would be unable to access their mission critical data causing an interruption in their operations. In such event our remote access clients and/or their patients could seek to hold us responsible for any losses. We would also potentially lose those clients, and our reputation could be harmed.

We are dependent on the continued and unimpeded access to the Internet by us and our clients, which is not within our control.

We deliver Internet-based services and, accordingly, depend on our ability and the ability of our clients to access the Internet. This access is currently provided by third parties that have significant market power in the broadband and Internet access marketplace, including incumbent telephone companies, cable companies, mobile communications companies and government-owned service providers - all of whom are outside of our control. In the event of any difficulties, outages and delays by Internet service providers, we may be impeded from providing services, resulting in a loss of potential or existing clients.

RISKS RELATED TO OUR INDEBTEDNESS

Volatility in and disruption to the global capital and credit markets and tightened lending standards may adversely affect our ability to access credit in the future, the cost of any credit obtained in the future, and the financial soundness of our clients and our business.

Domestic and international events have frequently resulted in volatility and disruption to the global capital and credit markets, often adversely affecting the availability, terms and cost of credit. Although we believe that our operating cash flow and financial assets will give us the ability to meet our financing needs for the foreseeable future, there can be no assurance that the volatility and disruption in the global capital and credit markets will not impair our liquidity or increase the costs of any future borrowing.

Our business could also be negatively impacted to the extent that our hospital clients continue to face tight capital and credit markets and other disruptions resulting from the prior economic recession or cuts in Medicare and Medicaid funding. Hospitals may modify, delay or cancel plans to purchase our software systems or services. Additionally, if hospitals' operating and financial performance deteriorates, or if they are unable to make scheduled payments or obtain credit, they may not be able

to pay, or may delay payment of, accounts receivable owed to us. Any inability of clients to pay us for our products and services may adversely affect our earnings and cash flow.

Tightened lending standards and the absence of third-party credit has resulted in many of our hospital clients seeking financing arrangements from us to purchase our software systems and services. These financing arrangements impact our short-term operating cash flow and cash available. Should the requests for these financing arrangements continue or increase, our business could be negatively impacted by our inability to finance these arrangements. In addition, the absence of credit could negatively impact our existing financing receivables should our clients with financing arrangements be unable to meet their obligations.

Our substantial indebtedness may adversely affect our available cash flow and our ability to operate our business, remain in compliance with debt covenants and make payments on our indebtedness.

In connection with the acquisition of HHI we incurred substantial indebtedness. As of December 31, 2019, we had approximately $108.8 million of indebtedness, which includes $88.8 million under our term loan facility and $20.0 million borrowed under our revolving credit facility. We also had $30.0 million of unused commitments under our revolving credit facility as of December 31, 2019.

Our substantial indebtedness increases the possibility that we may be unable to generate cash sufficient to pay, when due, the principal of, interest on or other amounts due in respect of our indebtedness. Our substantial indebtedness, combined with our other financial obligations and contractual commitments, could have important consequences. For example, it could:

- make it more difficult for us to satisfy our obligations with respect to our indebtedness, and any failure to comply with the obligations under any of our debt instruments, including restrictive covenants, could result in an event of default under such instruments;
- make us more vulnerable to adverse changes in general economic, industry and competitive conditions and adverse changes in government regulation;
- require us to dedicate a substantial portion of our cash flow from operations to payments on our indebtedness, thereby reducing the availability of our cash flow to fund working capital, capital expenditures, acquisitions and other general corporate purposes;
- limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate;
- place us at a competitive disadvantage compared to our competitors that are less highly leveraged and therefore able to take advantage of opportunities that our indebtedness prevents us from exploiting; and
- limit our ability to borrow additional amounts for working capital, capital expenditures, acquisitions, debt service requirements, execution of our business strategy or other purposes.

Any of the above listed factors could have a material adverse effect on our business, prospects, results of operations and financial condition. Furthermore, our interest expense could increase if interest rates increase because our debt bears interest at floating rates, which could adversely affect our cash flows. If we do not have sufficient earnings to service our debt, we may be required to refinance all or part of our existing debt, sell assets, borrow more money or sell securities, none of which we can guarantee we will be able to do.

In addition, the credit agreement governing our term loan facility and revolving credit facility contains restrictive covenants that limit our ability to engage in activities that may be in our long-term best interests. A breach of any of these restrictive covenants, if not cured or waived, could result in an event of default that could trigger acceleration of our indebtedness and may result in the acceleration of or default under any other debt to which a cross-acceleration or cross-default provision applies, which could have a material adverse effect on our business and financial condition. The credit agreement requires compliance with a consolidated leverage ratio test. In addition, the credit agreement requires prepayment of the outstanding indebtedness thereunder if we have certain excess cash flow, as described therein. The credit agreement requires us to mandatorily prepay the term loan facility and amounts borrowed under the revolving credit facility with net cash proceeds from certain financing and other transactions. Additionally, the credit agreement requires repayment of the facilities with 50% of excess cash flow (minus certain specified other payments), subject to elimination if our consolidated leverage ratio is less than or equal to 2.5 to 1.0.

Despite our current indebtedness levels, we and our subsidiaries may still be able to incur substantially more debt, which could exacerbate the risks associated with our substantial leverage.

We and our subsidiaries may be able to incur substantial additional indebtedness in the future, including secured indebtedness. Although the credit agreement governing our term loan facility and revolving credit facility contains restrictions on the incurrence of additional indebtedness, these restrictions are subject to a number of significant qualifications and exceptions, and the indebtedness incurred in compliance with these restrictions could be substantial. If new debt is added to our or our subsidiaries' current debt levels, the related risks that we face would be increased.

To service our indebtedness, we will require a significant amount of cash. Our ability to generate cash depends on many factors beyond our control, and any failure to meet our debt service obligations could have a material adverse effect on our business, prospects, results of operations and financial condition.

Our ability to pay interest on and principal of our debt obligations principally depends upon our operating performance. As a result, prevailing economic conditions and financial, business and other factors, many of which are beyond our control, will affect our ability to make these payments.

If we do not generate sufficient cash flow from operations to satisfy our debt service obligations, we may have to undertake alternative financing plans, such as refinancing or restructuring our indebtedness, selling assets, reducing or delaying capital investments or capital expenditures or seeking to raise additional capital. Our ability to restructure or refinance our debt, if at all, will depend on the condition of the capital markets and our financial condition at such time. Any refinancing of our debt could be at higher interest rates and may require us to comply with more onerous covenants, which could further restrict our business operations. In addition, the terms of existing or future debt instruments may restrict us from adopting some of these alternatives. Our inability to generate sufficient cash flow to satisfy our debt service obligations, or to refinance our obligations at all or on commercially reasonable terms, could affect our ability to satisfy our debt obligations and have a material adverse effect on our business, prospects, results of operations and financial condition.

The terms of the credit agreement governing our term loan facility and revolving credit facility may restrict our current and future operations, particularly our ability to respond to changes in our business or to take certain actions.

Our term loan facility and revolving credit facility contain, and any future indebtedness of ours would likely contain, a number of restrictive covenants that impose significant operating restrictions, including restrictions on our ability to engage in acts that may be in our best long-term interests.

The credit agreement governing our term loan facility and revolving credit facility includes covenants restricting, among other things, our ability to:

- incur additional debt;
- incur liens and encumbrances;
- pay dividends on our equity securities or payments to redeem, repurchase or retire our equity securities;
- enter into restrictive agreements;
- make investments, loans and acquisitions;
- merge or consolidate with any other person;
- dispose of assets;
- enter into sale and leaseback transactions;
- engage in transactions with our affiliates; and
- materially alter the business we conduct.

The operating restrictions and covenants in these debt agreements and any future financing agreements may adversely affect our ability to finance future operations or capital needs or to engage in other business activities. Our ability to comply with these covenants may be affected by events beyond our control, and any material deviations from our forecasts could require us to seek waivers or amendments of covenants, alternative sources of financing or reductions in expenditures. In addition, the outstanding indebtedness under our term loan facility and revolving credit facility is, subject to certain exceptions, secured by security interests in substantially all of our and the subsidiary guarantors' tangible and intangible assets (subject to certain exceptions). A breach of any of the restrictive covenants in the credit agreement governing our term loan facility and revolving credit facility would result in a default, and our lenders may elect to declare all outstanding borrowings, together with

accrued interest and other fees, to be immediately due and payable, or enforce and foreclose on their security interest and liquidate some or all of such pledged assets. The lenders under our term loan facility and revolving credit facility also have the right in these circumstances to terminate any commitments they have to provide further borrowings.

We are exposed to market risk related to interest rate changes.

We are exposed to market risk related to changes in interest rates as a result of the floating interest rates applicable to the outstanding debt under our term loan facility and revolving credit facility. The interest rate for the outstanding debt under our term loan facility and revolving credit facility as of December 31, 2019 was 4.0%. Borrowings under our term loan facility and revolving credit facility bear interest at a base rate, a LIBOR rate, or a combination of the two, as elected by us, plus an applicable margin. The base rate is determined by reference to the greatest of (a) the prime lending rate of Regions Bank, (b) the federal funds rate for the relevant interest period plus one half of one percent per annum and (c) the one month LIBOR rate plus one percent per annum. The LIBOR rate is determined by reference to the interest rate for dollar deposits in the London interbank market for the interest period relevant to such borrowings, adjusted as set forth in the credit agreement. There is no cap on the maximum interest rate for borrowings under our term loan facility and revolving credit facility.

RISKS RELATED TO OUR COMMON STOCK

We are subject to changes in and interpretations of financial accounting matters that govern the measurement of our performance, one or more of which could adversely affect our business, financial condition, cash flows, revenue and results of operations.

Based on our reading and interpretations of relevant guidance, principles or concepts issued by, among other authorities, the American Institute of Certified Public Accountants, the Financial Accounting Standards Board and the Securities and Exchange Commission, we believe revenue received pursuant to our current sales and licensing contract terms and business arrangements have been properly recognized. However, there continue to be issued interpretations and guidance for applying the relevant standards to a wide range of sales and licensing contract terms and business arrangements that are prevalent in the software industry. Future interpretations or changes by the regulators of existing accounting standards, including Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 606, or changes in our business practices could result in changes in our revenue recognition and/or other accounting policies and practices that could adversely affect our business, financial condition, cash flows, revenue and results of operations.

We may be required to record a significant charge to earnings if our goodwill or intangible assets become impaired.

We are required under U.S. generally accepted accounting principles ("U.S. GAAP") to test our goodwill for impairment annually or more frequently if indicators for potential impairment exist. Indicators that are considered include significant changes in performance relative to expected operating results, significant changes in the use of the assets, significant negative industry, or economic trends, or a significant decline in the Company's stock price and/or market capitalization for a sustained period of time. In addition, we periodically review our intangible assets for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable. Factors that may be considered a change in circumstances indicating that the carrying value of our intangible assets may not be recoverable include slower growth rates, the loss of significant clients, or divestiture of a business or asset for less than its carrying value. We may be required to record a significant charge to earnings in our consolidated financial statements during the period in which any impairment of our goodwill or intangible assets is determined. For example, we recorded a goodwill impairment charge of $28.0 million in the fourth quarter of 2017 relating to our Post-acute Care EHR reporting unit, which consists soley of American HealthTech, which we acquired in January 2016 as part of our acquisition of HHI. This impairment charge had a significant negative effect on our consolidated net income for the year ended December 31, 2017.

Any future impairment charges could have a material adverse impact on our results of operations. There are inherent uncertainties in management's estimates, judgments and assumptions used in assessing recoverability of goodwill and intangible assets. Any changes in key assumptions, including failure to meet business plans, a deterioration in the market, or other unanticipated events and circumstances, may affect the accuracy or validity of such estimates and could potentially result in an impairment charge.

The unpredictability of our quarterly operating results may cause us to fail to meet revenues or earnings expectations which could cause the price of our common stock to fluctuate or decline.

There is no assurance that consistent quarterly growth in our business will occur. Our quarterly revenues may fluctuate and may be difficult to forecast for a variety of reasons. For example, prospective clients often take significant time evaluating our system and related services before making a purchase decision. Moreover, a prospective client who has placed an order for

our system could decide to cancel that order or postpone installation of the ordered system. If a prospective client delays or cancels a scheduled system installation during any quarter, we may not be able to schedule a substitute system installation during that quarter. The amount of revenues that would have been generated from that installation will be postponed or lost. The possibility of delays or cancellations of scheduled system installations could cause our quarterly revenues to fluctuate.

The following factors may also affect demand for our products and services and cause our quarterly revenues to fluctuate:

- changes in client budgets and purchasing priorities;
- the ability of our clients to obtain financing for the purchase of our products;
- the financial stability of our clients;
- the specific mix of software, hardware and services in orders from clients;
- the timing of new product announcements and product introductions by us and our competitors;
- market acceptance of new products, product enhancements and services from us and our competitors;
- product and price competition;
- our success in expanding our sales and marketing programs;
- the availability and cost of system components;
- delay of revenue recognition to future quarters due to an increase in the sales of our remote access SaaS services;
- the length of sales cycles and installation processes;
- changes in revenue recognition or other accounting guidelines employed by us and/or established by the Financial Accounting Standards Board or other rulemaking bodies;
- accounting policies concerning the timing of recognition of revenue;
- personnel changes; and
- general market and economic factors.

Variations in our quarterly revenues may adversely affect our operating results. In each fiscal quarter, our expense levels, operating costs and hiring plans are based on projections of future revenues and are relatively fixed. Because a significant percentage of our expenses are relatively fixed, a variation in the timing of systems sales, implementations and installations can cause significant variations in operating results from quarter to quarter. As a result, we believe that interim period-to-period comparisons of our results of operations are not necessarily meaningful and should not be relied upon as indications of future performance. Further, our historical operating results are not necessarily indicative of future performance for any particular period.

Due to all of the foregoing factors, it is possible that our operating results may be below the expectations of securities analysts and investors. In such event, the price of our common stock would likely be adversely affected.

Our common stock price has periodically experienced significant volatility, which could result in substantial losses for investors purchasing shares of our common stock and in litigation against us.

Volatility may be caused by a number of factors including but not limited to:

- actual or anticipated quarterly variations in operating results;
- rumors about our performance, software solutions, or merger and acquisition activity;
- changes in expectations of future financial performance or changes in estimates of securities analysts;
- governmental regulatory action;
- healthcare reform measures;

- client relationship developments;
- purchases or sales of Company stock;
- changes occurring in the markets in general;
- macroeconomic conditions, both nationally and internationally; and
- other factors, many of which are beyond our control.

Furthermore, the stock market in general, and the market for software, healthcare and high technology companies in particular, has experienced significant volatility in recent years that often has been unrelated to the operating performance of particular companies. These broad market and industry fluctuations may adversely affect the trading price of our common stock, regardless of actual operating performance.

Moreover, in the past, securities class action litigation has often been brought against a company following periods of volatility in the market price of its securities. We may in the future be the target of similar litigation. Securities litigation could result in substantial costs and divert management's attention and resources.

If we fail to maintain effective internal control over financial reporting, this may adversely affect investor confidence in our company and, as a result, the value of our common stock.

We are required under Section 404 of the Sarbanes-Oxley Act to furnish a report by management on the effectiveness of our internal control over financial reporting and to include a report by our independent auditors attesting to such effectiveness. Any failure by us to maintain effective internal control over financial reporting could adversely affect our ability to report accurately our financial condition or results of operations.

If we are unable to maintain effective internal control over financial reporting, or if our independent auditors determine that we have a material weakness in our internal control over financial reporting, we could lose investor confidence in the accuracy and completeness of our financial reports, the market price of our common stock could decline, and we could be subject to sanctions or investigations by the SEC or other regulatory authorities. Failure to remedy any material weakness in our internal control over financial reporting, or to implement or maintain other effective control systems required of public companies, also could restrict our future access to the capital markets.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

Our corporate campus is located on approximately 16.5 acres in Mobile, Alabama and includes approximately 135,500 square feet of office space. Our main campus headquarters building consists of approximately 66,000 square feet of office and warehouse space. We also have eleven additional smaller campus buildings consisting of approximately 6,000 square feet of office space each and an additional campus building consisting of approximately 3,500 square feet. The Company also owns 11.3 acres of undeveloped real property adjacent to our corporate campus.

We lease the remainder of our facilities in various locations in the United States, including: Fairhope, Alabama; Pottsville, Pennsylvania; Lanett, Alabama; Mobile, Alabama; Monroe, Louisiana; Glenwood, Minnesota; Marshall, Minnesota; Plymouth, Minnesota; Ridgeland, Mississippi, and Ridgeland, Maryland. The terms of these leases generally range in length from one to twelve years, and all of the leases contain options to incrementally extend the lease period. During 2020, we have one lease which will expire and the Company will not renew: Lanett, Alabama.

ITEM 3. LEGAL PROCEEDINGS

From time to time, we are involved in routine litigation that arises in the ordinary course of business. We are not currently involved in any claims outside the ordinary course of business that are material to our financial condition or results of operations.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market for CPSI Common Stock

As of March 9, 2020, there were approximately 113 registered holders of our common stock, as provided to us by our transfer agent. This number does not include the number of beneficial owners whose shares are held in "street" names by broker-dealers and other institutions who hold shares on behalf of their clients. As of March 9, 2020, there were 14,356,296 shares of common stock outstanding.

CPSI's common stock is listed on the NASDAQ Global Select Market under the symbol "CPSI."

Dividends

On November 2, 2017, the Company announced that our Board of Directors adopted a fixed dividend policy for the payment of quarterly dividends. The policy provides for dividends to be paid quarterly in an amount of $0.10 per share. We believe that paying dividends is an effective way of providing an investment return to our stockholders and a beneficial use of our cash. However, the declaration of dividends by CPSI is subject to the discretion of our Board of Directors. Our Board of Directors will take into account such matters as general business conditions, capital needs, our financial results, available liquidity and such other factors as our Board of Directors may deem relevant. Additionally, the terms of our Credit Agreement restrict our ability to pay dividends. See Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations, "Liquidity and Capital Resources-Credit Agreement" included herein.

ITEM 6. SELECTED FINANCIAL DATA

	Year Ended December 31,				
(In thousands, except for per share data)	**2019**	**2018**	**2017**	**2016**	**2015**
INCOME DATA:					
Total sales revenues	$ 274,634	$ 280,411	$ 276,927	$ 267,272	$ 182,174
Total costs of sales	130,489	130,683	129,654	133,538	87,716
Gross profit	144,145	149,728	147,273	133,734	94,458
Total operating expenses*	119,562	124,846	152,087	119,359	69,372
Operating income (loss)*	24,583	24,882	(4,814)	14,375	25,086
Total other income (expense)	(887)	(6,774)	(8,669)	(6,389)	405
Income (loss) before taxes*	23,696	18,108	(13,483)	7,986	25,491
Provision for income taxes	3,228	476	3,933	4,053	7,148
Net Income (loss)*	$ 20,468	$ 17,632	$ (17,416)	$ 3,933	$ 18,343
Net income (loss) per share - basic*	$ 1.43	$ 1.26	$ (1.27)	$ .29	$ 1.62
Net income (loss) per share - diluted*	$ 1.43	$ 1.26	$ (1.27)	$ .29	$ 1.62
Weighted average shares outstanding:					
Basic	13,778	13,561	13,419	13,255	11,083
Diluted	13,778	13,568	13,419	13,255	11,083
Cash dividends declared per common share	$ .40	$ .40	$ .85	$ 1.86	$ 2.56

	As of December 31,				
	2019	**2018**	**2017**	**2016**	**2015**
BALANCE SHEET DATA					
Cash and cash equivalents	$ 7,357	$ 5,732	$ 520	$ 2,220	$ 24,951
Working capital	24,902	31,435	17,028	13,604	57,136
Total assets	339,589	327,746	318,216	339,150	92,788
Total current liabilities	41,930	38,503	40,849	30,945	17,422
Total long-term obligations	113,312	129,460	141,281	150,235	—
Total stockholders' equity	184,347	159,783	136,086	157,970	75,366

* Year ended December 31, 2017 is inclusive of a $28.0 million ($2.09 per share) non-cash goodwill impairment expense.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion of our financial condition and results of operations in conjunction with the "Selected Financial Data" and our financial statements and the related notes included elsewhere in this Annual Report. This discussion and analysis contains forward-looking statements that involve risks, uncertainties and assumptions. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of many factors, including but not limited to those set forth under "Risk Factors" and elsewhere in this Annual Report.

Background

CPSI is a leading provider of healthcare solutions and services for community hospitals and other healthcare systems and post-acute care facilities. Founded in 1979, CPSI offers its products and services through four companies - Evident, LLC ("Evident"), TruBridge, LLC ("TruBridge"), American HealthTech, Inc. ("AHT"), and iNetXperts, Corp. d/b/a Get Real Health ("Get Real Health"). These combined companies are focused on improving the health of the communities we serve, connecting communities for a better patient care experience, and improving the financial operations of our clients. The individual contributions of each of these companies towards this combined focus are as follows:

- Evident, which makes up our Acute Care EHR reporting segment, provides comprehensive acute care electronic health record ("EHR") solutions, Thrive and Centriq, and related services for community hospitals and their physician clinics.
- AHT, which makes up our Post-acute Care EHR reporting segment, provides a comprehensive post-acute care EHR solution and related services for skilled nursing and assisted living facilities.
- TruBridge, our third reporting segment, focuses on providing business management, consulting, and managed IT services along with its complete revenue cycle management ("RCM") solution for all care settings, regardless of their primary healthcare information solutions provider.
- Get Real Health, included within our TruBridge segment, delivers technology solutions to improve patient outcomes and engagement strategies with care providers.

Our companies currently support approximately 800 acute care facilities and approximately 3,300 post-acute care facilities with a geographically diverse customer mix within the domestic community healthcare market. Our clients primarily consist of community hospitals with fewer than 200 acute care beds, with hospitals having fewer than 100 beds comprising approximately 98% of our acute care EHR client base.

See Note 17 to the consolidated financial statements included herein for additional information on our three reportable segments.

Management Overview

Through much of our history, our strategy has been to achieve meaningful long-term revenue growth through sales of healthcare IT systems and related services to existing and new clients within our target market. Prospectively, our ability to continue to realize long-term revenue growth is largely dependent on our ability to sell new and additional products and services to our existing customer base, including cross-selling opportunities presented between our operating segments, Acute Care EHR, Post-acute Care EHR, and TruBridge. As a result, retention of existing EHR customers is a key component of our long-term growth strategy by protecting this base of potential cross-sell customers, while at the same time serving as a leading indicator of our market position and stability of revenues and cash flows.

Additionally, as we consider the long-term growth prospects of our business, we are seeking to further stabilize our revenues and cash flows and leverage TruBridge services as a growth agent in light of a relatively mature EHR marketplace. As a result, we are placing ever-increasing value in further developing our already significant recurring revenue base. As such, maintaining and growing recurring revenues are additional key components of our long-term growth strategy, aided by the aforementioned focus on customer retention, and includes a renewed focus on driving demand for subscriptions for our existing technology solutions and expanding the footprint for TruBridge services beyond our EHR customer base.

Our business model is designed such that, as revenue growth materializes, earnings and profitability growth are naturally bolstered through the increased margin realization afforded us by operating leverage. Once a hospital has installed our solutions, we continue to provide support services to the customer on a continuing basis and make available to the customer our

broad portfolio of business management, consulting, and managed IT services, all of which contribute to recurring revenue growth. The provision of these recurring revenue services typically requires fewer resources than the initial system installation, resulting in increased overall gross margins and operating margins. We also look to increase margins through cost containment measures where appropriate as we continue to leverage opportunities for greater operating efficiencies of the combined entity.

Turbulence in the U.S. and worldwide economies and financial markets impacts almost all industries. While the healthcare industry is not immune to economic cycles, we believe it is more significantly affected by U.S. regulatory and national health initiatives than by the economic cycles of our economy. Additionally, healthcare organizations with a large dependency on Medicare and Medicaid populations, such as community hospitals, have been affected by the challenging financial condition of the federal government and many state governments and government programs. Accordingly, we recognize that prospective hospital clients often do not have the necessary capital to make investments in information technology. Additionally, in response to these challenges, hospitals have become more selective regarding where they invest capital, resulting in a focus on strategic spending that generates a return on their investment. Despite these challenges, we believe healthcare information technology is often viewed as more strategically beneficial to hospitals than other possible purchases because the technology also plays an important role in healthcare by improving safety and efficiency and reducing costs. Additionally, we believe most hospitals recognize that they must invest in healthcare information technology to meet current and future regulatory, compliance and government reimbursement requirements.

In recent years, there have been significant changes to provider reimbursement by the U.S. federal government, followed by commercial payers and state governments. There is increasing pressure on healthcare organizations to reduce costs and increase quality while replacing fee-for-service in part by enrolling in an advanced payment model. This pressure could further encourage adoption of healthcare IT and increase demand for business management, consulting, and managed IT services, as the future success of these healthcare providers is greatly dependent upon their ability to engage patient populations and to coordinate patient care across a multitude of settings, while optimizing operating efficiency along the way.

Much of the variability in our periodic revenues and profitability has been and will continue to be due to changing demand for different license models for our technology solutions, with variability in operating cash flows further impacted by the financing decisions within those license models. Our technology solutions are generally deployed in one of two license models: (1) perpetual licenses, for which the related revenue is recognized effectively upon installation, and (2) “Software as a Service” or “SaaS” arrangements, including our Cloud Electronic Health Record (“Cloud EHR”) offering, which generally result in revenue being recognized monthly as the services are provided over the term of the arrangement.

Although the overwhelming majority of our historical installations have been under a perpetual license model, 2019 marked a dramatic shift in customer preferences in license model, with 43% of the year’s new acute care EHR installations being performed in a SaaS model, compared to only 12% in 2018. These SaaS offerings are becoming increasingly attractive to our clients because this configuration allows them to obtain access to advanced software products without a significant initial capital outlay. We expect this trend to continue for the foreseeable future, with the resulting impact on the Company’s financial statements being reduced system sales revenues in the period of installation in exchange for increased recurring periodic revenues (reflected in system sales and support revenues) over the term of the SaaS arrangement. This naturally places downward pressure on short-term revenue growth and profitability metrics, but benefits long-term revenue growth and profitability which, in our view, is consistent with our goal of delivering long-term shareholder value.

For customers electing to purchase our technology solutions under a perpetual license, we have historically made financing arrangements available on a case-by-case basis, depending on the various aspects of the proposed contract and customer attributes. These financing arrangements continue to comprise the majority of our perpetual license installations, and include short-term payment plans and longer-term lease financing through us or third-party financing companies. During 2018, total financing receivables increased by $7.8 million and had a significant impact on operating cash flows. This increase in financing arrangements was primarily due to two reasons. First, meaningful use stage 3 (“MU3”) installations are primarily financed through short-term payment plans and demand for such installations increased significantly in late 2017. Second, competitor financing options, primarily through accounts receivable management collections and cloud EHR arrangements, have applied pressure to reduce initial customer capital investment requirements for new EHR installations, leading to the offering of long-term lease options. In 2019, we experienced a modest reduction in total financing receivables due to the natural exhaustion of the MU3 opportunity and the aforementioned dramatic shift in license preferences towards SaaS arrangements, the former of which also resulted in a positive impact to operating cash flows. We expect financing receivables to continue to decrease during 2020, with a corresponding beneficial impact to operating cash flows, as the trends related to MU3 purchases and SaaS arrangements continue.

For those perpetual license clients not seeking a financing arrangement, the payment schedule of the typical contract is structured to provide for a scheduling deposit due at contract signing, with the remainder of the contracted fees due at various

stages of the installation process (delivery of hardware, installation of software and commencement of training, and satisfactory completion of a monthly accounting cycle or end-of-month operation by each respective application, as applicable).

On May 3, 2019, the Company closed its acquisition of Get Real Health pursuant to a Stock Purchase Agreement dated April 23, 2019, as amended on May 2, 2019. Based in Rockville, Maryland, Get Real Health delivers technology solutions to improve patient outcomes and engagement strategies with care providers. Through this acquisition, the Company strengthened its position in community healthcare by offering three new comprehensive patient engagement and empowerment solutions that are offered by Get Real Health. This acquisition resulted in incremental revenues of approximately $3.4 million during 2019, with an immaterial impact on net income. During 2019, we incurred approximately $0.6 million of pre-tax acquisition costs in connection with the acquisition of Get Real Health.

2019 Financial Overview

We generated revenues of $274.6 million from the sale of our products and services during 2019, compared to $280.4 million during 2018, a decrease of 2% that is primarily attributed to fewer MU3 installations as the October 1, 2019 MU3 compliance deadline passed. This decrease in MU3-related revenues was partially offset by continued TruBridge revenue growth. We view sales of TruBridge solutions within our existing EHR client base as our leading performance indicator. Our net income increased to income of $20.5 million in 2019 compared to income of $17.6 million in 2018, primarily due to a $5.0 million gain on contingent consideration resulting from Get Real Health not meeting the purchase agreement earnout during 2019. Our operating income decreased slightly to income of $24.6 million in 2019 compared to income of $24.9 million in 2018, primarily as a decrease in operating expenses mostly offset the decrease in revenue. Net cash provided by operating activities increased by $19.7 million, from $23.9 million provided by operations for 2018 to $43.6 million provided by operations for 2019. This increase was primarily due to more advantageous changes in working capital, most notably as it relates to accounts receivables and financing receivables.

Results of Operations

The following table sets forth certain items included in our results of operations for each of the three years in the period ended December 31, 2019, expressed as a percentage of our total revenues for these periods:

	Year ended December 31,					
	2019		2018		2017	
(In thousands)	Amount	% Sales	Amount	% Sales	Amount	% Sales
INCOME DATA:						
Sales revenues:						
System sales and support:						
Acute Care EHR	$ 144,074	52.5 %	$ 157,972	56.3 %	$ 164,228	59.3 %
Post-acute Care EHR	21,278	7.7 %	22,192	7.9 %	24,033	8.7 %
Total system sales and support	165,352	60.2 %	180,164	64.2 %	188,261	68.0 %
TruBridge	109,282	39.8 %	100,247	35.8 %	88,666	32.0 %
Total sales revenues	274,634	100.0 %	280,411	100.0 %	276,927	100.0 %
Costs of sales:						
System sales and support:						
Acute Care EHR	68,569	25.0 %	69,831	24.9 %	72,537	26.2 %
Post-acute Care EHR	5,303	1.9 %	6,153	2.2 %	7,481	2.7 %
Total system sales and support	73,872	26.9 %	75,984	27.1 %	80,018	28.9 %
TruBridge	56,617	20.6 %	54,699	19.5 %	49,636	17.9 %
Total costs of sales	130,489	47.5 %	130,683	46.6 %	129,654	46.8 %
Gross profit	144,145	52.5 %	149,728	53.4 %	147,273	53.2 %
Operating expenses:						
Product development	36,861	13.4 %	36,371	13.0 %	33,737	12.2 %
Sales and marketing	27,774	10.1 %	30,713	11.0 %	33,021	11.9 %
General and administrative	43,921	16.0 %	47,275	16.9 %	46,923	16.9 %
Amortization of acquisition-related intangibles	11,006	4.0 %	10,487	3.7 %	10,406	3.8 %
Goodwill impairment	—	— %	—	— %	28,000	10.1 %
Total operating expenses	119,562	43.5 %	124,846	44.5 %	152,087	54.9 %
Operating income (loss)	24,583	9.0 %	24,882	8.9 %	(4,814)	(1.7)%
Other income (expense):						
Other income	807	0.3 %	803	0.3 %	407	0.1 %
Gain on contingent consideration	5,000	1.8 %	—	— %	—	— %
Loss on extinguishment of debt	—	— %	—	— %	(1,340)	(0.5)%
Interest expense	(6,694)	(2.4)%	(7,577)	(2.7)%	(7,736)	(2.8)%
Total other income (expense)	(887)	(0.3)%	(6,774)	(2.4)%	(8,669)	(3.1)%
Income (loss) before taxes	23,696	8.6 %	18,108	6.5 %	(13,483)	(4.9)%
Provision for income taxes	3,228	1.2 %	476	0.2 %	3,933	1.4 %
Net income (loss)	$ 20,468	7.5 %	$ 17,632	6.3 %	$ (17,416)	(6.3)%

2019 Compared to 2018

Revenues. Total revenues for the year ended December 31, 2019 decreased 2%, or $5.8 million, compared to the year ended December 31, 2018.

System sales and support revenues, consisting of the Acute Care EHR and Post-acute Care EHR segments, decreased by 8%, or $14.8 million, from the year ended December 31, 2018. System sales and support revenues were comprised of the following for the year ended December 31, 2019 and 2018:

	Year ended December 31,	
(In thousands)	2019	2018
Recurring system sales and support revenues [1]		
Acute Care EHR	$ 109,046	$ 111,936
Post-acute Care EHR	17,466	18,599
Total recurring system sales and support revenues	126,512	130,535
Non-recurring system sales and support revenues [2]		
Acute Care EHR	35,028	46,036
Post-acute Care EHR	3,812	3,593
Total non-recurring system sales and support revenues	38,840	49,629
Total system sales and support revenue	$ 165,352	$ 180,164

[1] Mostly comprised of support and maintenance, third-party subscriptions, and SaaS revenues.

[2] Mostly comprised of installation revenues from the sale of our acute and post-acute care EHR solutions and related applications under a perpetual (non-subscription) licensing model.

Recurring system sales and support revenues decreased $4.0 million, or 3%, during 2019. Acute Care EHR recurring revenues decreased by $2.9 million, or 3%, as attrition primarily from the Centriq customer base outweighed new Thrive customer growth and additional support fees for MU3-related add-on sales. Post-acute Care EHR recurring revenues decreased by $1.1 million, or 6%, due to attrition attributed to an aggressive competitive environment as we make planned technological improvements to the AHT product line.

Non-recurring system sales and support revenues decreased $10.8 million, or 22%, primarily due to an $11.0 million, or 24%, decrease in Acute Care EHR non-recurring revenues. We installed our Acute Care EHR solutions at twenty-eight new hospital clients during 2019 (twelve under a SaaS arrangement, resulting in revenue being recognized ratably over the contract term; comparatively, revenues related to perpetual license arrangements are recognized when the related installation is complete) compared to twenty-six new hospital clients during 2018 (three under a SaaS arrangement). This decrease in non-SaaS installation activity caused non-recurring Acute Care EHR revenues from new system implementations to decrease by $6.3 million compared to 2018. Additionally, the 2019 year-end deadline for compliance with the related PI (formerly "Meaningful Use") program administered by CMS resulted in a $9.4 million decrease in related MU3 installation revenues, which was partially offset by other add-on sales that increased $4.7 million compared to 2018. Non-recurring Post-acute Care EHR revenues increased by $0.2 million, or 6%, in 2019 as a result of increased bookings due to our ongoing product releases based on the technological improvements to the AHT product line.

TruBridge revenues increased 9%, or $9.0 million, in 2019 compared to 2018. Our hospital clients operate in an environment typified by rising costs and increased complexity and are increasingly seeking to alleviate themselves of the ever-increasing administrative burden of operating their own business office functions. Most notably, an expanded customer base for our accounts receivable management services resulted in increased revenues of $2.8 million, or 8%. Additionally, revenues from our insurance services division increased $2.4 million, or 8%, due to continued customer growth for our TruBridge RCM solution. Continued increasing demand for hosting services resulted in an increase of $1.3 million, or 11%, in our IT management services revenues. These increases were partially offset by a decrease in our medical coding service revenues of $0.8 million, or 8%, as operational decisions by a few key customers have decreased their related patient volumes and, consequently, had a negative impact on our service revenues. Get Real Health contributed $3.4 million to TruBridge revenue during 2019.

Costs of Sales. Total costs of sales decreased $0.2 million in 2019 compared to 2018. As a percentage of total revenues, costs of sales were 48% in 2019 compared to 47% in 2018.

Costs of Acute Care EHR system sales and support decreased by $1.3 million, or 2%, compared to 2018, primarily due to a $2.5 million, or 6%, decrease in payroll cost as we have implemented measures to become more efficient with our resources, combined with a $0.4 million decrease in third party software costs and a $0.5 million decrease in travel costs. These decreases were offset by a $2.0 million increase in hardware expense resulting from changes in the sales mix. The decrease in Acute Care EHR costs of sales was not able to offset the decrease in revenue noted above, which resulted in the gross margin on Acute Care EHR system sales and support decreasing to 52% in 2019 compared to 56% in 2018.

Costs of Post-acute Care EHR system sales and support decreased by $0.9 million, or 14%, in 2019 compared to 2018, primarily due to reduced software costs of $0.5 million, or 29%. Additional decreases in payroll, travel, and other costs combined for an additional $0.4 million decrease. The gross margin on Post-acute Care EHR system sales and support increased to 75% for 2019, compared to 72% for 2018.

Our costs associated with TruBridge increased 4%, or $1.9 million in 2019, due to payroll and other general increases resulting from a larger customer base. The gross margin on these services increased to 48% in 2019 compared to 45% in 2018. Get Real Health contributed $1.0 million to TruBridge costs of sales during 2019.

Product Development. Product development expenses consist primarily of compensation and other employee-related costs (including stock-based compensation) and infrastructure costs incurred, but not capitalized, for new product development and product enhancements. Product development expenses increased 1%, or $0.5 million, in 2019 compared to 2018. Get Real Health contributed $1.1 million to product development costs during 2019, which were partially offset by a $0.6 million decrease in payroll.

Sales and Marketing. Sales and marketing expenses decreased 10%, or $2.9 million, in 2019 compared to 2018, primarily due to decreased payroll costs of 11%, or $1.3 million, based on decreased headcount. In addition, commission costs decreased $1.3 million, due to the decrease in Acute Care EHR non-recurring revenues, and other costs decreased $1.0 million compared to 2018. Get Real Health contributed $0.7 million to sales and marketing costs during 2019.

General and Administrative. General and administrative expenses decreased 7%, or $3.4 million, in 2019 compared to 2018, as we achieved $5.0 million in cost savings from 2019 health benefit changes offered to our employees through our self-insurance health plans. These costs savings were partially offset by increases in other expense items. Most notably, we saw a $1.9 million increase in non-recurring transaction-related costs resulting from recent acquisition activity and other strategic initiatives. Bad debt expense decreased $0.8 million compared to 2018 as we were more successful in our collections efforts. Get Real Health contributed $0.6 million to general and administrative costs during 2019.

Amortization of Acquisition-Related Intangibles. Amortization expense associated with acquisition-related intangible assets increased $0.5 million in 2019 compared to 2018 due to the addition of Get Real Health intangible assets acquired on May 3, 2019, partially offset by the 2018 retirement of Rycan related trademarks acquired in the 2016 HHI acquisition. All software and services previously provided under the Rycan name now are marketed under TruBridge product names.

Total Operating Expenses. As a percentage of total revenues, total operating expenses decreased to 44% in 2019, compared to 45% in 2018.

Total Other Income (Expense). Total other income (expense) decreased from expense of $6.8 million during 2018 to expense of $0.9 million during 2019, primarily due to the $5.0 million gain on contingent consideration recognized during 2019 related to the GRH acquisition. In addition, our reduction in debt and decreasing interest rates reduced our debt interest expense in 2019 by $0.9 million.

Income Before Taxes. As a result of the foregoing factors, income before taxes increased to $23.7 million in 2019, compared to $18.1 million in 2018.

Provision for Income Taxes. Our effective income tax rates for 2019 and 2018 were 14% and 3%, respectively. Our effective tax rate for 2019 was significantly impacted by the non-taxable nature of our recorded gain on contingent consideration, which served to reduce the year's effective tax rate by 4%. Our effective tax rate for 2018 was significantly impacted by our implementation of the ASC 730 Safe Harbor Directive, which significantly increased our estimated R&D tax credits for the 2017 and 2018 tax years.

Net Income. Net income for 2019 increased by $2.8 million to a net income of $20.5 million, or $1.43 per basic and diluted share, compared with net income of $17.6 million, or $1.26 per basic and diluted share, for 2018. The gain on contingent consideration included in 2019 resulted in a positive impact to net income of $5.0 million ($0.35 per share).

2018 Compared to 2017

To review the results of operations comparison of the year ended December 31, 2018 compared with the year ended December 31, 2017, please refer to our Annual Report on Form 10-K filed on March 18, 2019 with the Securities and Exchange Commission or follow the link below.

https://www.sec.gov/ix?doc=/Archives/edgar/data/1169445/000116944519000002/cpsi-20181231.htm

Liquidity and Capital Resources

Sources of Liquidity

As of December 31, 2019, our principal sources of liquidity consisted of cash and cash equivalents of $7.4 million and our remaining borrowing capacity under the revolving credit facility of $30.0 million, compared to $5.7 million of cash and cash equivalents and $20.3 million of remaining borrowing capacity under our revolving credit facility as of December 31, 2018. In conjunction with our acquisition of HHI in January 2016, we entered into a syndicated credit agreement with Regions Bank which provided for a $125 million term loan facility and a $50 million revolving credit facility. On February 8, 2018, the Company entered into a Third Amendment that establishes the aggregate principal amount of the credit facilities of $167 million, which includes a $117 million term loan facility and a $50 million revolving credit facility.

As of December 31, 2019, we had $108.8 million in principal amount of indebtedness outstanding under our credit facilities. We believe that our cash and cash equivalents of $7.4 million as of December 31, 2019, the future operating cash flows of the combined entity, and our remaining borrowing capacity under the revolving credit facility of $30.0 million as of December 31, 2019, taken together, provide adequate resources to fund ongoing cash requirements for the next twelve months. We cannot provide assurance that our actual cash requirements will not be greater than we expect as of the date of filing of this Annual Report on Form 10-K. If sources of liquidity are not available or if we cannot generate sufficient cash flow from operations during the next twelve months, we may be required to obtain additional sources of funds through additional operational improvements, capital market transactions, asset sales or financing from third parties, a combination thereof or otherwise. We cannot provide assurance that these additional sources of funds will be available or, if available, would have reasonable terms.

Operating Cash Flow Activities

Net cash provided by operating activities increased by $19.7 million, from $23.9 million provided by operations for 2018 to $43.6 million provided by operations for 2019. The increase in cash flows provided from operations was primarily due to cash-advantageous changes in working capital. Working capital was a net use of cash during 2018 in the amount of $18.9 million, compared to net cash provided during 2019 of $2.2 million. During 2018, rapid revenue growth for TruBridge resulted in expansion of accounts receivable of approximately $3.9 million and financing receivables increased approximately $9.5 million, as we were still in the early stages of the MU3 opportunity (the sales of which were nearly all under short-term payment plans). Conversely, modest TruBridge revenue growth in 2019 coupled with collections on past financing receivables greatly abated the related cash collection timing delays. As a result, these components of working capital, which combined for $13.4 million of cash collection deferrals during 2018, combined to be $3.7 million cash positive during 2019.

Investing Cash Flow Activities

Net cash used in investing activities increased with $12.5 million used in 2019 compared to $1.0 million used during 2018. We completed our $10.9 million acquisition of Get Real Health during the second quarter of 2019.

Financing Cash Flow Activities

During 2019, our financing activities used net cash of $29.5 million, as we paid a net $23.3 million in long-term debt principal and declared and paid dividends in the amount of $5.7 million. Financing cash flow activities used $17.7 million during 2018, primarily due to a net $11.4 million paid in long-term debt principal and $5.6 million cash paid in dividends.

We believe that paying dividends is an effective way of providing an investment return to our stockholders and a beneficial use of our cash. However, the declaration of dividends by CPSI is subject to compliance with the terms of our credit agreement and the discretion of our Board of Directors, which may decide to change or terminate the Company's dividend policy at any time. Our Board of Directors will continue to take into account such matters as general business conditions, capital needs, our financial results and such other factors as our Board of Directors may deem relevant.

Credit Agreement

As of December 31, 2019, we had $88.8 million in principal amount outstanding under our term loan facility and $20.0 million in principal amount outstanding under our revolving credit facility. Each of our credit facilities continues to bear interest at a rate per annum equal to an applicable margin plus, at our option, either (1) the Adjusted LIBOR rate for the relevant interest period, (2) an alternate base rate determined by reference to the greater of (a) the prime lending rate of Regions, (b) the federal funds rate for the relevant interest period plus one half of one percent per annum and (c) the one month LIBOR rate plus one percent per annum, or (3) a combination of (1) and (2). The applicable margin range for LIBOR loans and the letter of credit fee ranges from 2.0% to 3.5%. The applicable margin range for base rate loans ranges from 1.0% to 2.5%, in each case based on the Company's consolidated leverage ratio.

Principal payments with respect to the term loan facility are due on the last day of each fiscal quarter beginning December 31, 2017, with quarterly principal payments of approximately $1.5 million through September 30, 2019, approximately $2.2 million through September 30, 2021 and approximately $2.9 million through September 30. 2022, with maturity on October 13, 2022 or such earlier date as the obligations under our credit agreement become due and payable pursuant to the terms of our credit agreement. Any principal outstanding under our revolving credit facility is due and payable on the amended maturity date.

Our credit facilities are secured pursuant to a Pledge and Security Agreement, dated January 8, 2016, among the parties identified as obligors therein and Regions, as collateral agent, on a first priority basis by a security interest in substantially all of the tangible and intangible assets (subject to certain exceptions) of the Company and certain subsidiaries of the Company, as guarantors (collectively, the “Subsidiary Guarantors”), including certain registered intellectual property and the capital stock of certain of the Company’s direct and indirect subsidiaries. Our obligations under our credit agreement are also guaranteed by the Subsidiary Guarantors.

The credit agreement, as amended by the Third Amendment, provides incremental facility capacity of $50 million, subject to certain conditions. The credit agreement includes a number of restrictive covenants that, among other things and in each case subject to certain exceptions and baskets, impose operating and financial restrictions on the Company and the Subsidiary Guarantors, including the ability to incur additional debt; incur liens and encumbrances; make certain restricted payments, including paying dividends on the Company's equity securities or payments to redeem, repurchase or retire the Company's equity securities (which are subject to our compliance, on a pro forma basis to give effect to the restricted payment, with the fixed charge coverage ratio and consolidated leverage ratio described below); enter into certain restrictive agreements; make investments, loans and acquisitions; merge or consolidate with any other person; dispose of assets; enter into sale and leaseback transactions; engage in transactions with affiliates; and materially alter the business we conduct. The credit agreement requires the Company to maintain a minimum fixed charge coverage ratio of 1.25:1.00 throughout the duration of such agreement. Under the credit agreement, the Company is currently required to comply with a maximum consolidated leverage ratio of 3.50:1.00. The credit agreement also contains customary representations and warranties, affirmative covenants and events of default. We believe that we were in compliance with the covenants contained in the credit agreement as of December 31, 2019.

The credit agreement currently requires the Company to mandatorily prepay our credit facilities with 50% of excess cash flow (minus certain specified other payments). This mandatory prepayment requirement is applicable only if the Company’s consolidated leverage ratio exceeds 2.50:1.00. The Company is permitted to voluntarily prepay the credit facilities at any time without penalty, subject to customary “breakage” costs with respect to prepayments of LIBOR rate loans made on a day other than the last day of any applicable interest period. The excess cash flow mandatory prepayment requirement under the credit agreement resulted in a $7.3 million prepayment on term loan facility during the first quarter of 2018 related to excess cash flow generated by the Company during 2017. This mandatory prepayment was funded by drawing down on our revolving credit facility, as excess cash flow generated by the Company during 2017 was primarily used to voluntarily prepay amounts due under our revolving credit Facility. During 2019, this mandatory prepayment requirement resulted in a $7.0 million prepayment on the term loan facility during the first quarter of 2019 related to excess cash flow generated by the Company during 2018.

Bookings

Bookings is a key operational metric used by management to assess the relative success of our sales generation efforts, and were as follows for the years ended December 31, 2019 and 2018, respectively:

(In thousands)	2019	2018
System sales and support [1]		
Acute Care EHR	$ 47,217	$ 58,924
Post-acute Care EHR	5,089	3,840
Total system sales and support	52,306	62,764
TruBridge [2]	27,209	25,244
Total bookings	$ 79,515	$ 88,008

[1] Generally calculated as the total contract price (for system sales) including annualized contract value (for support) for perpetual license system sales and total contract price for SaaS sales.

[2] Generally calculated as the total contract price (for non-recurring, project-related amounts) and annualized contract value (for recurring amounts).

Acute Care EHR bookings in 2019 decreased by $11.7 million, or 20%, compared to 2018, as net new installation bookings during the first half of 2019 were severely impacted by a lack of urgency on the part of prospective customers, resulting in a low volume of decisions related to new system implementations. This lack of urgency has largely been the result of the Meaningful Use era reaching the end of its life cycle, resulting in less demand stemming from new regulatory requirements and general fatigue in our markets towards additional investment in EHR technology.

Post-acute Care EHR bookings in 2019 increased by $1.2 million, or 33%, compared to 2018, as beneficial regulatory factors have worked in tandem with our recent efforts to improve the related product functionality and usability to drive improved demand in both the net new and add-on sales environments.

TruBridge bookings in 2019 increased by $2.0 million, or 8%, compared to 2018, mostly due to our efforts to expand our TruBridge footprint outside of our traditional EHR customer base and the addition of Get Real Health solutions to the product mix.

Off-Balance Sheet Arrangements

We had no off-balance sheet arrangements, as defined by Item 303(a)(4) of SEC Regulation S-K, as of December 31, 2019.

Contractual Obligations

As of December 31, 2019, our material obligations requiring payments in the future are set forth below to reflect (i) our real estate lease obligations, and (ii) the Company's debt obligations under our credit facilities in connection with the Company's acquisition of HHI and its wholly-owned subsidiaries, and related interest payments as follows:

	Payment due by period				
(In thousands)	Total	Less than 1 year	1-3 Years	3-5 Years	More than 5 Years
Operating lease obligations	$ 9,224	$ 1,544	$ 2,954	$ 2,344	$ 2,382
Debt obligations	108,823	8,775	100,048	—	—
Interest on debt obligations	10,947	4,307	6,640	—	—
Total contractual obligations	$ 128,994	$ 14,626	$ 109,642	$ 2,344	$ 2,382

Interest on debt obligations for floating rate instruments, as calculated above, assumes rates in effect at December 31, 2019 remain constant.

Critical Accounting Policies

General. Our discussion and analysis of our financial condition and results of operations are based on our financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. We are required to make some estimates and judgments that affect the preparation of these financial statements. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, but actual results may differ from these estimates under different assumptions or conditions.

Revenue Recognition. Revenue is recognized upon transfer of control of promised products or services to clients in an amount that reflects the consideration we expect to receive in exchange for those products and services. We enter into contracts that can include various combinations of products and services, which are generally distinct and accounted for as separate performance obligations. The Company employs the 5-step revenue recognition model under ASC 606 to: (1) identify the contract with the client, (2) identify the performance obligations in the contract, (3) determine the transaction price, (4) allocate the transaction price to the performance obligations in the contract, and (5) recognize revenue when (or as) the entity satisfies a performance obligation.

Revenue is recognized net of shipping charges and any taxes collected from clients, which are subsequently remitted to governmental authorities.

System Sales and Support

The Company enters into contractual obligations to sell perpetual software licenses, installation, conversion and related training services, hardware and software application support, and hardware maintenance services to acute care and post-acute care community hospitals.

- Non-recurring Revenues
  - Perpetual software licenses and installation, conversion, and related training services are not considered separate and distinct performance obligations due to the proprietary nature of our software and are, therefore, accounted for as a single performance obligation on a module-by-module basis. Revenue is recognized as each module's implementation is completed based on the module's stand-alone selling price ("SSP"), net of discounts. Fees for licenses and installation, conversion, and related training services are typically due in three installments: (1) at placement of order, (2) upon installation of software and commencement of training, and (3) upon satisfactory completion of monthly accounting cycle or end-of-month operation by application and as applicable for each application. Often, short-term and/or long-term financing arrangements are provided for software implementations; refer to Note 10 - Financing Receivables for further information. Electronic health records ("EHR") implementations include a system warranty that terminates thirty days from the software go-live date, the date which the client begins using the system in a live environment.
  - Hardware revenue is recognized on a gross basis separately from software licenses at the point in time it is delivered to the client. The SSP of hardware is cost plus a reasonable margin. Payment is generally due upon delivery of the hardware to the client. Standard manufacturer warranties apply to hardware.
- Recurring Revenues
  - Software application support and hardware maintenance services sold with software licenses and hardware are separate and distinct performance obligations. Revenue for support and maintenance services is recognized based on SSP, which is the renewal price, ratably over the life of the contract, which is generally three to five years. Payment is due monthly for support services provided.
  - Subscriptions to third party content revenue is recognized on a gross basis as a separate performance obligation ratably over the subscription term based on SSP, which is cost plus a reasonable margin. Payment is due monthly for subscriptions to third party content.
  - Software as a Service ("SaaS") arrangements for EHR software and related conversion and training services are considered a single performance obligation. Revenue is recognized on a monthly basis as the SaaS service is provided to the client over the contract term. Payment is due monthly for SaaS services provided.

TruBridge

TruBridge provides an array of business processing services ("BPS") consisting of accounts receivable management, private pay services, insurance services, medical coding, electronic billing, statement processing, payroll processing, and contract management. Fees are recognized over the period of the client contractual relationship as the services are performed based on the SSP, net of discounts. Fees for many of these services are invoiced, and revenue recognized accordingly, based on the volume of transactions or a percentage of client accounts receivable collections. Payment is due monthly for BPS with certain amounts varying based on utilization and/or volumes.

TruBridge also provides professional IT services. Revenue from professional IT services is recognized as the services are performed based on SSP. Payment is due monthly as services are performed.

Our contracts with clients often include promises to transfer multiple products and services. Determining whether products and services are considered distinct performance obligations that should be accounted for separately versus together may require significant judgment.

Judgment is required to determine SSP for each distinct performance obligation. We use observable SSP for items that are sold on a stand-alone basis to similarly situated clients at unit prices within a sufficiently narrow range. For performance obligations that are sold to different clients for a broad range of amounts, or for performance obligations that are never sold on a stand-alone basis, the residual method in determining SSP is applied and requires significant judgment.

Allocating the transaction price, including estimating SSP of promised goods and services for contracts with discounts or variable consideration, may require significant judgment. Due to the short time frame of the implementation cycle, discount allocation is immaterial as revenue is recognized net of discounts within the same reporting period. In scenarios where the Company enters into a contract that includes both a software license and BPS or other services that are charged based on volume of services rendered, the Company allocates variable amounts entirely to a distinct good or service. The terms of the variable payment relate specifically to the entity's efforts to satisfy that performance obligation.

Although we believe that our approach to estimates and judgments regarding revenue recognition is reasonable, actual results could differ and we may be exposed to increases or decreases in revenue that could be material.

Allowance for Doubtful Accounts. Trade accounts receivable are stated at the amount the Company expects to collect and do not bear interest. The collectability of trade receivable balances is regularly evaluated based on a combination of factors such as customer credit-worthiness, past transaction history with the customer, current economic industry trends and changes in customer payment patterns, resulting in the establishment of general reserves. Additionally, if it is determined that a customer will be unable to fully meet its financial obligation, such as in the case of a bankruptcy filing or other material event impacting its business, a specific allowance for doubtful accounts may be recorded to reduce the related receivable to the amount expected to be recovered.

Although we believe that our approach to estimates and judgments regarding our allowance for doubtful accounts is reasonable, actual results could differ and we may be exposed to increases or decreases in required allowances that could be material.

Allowance for Credit Losses. The Company has sold information and patient care systems to certain healthcare providers under short-term payment plans and sales-type leases. The Company establishes an allowance for credit losses for these financing receivables based on the historical level of customer defaults under such financing arrangements. Additionally, if it is determined that a customer will be unable to meet its financial obligation, such as in the case of a bankruptcy filing or other material event impacting its business, a specific allowances may be recorded to reduce the related receivable to the amount expected to be recovered. Reference is made to Note 10 to the financial statements for further information about our financing receivables.

Although we believe that that our approach to estimates and judgments regarding our allowance for credit losses is reasonable, actual results could differ and we may be exposed to increases or decreases in required allowances that could be material.

Estimates. The Company uses estimates to record certain transactions and liabilities. These estimates are generally based on management's best judgment, past experience, and utilization of third party services such as actuarial and other expert services. Because these estimates are subjective and variable, actual results could differ significantly from these estimates. Significant estimates included in our financial statements include those for self-insurance reserves under our health insurance plan, reserves for uncertain tax positions, bad debt and credit allowances, legal liability exposure or lack thereof, and accrued expenses.

Business combinations, including purchased intangible assets. The Company accounts for business combinations at fair value. Acquisition costs are expensed as incurred and recorded in general and administrative expenses. Measurement period adjustments relate to adjustments to the fair value of assets acquired and liabilities assumed based on information that we should have known at the time of acquisition. All changes to purchase accounting that do not qualify as measurement period adjustments are included in current period earnings.

The fair value amount assigned to an intangible asset is based on an exit price from a market participant's viewpoint, and utilizes data such as discounted cash flow analysis and replacement cost models. We review acquired intangible assets for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable.

Goodwill is recorded as the difference, if any, between the aggregate consideration paid for an acquisition and the fair value of the identifiable net tangible and intangible assets acquired. Goodwill is not amortized but is evaluated for impairment annually or more frequently if indicators of impairment are present or changes in circumstances suggest that impairment may exist. We test annually for impairment as of October 1.

As part of our annual goodwill impairment test, we first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If we conclude that it is more likely than not that the fair value of a reporting unit is less than its carrying amount, we conduct a quantitative goodwill impairment assessment. The first step of the quantitative goodwill impairment test compares the fair value of the reporting unit with its carrying amount, including goodwill. The Company early adopted ASU 2017-04 on January 1, 2017, which eliminates the second step of the goodwill impairment analysis. Therefore, if the carrying amount of the reporting unit exceeds its fair value in the first step of the goodwill impairment test, an impairment charge is recognized for the amount by which the carrying amount exceeds the total amount of goodwill allocated to that reporting unit. If the fair value of the reporting unit exceeds its carrying amount, the goodwill of the reporting unit is not considered to be impaired.

Critical estimates in valuing certain intangible assets and the fair value of the reporting unit during goodwill impairment tests include, but are not limited to, identifying reporting units, historical and projected customer retention rates, anticipated growth in revenue from the acquired customers, expected future cash outflows, the allocation of those cash flows to identifiable intangible assets, estimated useful lives of these intangible assets, and a probability-weighted income approach based on scenarios in estimating achievement of operating results.

Significant judgments in testing goodwill for impairment also include assigning assets and liabilities to the reporting unit and determining the fair value of each reporting unit based on management's best estimates and assumptions, as well as other information compiled by management, including valuations that utilize customary valuation procedures and techniques.

Management's best estimates and assumptions are employed in determining the appropriateness of these assumptions as of the acquisition date and for each subsequent period.

Future business and economic conditions, as well as differences actually related to any of the assumptions, could materially affect the financial statements through impairment of goodwill or intangible assets, and acceleration of the amortization period of the purchased intangible assets, which are finite-lived assets.

Quantitative and Qualitative Disclosures about Market and Interest Rate Risk

Our exposure to market risk relates primarily to the potential change in the British Bankers Association London Interbank Offered Rate ("LIBOR"). We had $108.8 million of outstanding borrowings under our credit facilities with Regions Bank at December 31, 2019. The term loan facility and revolving credit facility bear interest at a rate per annum equal to an applicable margin plus (1) the Adjusted LIBOR rate for the relevant interest period, (2) an alternate base rate determined by reference to the greatest of (a) the prime lending rate of Regions, (b) the federal funds rate for the relevant interest period plus one half of one percent per annum and (c) the one month LIBOR rate plus one percent per annum, or (3) a combination of (1) and (2). Accordingly, we are exposed to fluctuations in interest rates on borrowings under our credit facilities. A one hundred basis point change in interest rate on our borrowings outstanding as of December 31, 2019 would result in a change in interest expense of approximately $1.1 million annually.

We did not have investments as of December 31, 2019. We do not utilize derivative financial instruments to manage our interest rate risks.

Recent Accounting Pronouncements

Reference is made to Note 2 to the consolidated financial statements for a discussion of accounting pronouncements that have been recently issued which we have not yet adopted.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The information required by this Item is contained in Item 7 herein under the heading "Quantitative and Qualitative Disclosures about Market and Interest Rate Risk."

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Index to Financial Statements

Index to Financial Statement Schedules

All other schedules to the financial statements required by Article 9 of Regulation S-X are not applicable and therefore have been omitted.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934. Computer Programs and Systems, Inc.'s ("CPSI") internal control over financial reporting is designed 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. CPSI's internal control over financial reporting includes those policies and procedures that:

(i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of CPSI;

(ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of CPSI are being made only in accordance with authorizations of management and directors of CPSI; and

(iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of CPSI's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of CPSI's internal control over financial reporting as of December 31, 2019. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control-Integrated Framework (2013)*.

Based on our assessment and those criteria, management believes that CPSI maintained effective control over financial reporting as of December 31, 2019.

We excluded iNetXperts, Corp. d/b/a Get Real Health, which was included in our consolidated financial statements, from our assessment of internal control over financial reporting as of December 31, 2019 because it was acquired by the Company in a purchase business combination on May 3, 2019. The assets of Get Real Health excluded from our assessment represented approximately 6% of the Company's total assets as of December 31, 2019 and approximately 1% of the Company's consolidated total revenues for the year ended December 31, 2019.

The independent registered public accounting firm, Grant Thornton LLP, has audited the consolidated financial statements of the Company as of and for the year ended December 31, 2019, and has also issued its report on the effectiveness of the Company's internal control over financial reporting included in this report on page 52.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Board of Directors and Stockholders
Computer Programs and Systems, Inc.:

Opinion on internal control over financial reporting
We have audited the internal control over financial reporting of Computer Programs and Systems, Inc. (a Delaware corporation) and subsidiaries (the "Company") as of December 31, 2019, based on criteria established in the 2013 *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2019, based on criteria established in the 2013 *Internal Control—Integrated Framework* issued by COSO.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the consolidated financial statements of the Company as of and for the year ended December 31, 2019, and our report dated March 11, 2020 expressed an unqualified opinion on those financial statements.

Basis for opinion
The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Our audit of, and opinion on, the Company's internal control over financial reporting does not include the internal control over financial reporting of Get Real Health (GRH) whose financial statements reflect total assets and revenues of 4.9% and 1.2%, respectively, of the related consolidated financial statement amounts as of and for the year ended December 31, 2019. As indicated in Management's Report, GRH was acquired during 2019. Management's assertion on the effectiveness of the Company's internal control over financial reporting excluded internal control over financial reporting of GRH.

Definition and limitations of internal control over financial reporting
A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ GRANT THORNTON LLP

Atlanta, Georgia
March 11, 2020

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM ON CONSOLIDATED FINANCIAL STATEMENTS

Board of Directors and Stockholders
Computer Programs and Systems, Inc.:

Opinion on the financial statements
We have audited the accompanying consolidated balance sheets of Computer Programs and Systems, Inc. (a Delaware corporation) and subsidiaries (the "Company") as of December 31, 2019 and 2018, the related consolidated statements of operations, comprehensive income (loss), stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2019, and the related notes and financial statement schedule (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2019 and 2018, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2019, in conformity with accounting principles generally accepted in the United States of America.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the Company's internal control over financial reporting as of December 31, 2019, based on criteria established in the 2013 *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"), and our report dated March 11, 2020 expressed an unqualified opinion.

Change in accounting principle
As discussed in Notes 2 and 14 to the financial statements, the Company has changed its method of accounting for leases in 2019 due to the adoption of Accounting Standards Update 2016-02, Leases (Topic 842).

Basis for opinion
These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ GRANT THORNTON LLP

We have served as the Company's auditor since 2004.

Atlanta, Georgia
March 11, 2020

COMPUTER PROGRAMS AND SYSTEMS, INC.
CONSOLIDATED BALANCE SHEETS
(In thousands, except per share data)

	December 31, 2019	December 31, 2018
Assets		
Current assets:		
Cash and cash equivalents	$ 7,357	$ 5,732
Accounts receivable, net of allowance for doubtful accounts of $2,078 and $2,124, respectively	38,819	40,474
Financing receivables, current portion, net	12,032	15,059
Inventories	1,426	1,498
Prepaid income taxes	1,337	2,120
Prepaid expenses and other	5,861	5,055
Total current assets	66,832	69,938
Property and equipment, net	11,593	10,875
Operating lease assets	7,800	—
Financing receivables, net of current portion	18,267	19,263
Other assets, net of current portion	1,771	995
Intangible assets, net	83,110	86,226
Goodwill	150,216	140,449
Total assets	$ 339,589	$ 327,746
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	$ 8,804	$ 5,668
Current portion of long-term debt	8,430	6,486
Deferred revenue	8,628	10,201
Accrued vacation	4,301	3,929
Other accrued liabilities	11,767	12,219
Total current liabilities	41,930	38,503
Long-term debt, net of current portion	99,433	124,583
Operating lease liabilities	6,256	—
Deferred tax liabilities	7,623	4,877
Total liabilities	155,242	167,963
Stockholders' equity:		
Common stock, $0.001 par value per share; 30,000 shares authorized; 14,356 and 14,083 shares issued and outstanding	14	14
Additional paid-in capital	174,618	164,793
Retained earnings (accumulated deficit)	9,715	(5,024)
Total stockholders' equity	184,347	159,783
Total liabilities and stockholders' equity	$ 339,589	$ 327,746

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

COMPUTER PROGRAMS AND SYSTEMS, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share data)

	Year ended December 31,		
	2019	**2018**	**2017**
Sales revenues:			
System sales and support	$ 165,352	$ 180,164	$ 188,261
TruBridge	109,282	100,247	88,666
Total sales revenues	274,634	280,411	276,927
Costs of sales (exclusive of amortization shown separately below):			
System sales and support	73,872	75,984	80,018
TruBridge	56,617	54,699	49,636
Total costs of sales	130,489	130,683	129,654
Gross profit	144,145	149,728	147,273
Operating expenses:			
Product development	36,861	36,371	33,737
Sales and marketing	27,774	30,713	33,021
General and administrative	43,921	47,275	46,923
Amortization of acquisition-related intangibles	11,006	10,487	10,406
Goodwill impairment	—	—	28,000
Total operating expenses	119,562	124,846	152,087
Operating income (loss)	24,583	24,882	(4,814)
Other income (expense):			
Other income	807	803	407
Gain on contingent consideration	5,000	—	—
Loss on extinguishment of debt	—	—	(1,340)
Interest expense	(6,694)	(7,577)	(7,736)
Total other income (expense)	(887)	(6,774)	(8,669)
Income (loss) before taxes	23,696	18,108	(13,483)
Provision for income taxes	3,228	476	3,933
Net income (loss)	$ 20,468	$ 17,632	$ (17,416)
Net income (loss) per share - basic	$ 1.43	$ 1.26	$ (1.27)
Net income (loss) per share - diluted	$ 1.43	$ 1.26	$ (1.27)
Weighted average shares outstanding used in per common share computations:			
Basic	13,778	13,561	13,419
Diluted	13,778	13,568	13,419

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

COMPUTER PROGRAMS AND SYSTEMS, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(In thousands)

	Common Shares	Common Stock	Additional Paid-in Capital	Retained Earnings (Accumulated Deficit)	Total Stockholders' Equity
Balance at December 31, 2016	13,533	$ 13	$ 147,911	$ 10,046	$ 157,970
Net income (loss)	—	—	—	(17,416)	(17,416)
Common stock issued upon exercise of stock options	1	—	1	—	1
Issuance of restricted stock	226	1	—	—	1
Stock-based compensation	—	—	7,166	—	7,166
Dividends	—	—	—	(11,636)	(11,636)
Balance at December 31, 2017	13,760	$ 14	$ 155,078	$ (19,006)	$ 136,086
Net income	—	—	—	17,632	17,632
Adoption of accounting standards (Note 2)	—	—	—	1,970	1,970
Issuance of restricted stock	326	—	—	—	—
Forfeiture of restricted stock	(3)	—	—	—	—
Stock-based compensation	—	—	9,715	—	9,715
Dividends	—	—	—	(5,620)	(5,620)
Balance at December 31, 2018	14,083	$ 14	$ 164,793	$ (5,024)	$ 159,783
Net income	—	—	—	20,468	20,468
Common stock issued upon exercise of stock options	1		3	—	3
Issuance of restricted stock	272	—	—	—	—
Stock-based compensation	—	—	9,822	—	9,822
Dividends	—	—	—	(5,729)	(5,729)
Balance at December 31, 2019	14,356	$ 14	$ 174,618	$ 9,715	$ 184,347

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

COMPUTER PROGRAMS AND SYSTEMS, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Year ended December 31,		
	2019	**2018**	**2017**
Operating Activities			
Net income (loss)	$ 20,468	$ 17,632	$ (17,416)
Adjustments to net income (loss):			
Provision for bad debt	2,348	3,176	3,421
Deferred taxes	1,011	(364)	1,421
Stock based compensation	9,822	9,715	7,166
Depreciation	1,407	1,795	2,473
Amortization of acquisition-related intangibles	11,006	10,487	10,406
Amortization of deferred finance costs	345	345	645
Gain on contingent consideration	(5,000)	—	—
Goodwill impairment	—	—	28,000
Loss on extinguishment of debt	—	—	1,340
Changes in operating assets and liabilities (net of acquired assets and liabilities):			
Accounts receivable	641	(3,898)	(7,847)
Financing receivables	3,053	(9,473)	(17,308)
Inventories	72	(81)	280
Prepaid expenses and other	(1,475)	549	(30)
Accounts payable	2,542	(1,952)	779
Deferred revenue	(2,003)	264	2,867
Other liabilities	(1,418)	(1,336)	6,069
Prepaid income taxes/income taxes payable	782	(2,930)	1,377
Net cash provided by operating activities	43,601	23,929	23,643
Investing Activities			
Purchases of property and equipment	(1,760)	(978)	(726)
Purchase of business, net of cash received	(10,733)	—	—
Net cash used in investing activities	(12,493)	(978)	(726)
Financing Activities			
Dividends paid	(5,729)	(5,620)	(11,636)
Payments of long-term debt principal	(13,609)	(13,105)	(6,338)
Proceeds from revolving line of credit	11,000	7,300	777
Payments of revolving line of credit	(20,693)	(5,590)	(6,500)
Payments on capital lease	(250)	(315)	(296)
Payments of contingent consideration	(206)	(409)	(625)
Proceeds from exercise of stock options	3	—	1
Net cash used in financing activities	(29,484)	(17,739)	(24,617)
Increase (decrease) in cash and cash equivalents	1,624	5,212	(1,700)
Cash and cash equivalents at beginning of year	5,732	520	2,220
Cash and cash equivalents at end of year	$ 7,356	$ 5,732	$ 520

Continued on following page.

COMPUTER PROGRAMS AND SYSTEMS, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS - (Continued)
(In thousands)

	Year ended December 31,		
	2019	**2018**	**2017**
Supplemental disclosure of cash flow information:			
Cash paid for interest	$ 6,342	$ 7,138	$ 6,953
Cash paid for income taxes, net of refund	$ 3,193	$ 3,771	$ 1,134
Supplemental disclosure of non-cash flow information:			
Write-off of fully depreciated assets	$ —	$ 8,244	$ 6,049

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

COMPUTER PROGRAMS AND SYSTEMS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2019

1. NATURE OF OPERATIONS

Computer Programs and Systems, Inc. ("CPSI" or the "Company") is a healthcare information technology solutions provider which was formed and commenced operations in 1979. The Company provides, on an integrated basis, enterprise-wide clinical management, access management, patient financial management, health information management, strategic decision support, resource planning management and enterprise application integration solutions to healthcare organizations throughout the United States. Additionally, CPSI provides other information technology solutions, including business management services, remote hosting, networking technologies and other related services.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation

The consolidated financial statements of CPSI include the accounts of TruBridge, LLC ("TruBridge"), Evident, LLC ("Evident"), iNetXperts, Corp. d/b/a Get Real Health ("Get Real Health"), and Healthland Holding Inc. ("HHI"), all of which are wholly-owned subsidiaries of CPSI. The accounts of HHI include those of its wholly-owned subsidiaries, Healthland Inc. ("Healthland"), Rycan Technologies, Inc. ("Rycan"), and American HealthTech, Inc. ("AHT"). All significant intercompany balances and transactions have been eliminated.

Cash and Cash Equivalents

Cash and cash equivalents can include time deposits and certificates of deposit with original maturities of three months or less that are highly liquid and readily convertible to a known amount of cash. These assets are stated at cost, which approximates market value, due to their short duration or liquid nature.

Accounts Receivable and Allowance for Doubtful Accounts

Trade accounts receivable are stated at the amount the Company expects to collect and do not bear interest. The Company establishes a general allowance for doubtful accounts based on collections history. In the case of a bankruptcy filing or other similar event indicating the collectability of specific customer accounts is no longer probable, a specific allowance for doubtful accounts may be recorded to reduce the related receivable to the amount expected to be recovered.

Financing Receivables

Financing receivables are comprised of short-term payment plans and sales-type leases. Short-term payment plans are stated at the amount the Company expects to collect and do not bear interest. Sales-type leases are initially recorded at the present value of the related minimum lease payments, computed at the interest rate implicit in the lease, and are presented net of unearned income. Unearned income is amortized over the lease term to produce a constant periodic rate of return on the net investment in the lease (the interest method).

An allowance for credit losses has been established for our financing receivables based on the historical level of customer defaults under such arrangements. In the case of a bankruptcy filing or other similar event indicating the collectability of specific customer accounts is no longer probable, a specific reserve may be recorded to reduce the related receivable to the amount expected to be recovered. Customer payments are considered past due if a scheduled payment is not received within contractually agreed upon terms, with amounts reclassified to accounts receivable when they become due. As a result, we evaluate the credit quality of our financing receivables on an ongoing basis utilizing an aging of receivables and write-offs, customer collection experience, the customer’s financial condition and known risk characteristics impacting the respective customer base, as well as existing economic conditions, to determine if any further allowance is necessary. Amounts are specifically charged off once all available means of collection have been exhausted.

Inventories

Inventories are stated at lower of cost or net realizable value using the average cost method. The Company’s inventories are comprised of computer equipment, forms and supplies.

Property and Equipment

Property and equipment is recorded at cost, less accumulated depreciation. Additions and improvements to property and equipment that materially increase productive capacity or extend the life of an asset are capitalized. Maintenance, repairs and minor renewals are expensed as incurred. Upon retirement or other disposition of such assets, the related costs and accumulated depreciation are removed from the respective accounts and any resulting gain or loss is included in the results of operations.

Depreciation expense is computed using the straight-line method over the asset's useful life, which is generally 5 years for computer equipment, furniture, and fixtures and 30 years for buildings. Leasehold improvements are depreciated over the shorter of the asset's useful life or the remaining lease term. The Company reviews for the possible impairment of long-lived assets whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Depreciation expense is reported in the consolidated statements of operations as a component of costs of sales and operating expenses.

Business Combinations

We apply business combination accounting when we acquire a business. Business combinations are accounted for at fair value. The associated acquisition costs are expensed as incurred and recorded in general and administrative expenses; restructuring costs associated with a business combination are expenses; contingent consideration is measured at fair value at the acquisition date, with changes in fair value after the acquisition date affecting earnings; changes in deferred tax asset valuation allowances and income tax uncertainties after the measurement period affect income tax expense; and goodwill is determined as the excess of the fair value of the consideration conveyed in the acquisition over the fair value of the net assets acquired. The accounting for business combinations requires estimates and judgments as to expectations for future cash flows of the acquired business, and the allocation of those cash flows to identifiable intangible assets, in determining the estimated fair value for assets and liabilities acquired. The fair values assigned to tangible and intangible assets acquired and liabilities assumed, are based on management's estimates and assumptions, including valuations that utilize customary valuation procedures and techniques. If the actual results differ from the estimates and judgments used in these estimates, the amounts recorded in the financial statements could result in a possible impairment of the intangible assets and goodwill, or require acceleration of the amortization expense of finite-lived intangible assets. The results of the acquired businesses' operations are included in the Consolidated Statements of Operations of the combined entity beginning on the date of the acquisition. We have applied this acquisition method to the transactions described in Note 3 - Business Combination.

Goodwill

Goodwill is recorded as the difference, if any, between the aggregate consideration paid for an acquisition and the fair value of the identifiable net tangible and intangible assets acquired. Goodwill is not amortized but is evaluated for impairment annually or more frequently if indicators of impairment are present or changes in circumstances suggest that impairment may exist. We test annually for impairment as of October 1.

As part of our annual goodwill impairment test, we first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If we conclude that it is more likely than not that the fair value of a reporting unit is less than its carrying amount, we conduct a quantitative goodwill impairment assessment. The first step of the quantitative goodwill impairment test compares the fair value of the reporting unit with its carrying amount, including goodwill. The Company early adopted Accounting Standards Update 2017-04 on January 1, 2017, which eliminates the second step of the goodwill impairment analysis. Therefore, if the carrying amount of the reporting unit exceeds its fair value in the first step of the goodwill impairment test, an impairment charge is recognized for the amount by which the carrying amount exceeds the total amount of goodwill allocated to that reporting unit. If the fair value of the reporting unit exceeds its carrying amount, the goodwill of the reporting unit is not considered to be impaired.

We did not identify any events or circumstances that would require interim goodwill impairment testing prior to October 1, 2017. Based on our assessment as of October 1, 2017, we determined that there was no impairment of goodwill for our Acute Care EHR and TruBridge reporting units. We also determined as of October 1, 2017, that it was more likely than not that we did not have an impairment of our Post-acute Care EHR reporting unit. During the fourth quarter of 2017, the cumulation of events, including anticipated attrition of significant post-acute customer accounts and a product development acceleration plan for our post-acute EHR software, triggered management to re-assess future discounted cash flow projections incorporated in the October 1, 2017 annual assessment to include updated assumptions for the aforementioned fourth quarter events impacting the Post-acute Care EHR reporting unit. The result of our fair value assessment, which

applied a combination of the income and market valuation approach, measured the reporting unit's fair value less than the reporting unit's carrying value. A goodwill impairment of $28.0 million was recorded against our Post-acute Care EHR reporting unit for the year ended December 31, 2017. We determined there was no impairment to goodwill for the years ended December 31, 2018 and 2019.

Purchased Intangible Assets

Purchased intangible assets are acquired in connection with a business acquisition, and are amortized over their estimated useful lives based on the pattern of economic benefit expected from each asset. We concluded for certain purchased intangible assets that the pattern of economic benefit approximated the straight-line method, and therefore, the use of the straight-line method was appropriate, as the majority of the cash flows will be recognized ratably over the estimated useful lives and there is no degradation of the cash flows over time.

We assess the recoverability of intangible assets whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable. The carrying amount is not recoverable if it exceeds the undiscounted sum of cash flows expected to result from the use and eventual disposition of the asset. If the asset is not recoverable, the impairment loss is measured by the excess of the asset's carrying amount over its fair value.

During the fourth quarter of 2017, the cumulation of events, including anticipated attrition of significant post-acute customer accounts and a product development acceleration investment plan in our Post-acute Care EHR software, triggered management to assess the recoverability of purchased intangible assets related to our Post-acute Care EHR asset group. We determined there was no impairment to purchased intangible assets as of December 31, 2019, 2018 or 2017.

Revenue Recognition

Revenue is recognized upon transfer of control of promised products or services to clients in an amount that reflects the consideration we expect to receive in exchange for those products and services. We enter into contracts that can include various combinations of products and services, which are generally distinct and accounted for as separate performance obligations. The Company employs the 5-step revenue recognition model under ASC 606 to: (1) identify the contract with the client, (2) identify the performance obligations in the contract, (3) determine the transaction price, (4) allocate the transaction price to the performance obligations in the contract, and (5) recognize revenue when (or as) the entity satisfies a performance obligation.

Revenue is recognized net of shipping charges and any taxes collected from clients, which are subsequently remitted to governmental authorities.

- ***System Sales and Support***

  The Company enters into contractual obligations to sell perpetual software licenses, installation, conversion, and related training services, hardware and software application support, and hardware maintenance services to acute care and post-acute care community hospitals.

  - **Non-recurring Revenues**

    - Perpetual software licenses and installation, conversion, and related training services are not considered separate and distinct performance obligations due to the proprietary nature of our software and are, therefore, accounted for as a single performance obligation on a module-by-module basis. Revenue is recognized as each module's implementation is completed based on the module's stand-alone selling price ("SSP"), net of discounts. Fees for licenses and installation, conversion, and related training services are typically due in three installments: (1) at placement of order, (2) upon installation of software and commencement of training, and (3) upon satisfactory completion of monthly accounting cycle or end-of-month operation by application and as applicable for each application. Often, short-term and/or long-term financing arrangements are provided for software implementations; refer to Note 10 - Financing Receivables for further information. Electronic health records ("EHR") implementations include a system warranty that terminates thirty days from the software go-live date, the date which the client begins using the system in a live environment.

    - Hardware revenue is recognized separately from software licenses at the point in time it is delivered to the client. The SSP of hardware is cost plus a reasonable margin and revenue is recognized on a gross

basis. Payment is generally due upon delivery of the hardware to the client. Standard manufacturer warranties apply to hardware.

- **Recurring Revenues**

  - Software application support and hardware maintenance services sold with software licenses and hardware are separate and distinct performance obligations. Revenue for support and maintenance services is recognized based on SSP, which is the renewal price, ratably over the life of the contract, which is generally three to five years. Payment is due monthly for support services provided.

  - Subscriptions to third-party content revenue is recognized as a separate performance obligation ratably over the subscription term based on SSP, which is cost plus a reasonable margin, and revenue is recognized on a gross basis. Payment is due monthly for subscriptions to third party content.

  - Software as a Service ("SaaS") arrangements for EHR software and related conversion and training services are considered a single performance obligation. Revenue is recognized on a monthly basis as the SaaS service is provided to the client over the contract term. Payment is due monthly for SaaS services provided.

    Refer to Note 17 for further information, including revenue by client base (acute care or post-acute care) bifurcated by recurring and non-recurring revenue.

- ***TruBridge***

  TruBridge provides an array of business processing services ("BPS") consisting of accounts receivable management, private pay services, insurance services, medical coding, electronic billing, statement processing, payroll processing, and contract management. Fees are recognized over the period of the client contractual relationship as the services are performed based on the SSP, net of discounts. Fees for many of these services are invoiced, and revenue recognized accordingly, based on the volume of transactions or a percentage of client accounts receivable collections. Payment is due monthly for BPS with certain amounts varying based on utilization and/or volumes.

  TruBridge also provides professional IT services. Revenue from professional IT services is recognized as the services are performed based on SSP. Payment is due monthly as services are performed.

- ***Deferred Revenue***

  Deferred revenue represents amounts invoiced to clients for which the services under contract have not been completed and revenue has not been recognized, including annual renewals of certain software subscriptions and customer deposits for implementations to be performed at a later date. Revenue is recognized ratably over the life of the software subscriptions as services are provided and at the point-in-time when implementations have been completed.

  The following table details deferred revenue for the years ended December 31, 2019 and 2018, included in the consolidated balance sheets:

	For years ended December 31,	
(In thousands)	2019	2018
Beginning balance	$ 10,201	$ 9,937
Deferred revenue recorded	20,507	19,818
Deferred revenue acquired	430	—
Less deferred revenue recognized as revenue	(22,510)	(19,554)
Ending balance	$ 8,628	$ 10,201

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The deferred revenue recorded for years ended December 31, 2019 and 2018 is comprised primarily of the annual renewals of certain software subscriptions billed during during the first quarter of each year and deposits collected for future EHR installations. The deferred revenue acquired resulted from the May 2019 acquisition of Get Real Health. The deferred revenue recognized as revenue during the years ended December

31, 2019 and 2018 is comprised primarily of the periodic recognition of annual renewals that were deferred until earned and deposits for future EHR installations that were deferred until earned.

- ***Costs to Obtain and Fulfill a Contract with a Customer***

  Costs to obtain a contract include the commission costs related to SaaS arrangements, which are capitalized and amortized ratably over the expected life of the customer. As a practical expedient, we generally recognize the incremental costs of obtaining a contract as an expense when incurred if the amortization period of the asset would have been one year or less, with the exception of commissions generated from TruBridge sales. TruBridge commissions, which are paid up to twelve months in advance, are capitalized and amortized over the prepayment period. Costs to obtain a contract are expensed within sales and marketing expenses in the accompanying consolidated statements of operations.

  Contract fulfillment costs related to the implementation of SaaS arrangements are capitalized and amortized ratably over the expected life of the customer. Costs to fulfill contracts consist of the payroll costs for the implementation of SaaS arrangements, including time for training, conversion, and installation that is necessary for the software to be utilized. Contract fulfillment costs are expensed within the caption "System sales and support - Cost of sales" in the accompanying consolidated statements of operations.

  Costs to obtain and fulfill contracts related to SaaS arrangements are included within the "Prepaid expenses and other" and "Other assets, net of current portion" line items on our consolidated balance sheets.

  The following table details costs to obtain and fulfill contracts with customers for the years ended December 31, 2019 and 2018, included in the consolidated balance sheets:

	For years ended December 31,	
(In thousands)	2019	2018
Beginning balance	$ 3,017	$ 3,775
Costs to obtain and fulfill contracts capitalized	6,246	3,345
Less costs to obtain and fulfill contracts recognized as expense	(4,824)	(4,103)
Ending balance	$ 4,439	$ 3,017

- ***Significant Judgments***

  Our contracts with clients often include promises to transfer multiple products and services. Determining whether products and services are considered distinct performance obligations that should be accounted for separately versus together may require significant judgment.

  Judgment is required to determine SSP for each distinct performance obligation. We use observable SSP for items that are sold on a stand-alone basis to similarly situated clients at unit prices within a sufficiently narrow range. For performance obligations that are sold to different clients for a broad range of amounts, or for performance obligations that are never sold on a stand-alone basis, the residual method in determining SSP is applied and requires significant judgment.

  Allocating the transaction price, including estimating SSP of promised goods and services for contracts with discounts or variable consideration, may require significant judgment. Due to the short time frame of the implementation cycle, discount allocation is immaterial as revenue is recognized net of discounts within the same reporting period. In scenarios where the Company enters into a contract that includes both a software license and BPS or other services that are charged based on volume of services rendered, the Company allocates variable amounts entirely to a distinct good or service. The terms of the variable payment relate specifically to the entity’s efforts to satisfy that performance obligation.

  Significant judgment is required in determining the expected life of a customer, which is the amortization period for costs to obtain and fulfill a contract that have been capitalized. The Company determined that the expected life of the customer is not materially different from the initial contract term based on the characteristics of the SaaS offering.

- ***Remaining Performance Obligations***

  Disclosures regarding remaining performance obligations are not considered material as the overwhelming majority of the Company's remaining performance obligations either (a) are related to contracts with an

expected duration of one year or less, or (b) exhibit revenue recognition in the amount to which the Company has the right to invoice.

Stock-Based Compensation

The Company accounts for stock-based compensation according to the provisions of FASB Codification topic, *Compensation – Stock Compensation*, which establishes accounting for stock-based awards exchanged for employee services. Accordingly, stock-based compensation cost is measured at the grant date based on the fair value of the award, and is recognized as an expense over the employee's or non-employee director's requisite service period.

Product Development Costs

Product development costs are expensed as incurred. Product development costs totaled approximately $36.9 million, $36.4 million, and $33.7 million for the years ended December 31, 2019, 2018 and 2017, respectively.

Income Taxes

We account for income taxes in accordance with FASB Codification topic, *Income Taxes*. Under this topic, deferred income taxes are determined utilizing the asset and liability approach. This method gives consideration to the future tax consequences associated with differences between financial accounting and tax bases of assets and liabilities. The effect on the deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. We recognize interest and penalties accrued related to unrecognized tax benefits in the consolidated statements of operations as a component of the provision for income taxes.

We also make a provision for uncertain income tax positions in accordance with the *Income Taxes* Codification topic. These provisions require that a tax position taken in a tax return be recognized in the financial statements when it is more likely than not (i.e., a likelihood of more than fifty percent) that the position would be sustained upon examination by tax authorities. A recognized tax position is then measured at the largest amount of benefit that is greater than fifty percent likely of being realized upon settlement. The topic also requires that changes in judgment that result in subsequent recognition, derecognition, or change in a measurement date of a tax position taken in a prior annual period (including any related interest and penalties) be recognized as a discrete item in the interim period in which the change occurs.

Valuation allowances are recorded when, in the opinion of management, it is more likely than not that all or a portion of the deferred tax assets will not be realized. These valuation allowances can be impacted by changes in tax laws, changes to statutory tax rates, and future taxable income, and are based on our judgment, estimates, and assumptions.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires that management make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements, and the reported revenues and expenses during the reporting periods. Actual results could differ from those estimates.

Segment Reporting

Operating segments are identified as components of an enterprise about which separate discrete financial information is evaluated by the chief operating decision maker, which we refer to as the CODM, or decision-making group in assessing performance and making decisions regarding resource allocation. The Company has prepared operating segment information based on the manner in which management disaggregates the Company's operations for making internal operating decisions. See Note 17.

New Accounting Standards Adopted in 2019

In February 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2016-02, *Leases*, to increase transparency and comparability among organizations by recognizing lease assets and lease liabilities on the balance sheet and disclosing key information about leasing arrangements. The new guidance requires the recognition of lease assets and lease liabilities by lessees for those leases classified as operating leases under previous U.S. GAAP. We adopted this guidance as of January 1, 2019 using the current period adjustment method. The impact on the financial statements of implementation of this standard was an increase in lease assets and lease liabilities of $4.9 million as of the adoption date, January 1, 2019. Adoption of the standard did not significantly impact our consolidated net earnings or cash flows.

New Accounting Standards Yet to be Adopted

In June 2016, the FASB issued ASU 2016-13, *Financial Instruments-Credit Losses*, which will require the measurement of all expected credit losses for financial assets held at the reporting date based on historical experience, current conditions, and reasonable and supportable forecasts. This guidance will be effective for fiscal years and interim periods within those years beginning after December 15, 2019, which is effective for the Company as of the first quarter of our fiscal year ending December 31, 2020. The Company does not expect a material impact due to the implementation of this standard on its consolidated financial statements.

We do not believe that any other recently issued but not yet effective accounting standards, if adopted, would have a material impact on our consolidated financial statements.

3. BUSINESS COMBINATION

Acquisition of Get Real Health

On May 3, 2019, we acquired all of the assets and liabilities of iNetXperts, Corp., a Maryland corporation doing business as Get Real Health (“Get Real Health”), pursuant to a Stock Purchase Agreement dated April 23, 2019, as amended on May 2, 2019. Based in Rockville, Maryland, Get Real Health delivers technology solutions to improve patient outcomes and engagement strategies with care providers.

Consideration for the acquisition included cash (net of cash of the acquired entity) of $10.8 million (inclusive of seller's transaction expenses), plus a contingent earnout payment of up to $14.0 million tied to Get Real Health's earnings before interest, tax, depreciation, and amortization ("EBITDA") (subject to certain pro-forma adjustments) for 2019. As of December 31, 2019, the $5.0 million contingent consideration estimated in the allocation of purchase price paid was fully reversed as Get Real Health's earnings did not achieve the required level for earnout payment. During 2019, we incurred approximately $0.6 million of pre-tax acquisition costs in connection with the acquisition of Get Real Health. Acquisition costs are included in general and administrative expenses in our consolidated statements of income.

Our acquisition of Get Real Health will be treated as a purchase in accordance with ASC 805, *Business Combinations*, which requires allocation of the purchase price to the estimated fair values of assets and liabilities acquired in the transaction. Our allocation of the purchase price is based on management's judgment after evaluating several factors, including a preliminary valuation assessment. The allocation is preliminary and subject to changes, which could be significant, as additional information becomes available and appraisals of intangible assets and deferred tax positions are finalized.

The allocation of the purchase price paid for Get Real Health as of December 31, 2019 was as follows:

(In thousands)	Purchase Price Allocation
Acquired cash	$ 159
Accounts receivable	364
Prepaid expenses	107
Property and equipment	365
Operating lease asset	1,285
Intangible assets	7,890
Goodwill	9,767
Accounts payable and accrued liabilities	(594)
Deferred taxes, net	(1,736)
Operating lease liability	(1,285)
Contingent consideration	(5,000)
Deferred revenue	(430)
Net assets acquired	$ 10,892

The intangible assets in the table above are being amortized on a straight-line basis over their estimated useful lives. The amortization is included in amortization of acquisition-related intangibles in our condensed consolidated statements of income.

The fair value measurements of tangible and intangible assets and liabilities were based on significant inputs not observable in the market and thus represent Level 3 measurements within the fair value measurement hierarchy (see Note 15 - Fair Value). Level 3 inputs included, among others, discount rates that we estimated would be used by a market participant in valuing these assets and liabilities, projections of revenues and cash flows, client attrition rates and market comparables.

Our condensed consolidated statement of operations for the year ended December 31, 2019 includes revenues of approximately $3.4 million, and pre-tax loss of approximately $0.1 million, attributed to the acquired business since the May 3, 2019 acquisition date.

The following unaudited pro forma revenue, net income and earnings per share amounts for the years ended December 31, 2019 and 2018 give effect to the Get Real Health acquisition as if it had been completed on January 1, 2018. The pro forma financial information is presented for illustrative purposes only and is not necessarily indicative of what the operating results actually would have been during the periods presented had the Get Real Health acquisition been completed during the periods presented. In addition, the unaudited pro forma financial information does not purport to project future operating results. The pro forma information does not fully reflect: (1) any anticipated synergies (or costs to achieve synergies) or (2) the impact of non-recurring items directly related to the Get Real Health acquisition.

	Year Ended December 31,	
(In thousands, except per share data, unaudited)	2019	2018
Pro forma revenues	$ 276,097	$ 283,994
Pro forma net income	$ 19,077	$ 15,172
Pro forma diluted earnings per share	$ 1.38	$ 1.12

Pro forma net income was calculated by adjusting the results for the applicable period to reflect (i) the additional amortization that would have been charged assuming the fair value adjustments to intangible assets had been applied on January 1, 2018 and (ii) adjustments to amortized revenue during fiscal 2019 and 2018 as a result of the acquisition date valuation of assumed deferred revenue. The pro forma results for each period also reflect the pro forma adjustment to interest expense as a result of utilizing revolver debt to finance the acquisition.

4. PROPERTY AND EQUIPMENT

Property and equipment were comprised of the following at December 31, 2019 and 2018:

(In thousands)	2019	2018
Land	$ 2,848	$ 2,848
Buildings and improvements	8,039	7,752
Computer equipment	4,011	2,766
Leasehold improvements	1,712	1,198
Office furniture and fixtures	2,018	1,938
Automobiles	18	18
	18,646	16,520
Less: accumulated depreciation	(7,053)	(5,645)
Property and equipment, net	$ 11,593	$ 10,875

5. OTHER ACCRUED LIABILITIES

Other accrued liabilities were comprised of the following at December 31, 2019 and 2018:

(In thousands)	2019	2018
Salaries and benefits	$ 6,946	$ 8,722
Severance	329	992
Commissions	1,037	830
Self-insurance reserves	1,382	1,017
Contingent consideration	—	206
Other	529	452
Operating lease liabilities, current portion	1,544	—
Other accrued liabilities	$ 11,767	$ 12,219

6. NET INCOME PER SHARE

The Company presents basic and diluted earnings per share ("EPS") data for its common stock. Basic EPS is calculated by dividing the net income attributable to stockholders of the Company by the weighted average number of shares of common stock outstanding during the period. Diluted EPS is determined by adjusting the net income attributable to stockholders of the Company and the weighted average number of shares of common stock outstanding during the period for the effects of all dilutive potential common shares, including awards under stock-based compensation arrangements.

The Company's unvested restricted stock awards (see Note 8) are considered participating securities under FASB Codification topic, *Earnings Per Share*, because they entitle holders to non-forfeitable rights to dividends until the awards vest or are forfeited. When a company has a security that qualifies as a "participating security," the Codification requires the use of the two-class method when computing basic EPS. The two-class method is an earnings allocation formula that determines EPS for each class of common stock and participating security according to dividends declared (or accumulated) and participation rights in undistributed earnings. In determining the amount of net income to allocate to common stockholders, income is allocated to both common stock and participating securities based on their respective weighted average shares outstanding for the period, with net income attributable to common stockholders ultimately equaling net income less net income attributable to participating securities. Diluted EPS for the Company's common stock is computed using the more dilutive of the two-class method or the treasury stock method.

The following is a calculation of the basic and diluted EPS for the Company's common stock, including a reconciliation between net income (loss) and net income (loss) attributable to common stockholders for the years ended December 31, 2019, 2018, and 2017:

(In thousands, except for per share data)	2019	2018	2017
Basic EPS			
Numerator			
Net income (loss)	$ 20,468	$ 17,632	$ (17,416)
Less: Net (income) loss attributable to participating securities	(764)	(595)	316
Net income (loss) attributable to common stockholders	$ 19,704	$ 17,037	$ (17,100)
Denominator			
Weighted average shares outstanding used in basic per common share computations	13,778	13,561	13,419
Basic EPS	$ 1.43	$ 1.26	$ (1.27)
Diluted EPS			
Numerator			
Net income (loss) attributable to common stockholders for diluted EPS	$ 19,704	$ 17,037	$ (17,100)
Denominator			
Weighted average shares outstanding used in basic per common share computations	13,778	13,561	13,419
Weighted average effect of dilutive securities:			
Performance share awards	—	7	—
Weighted average shares outstanding used in diluted per common share computations	13,778	13,568	13,419
Diluted EPS	$ 1.43	$ 1.26	$ (1.27)

7. INCOME TAXES

The Company accounts for income taxes in accordance with the FASB's Codification topic, *Income Taxes*. These provisions require a company to determine whether it is more likely than not that a tax position will be sustained upon examination based on the technical merits of the position. If the more-likely-than-not threshold is met, a company must measure the tax position to determine the amount to recognize in the financial statements. The Company did not have any unrecognized tax positions as of December 31, 2019 and 2018.

The federal returns for tax years 2016 through 2018 remain open to examination, and the tax years 2015 through 2018 remain open to examination by certain other taxing jurisdictions to which the Company is subject. Additional years may be open to the extent attributes are being carried forward to an open year.

Deferred income taxes arise from the temporary differences in the recognition of income and expenses for tax purposes. A valuation allowance is established when the Company believes that it is more likely than not that some portion of its deferred tax assets will not be realized.

Deferred tax assets and liabilities were comprised of the following at December 31, 2019 and 2018:

(In thousands)	2019	2018
Deferred tax assets:		
Accounts receivable and financing receivables	$ 1,221	$ 1,112
Accrued vacation	653	529
Stock-based compensation	2,886	2,264
Deferred revenue	257	250
Accrued severance	24	173
Fixed assets	1,347	—
Credits	3,072	1,984
Net operating loss	7,770	10,347
Deferred tax assets	17,230	16,659
Less: Valuation allowance	801	456
Total deferred tax assets	$ 16,429	$ 16,203
Deferred tax liabilities:		
Intangible assets	$ 20,960	$ 19,957
Accrued liabilities and other	3,092	897
Fixed assets	—	226
Total deferred tax liabilities	$ 24,052	$ 21,080
Total net deferred tax liability	$ (7,623)	$ (4,877)

Significant components of the income tax provision for the years ended December 31, 2019, 2018 and 2017 were as follows:

(In thousands)	2019	2018	2017
Current provision:			
Federal	$ 860	$ (594)	$ 1,535
State	1,357	1,434	977
Deferred provision:			
Federal	951	649	1,070
State	60	(1,013)	351
Total income tax provision	$ 3,228	$ 476	$ 3,933

The difference between income taxes at the U.S. federal statutory income tax rate of 21% for the years ended December 31, 2019 and 2018, and 35% for the year ended December 31, 2017, and those reported in the consolidated statements of operations for the years ended December 31, 2019, 2018 and 2017 are as follows:

(In thousands)	2019	2018	2017
Income taxes at U.S. federal statutory rate	$ 4,976	$ 3,803	$ (4,584)
Provision-to-return adjustments	(66)	(112)	433
State income tax, net of federal tax effect	978	1,109	458
Domestic production activities deduction	—	—	(280)
Tax credits	(2,196)	(3,428)	(393)
Contingent consideration	(1,050)	—	—
Goodwill impairment	—	—	9,520
Stock-based compensation	151	356	1,155
Deferred impact of tax reform	—	—	(1,890)
Change in valuation allowance	173	(1,149)	(304)
Other	262	(103)	(182)
Total income tax provision	$ 3,228	$ 476	$ 3,933

Our effective tax rates for the years ended December 31, 2019, 2018 and 2017 were 14%, 3% and (29)%, respectively. Our effective tax rate for 2019 was significantly impacted by the non-taxable nature of our recorded gain on contingent consideration, which served to reduce the year's effective tax rate by over 4%. Our effective tax rate for 2018 was significantly impacted by our implementation of the ASC 730 Safe Harbor Directive, which significantly increased our

estimated R&D tax credits for the 2017 and 2018 tax years. Our effective tax rate for 2017 was based on a then-statutory corporate tax rate of 35%, which was subsequently reduced to 21% pursuant to the Tax Cuts and Jobs Act, and significantly impacted by tax shortfalls related to stock-based compensation resulting from our adoption of ASU 2016-09, the non-deductible nature of our goodwill impairment charges, and the effect of recent tax reform legislation. These three factors combined for a net $8.8 million tax expense impact during 2017, affecting the period's effective tax rate by approximately 65%.

We have federal net operating loss carryforwards related to the acquisition of HHI and Get Real Health of $53.9 million, $40.5 million, and $27.9 million for the years ending December 31, 2017, 2018, and 2019, respectively, which expire at various dates from 2026 to 2035. We have state net operating loss carryforwards related to the acquisition of HHI and Get Real Health of $37.1 million, $34.5 million, and $34.4 million for the years ending December 31, 2017, 2018, and 2019, respectively, which expire at various dates from 2023 to 2036.

Realization of deferred tax assets associated with the state net operating loss carryforward is dependent upon generating sufficient taxable income prior to their expiration. We believe it is more likely than not that the benefit from certain state NOL carryforwards will not be realized. In recognition of this risk, we have provided a valuation allowance on the deferred tax assets related to these state NOL carryforwards of $0.5 million after December 31, 2018 and $0.8 million after December 31, 2019. The change in valuation allowance was based on evidence supporting that certain state NOL carryforwards associated with the acquisition of Get Real Health may not be realized.

8. STOCK-BASED COMPENSATION

The Company's stock-based compensation awards are in the form of restricted stock and performance share awards granted pursuant to the Company's 2012 Restricted Stock Plan for Non-Employee Directors, Amended and Restated 2014 Incentive Plan and 2019 Incentive Plan (the "Plans"). Stock-based compensation cost is measured at the grant date based on the fair value of the award, and is recognized as an expense over the employee's or non-employee director's requisite service period. As of December 31, 2019, there were a total of 833,895 shares of common stock reserved under the Plans for issuance under future share-based payment arrangements.

The following table details total stock-based compensation expense for the years ended December 31, 2019, 2018 and 2017, included in the consolidated statements of operations:

(In thousands)	2019	2018	2017
Costs of sales	$ 2,040	$ 2,134	$ 1,750
Operating expenses	7,782	7,581	5,416
Pre-tax stock-based compensation expense	9,822	9,715	7,166
Less: income tax effect	(2,063)	(2,040)	(2,795)
Net (after tax) stock-based compensation expense	$ 7,759	$ 7,675	$ 4,371

As of December 31, 2019, there was $9.6 million of unrecognized compensation cost related to unvested or unearned, as applicable, stock-based compensation arrangements granted under the Plans, which is expected to be recognized over a weighted-average period of 1.6 years.

Restricted Stock

The Company grants restricted stock to executive officers, certain key employees and non-employee directors under the Plans with the fair value of the awards representing the fair value of the common stock on the date the restricted stock is granted. Shares of restricted stock generally vest in equal annual installments over the applicable vesting period, which ranges from one to three years. The Company records expenses for these grants on a straight-line basis over the applicable vesting periods. Shares of restricted stock may also be issued pursuant to the settlement of performance share awards, for which the Company records expenses in the manner described in the "Performance Share Awards" section below.

A summary of restricted stock activity (including shares of restricted stock issued pursuant to the settlement of performance share awards) under the Plans during the years ended December 31, 2019, 2018 and 2017 is as follows:

	Shares	Weighted-Average Grant-Date Fair Value
Unvested stock outstanding at January 1, 2017	184,885	$ 54.63
Granted	225,954	32.79
Vested	(101,644)	55.58
Unvested stock outstanding at December 31, 2017	309,195	$ 38.36
Granted	148,841	30.20
Performance share awards converted to restricted stock	177,395	29.94
Vested	(156,988)	40.52
Forfeited	(3,311)	30.20
Unvested stock outstanding at December 31, 2018	475,132	$ 32.00
Granted	133,936	30.89
Performance share awards converted to restricted stock	138,566	29.80
Vested	(221,775)	33.48
Unvested stock outstanding at December 31, 2019	525,859	$ 30.51

Performance Share Awards

The Company grants performance share awards to executive officers and certain key employees under the Amended and Restated 2014 Incentive Plan prior to 2019 and under the 2019 Incentive Plan beginning in 2019. The number of shares of common stock earned and issuable under each award is determined at the end of each one-year or three-year performance period, based on the Company's achievement of performance goals predetermined by the Compensation Committee of the Board of Directors at the time of grant. The three-year performance share awards include a modifier to the total number of shares earned based on the Company's total shareholder return ("TSR") compared to an industry index. If certain levels of the performance objective are met, the award results in the issuance of shares of restricted stock or common stock corresponding to such level. One-year performance share awards are then subject to time-based vesting pursuant to which the shares of restricted stock vest in equal annual installments over the applicable vesting period, which is generally three years. Three-year performance share awards result in the issuance of shares of common stock that are not subject to time-based vesting at the conclusion of the three-year performance period if earned.

In the event that the Company's financial performance meets the predetermined targets for the performance objectives of the one-year or three-year performance share awards, the Company will issue each award recipient the number of shares of restricted stock or common stock, as applicable, equal to the target award specified in the individual's underlying performance share award agreement. In the event the financial results of the Company exceed the predetermined targets, additional shares up to the maximum award may be issued. In the event the financial results of the Company fall below the predetermined targets, a reduced number of shares may be issued. If the financial results of the Company fall below the threshold performance levels, no shares will be issued. The total number of shares issued for the three-year performance share award may be increased, decreased, or unchanged based on the TSR modifier described above.

The recipients of performance share awards do not receive dividends or possess voting rights during the performance period and, accordingly, the fair value of the one-year performance share awards is the quoted market value of CPSI's common stock on the grant date less the present value of the expected dividends not received during the relevant period. The TSR modifier applicable to the three-year performance share awards is considered a market condition and therefore is reflected in the grant date fair value of the award. A Monte Carlo simulation has been used to account for this market condition in the grant date fair value of the award.

Expense of one-year performance share awards is recognized using the accelerated attribution (graded vesting) method over the period beginning on the date the Company determines that it is probable that the performance criteria will be achieved and ending on the last day of the vesting period for the restricted stock issued in satisfaction of such awards. Expense of three-year performance share awards is recognized using ratable straight-line amortization over the three-year performance period. In the event the Company determines it is no longer probable that the minimum performance level will be achieved, all previously recognized compensation expense related to the applicable awards is reversed in the period such a determination is made.

A summary of performance share award activity under the Plans for the years ended December 31, 2019, 2018 and 2017, is as follows, based on the target award amounts set forth in the performance share award agreements:

	Shares	Weighted-Average Grant-Date Fair Value
Performance share awards outstanding at January 1, 2017	77,594	$ 49.64
Granted	189,325	29.94
Forfeited or unearned	(77,594)	49.64
Performance share awards outstanding at December 31, 2017	189,325	$ 29.94
Granted	184,776	30.15
Forfeited or unearned	(11,930)	29.94
Performance share awards converted to restricted stock	(177,395)	29.94
Performance share awards outstanding at December 31, 2018	184,776	$ 30.15
Granted	110,310	30.95
Adjusted for actual perfromance, net of forfeitures	44,189	29.77
Performance share awards converted to restricted stock	(138,566)	29.80
Performance share awards outstanding at December 31, 2019	200,709	$ 30.75

9. CONCENTRATION OF CREDIT RISK

Financial instruments, which potentially subject the Company to concentration of credit risk, consist principally of temporary cash investments and trade receivables (including financing receivables). The Company places its temporary cash investments with credit-worthy, high-quality financial institutions.

The Company’s customer base is concentrated in the healthcare industry. Customers are located throughout the United States. The Company requires no collateral or other security to support customer trade receivables. An allowance for doubtful accounts and allowance for credit losses has been established for potential credit losses based on historical collection experience.

The Company maintains its cash and cash equivalents in bank deposit accounts, which, at times, may exceed federally insured limits. The Company has not experienced any losses in such accounts and does not believe it is exposed to any significant credit risk on cash and cash equivalents.

10. FINANCING RECEIVABLES

Total financing receivables were $30.3 million as of December 31, 2019, compared with $34.3 million as of December 31, 2018.

Short-Term Payment Plans

The Company provides fixed monthly payment arrangements ("short-term payment plans") over terms ranging from three to twelve months for meaningful use stage three and other add-on software installations. As a practical expedient, we do not adjust the amount of consideration recognized as revenue for the financing component as unearned income when we expect payment within one year or less. These receivables, included in the current portion of financing receivables, were comprised of the following on December 31, 2019 and 2018:

(In thousands)	2019	2018
Short-term payment plans, gross	$ 2,361	$ 5,773
Less: allowance for losses	(165)	(404)
Short-term payment plans, net	$ 2,196	$ 5,369

Long-Term Financing Arrangements

Additionally, the Company provides financing for purchases of its information and patient care systems to certain healthcare providers under long-term financing arrangements expiring in various years through 2026. Under long-term financing arrangements, the transaction price is adjusted by a discount rate that reflects market conditions and that would be used for a separate financing transaction between the Company and licensee at contract inception, and takes into account the credit characteristics of the licensee and market interest rates as of the date of the agreement. As such, the amount of fixed fee revenue recognized at the beginning of the license term will be reduced by the calculated financing component. As payments are received from the licensee, the Company recognizes a portion of the financing component as interest income, reported as other income in the consolidated statements of operations. These receivables typically have terms from two to seven years.

The components of these receivables were as follows on December 31:

(In thousands)	2019	2018
Long-term financing arrangements, gross	$ 34,483	$ 34,841
Less: allowance for losses	(2,806)	(2,163)
Less: unearned income	(3,574)	(3,725)
Long-term financing arrangements, net	$ 28,103	$ 28,953

Future minimum payments to be received subsequent to December 31, 2019 are as follows:

(In thousands)	
2020	$ 12,085
2021	10,468
2022	6,435
2023	3,368
2024	1,709
Thereafter	418
Total minimum payments to be received	34,483
Less: allowance for losses	(2,806)
Less: unearned income	(3,574)
Receivables, net	$ 28,103

Credit Quality of Financing Receivables and Allowance for Credit Losses

The following table is a roll-forward of the allowance for financing credit losses for the years ended December 31, 2019 and 2018:

(In thousands)	Beginning Balance	Provision	Charge-offs	Recoveries	Ending Balance
December 31, 2019	$ 2,567	$ 970	$ (566)	$ —	$ 2,971
December 31, 2018	$ 3,244	$ 1,691	$ (2,368)	$ —	$ 2,567

The Company’s financing receivables are comprised of a single portfolio segment, as the balances are all derived from short-term payment plan arrangements and long-term financing arrangements within our target market of community hospitals. The Company evaluates the credit quality of its financing receivables based on a combination of factors, including, but not limited to, customer collection experience, economic conditions, the customer’s financial condition, and known risk characteristics impacting the respective customer base of community hospitals, the most notable of which relate to enacted and potential changes in Medicare and Medicaid reimbursement rates as community hospitals typically generate a significant portion of their revenues and related cash flows from beneficiaries of these programs. In addition to specific account identification, the Company utilizes historical collection experience to establish the allowance for credit losses. Financing receivables are written off only after the Company has exhausted all collection efforts.

Customer payments are considered past due if a scheduled payment is not received within contractually agreed upon terms. To facilitate customer collection and credit monitoring efforts, financing receivable amounts are invoiced and reclassified to trade accounts receivable when they become due, with all invoiced amounts placed on nonaccrual status. As a result, all

past due amounts related to the Company's financing receivables are included in trade accounts receivable in the accompanying consolidated balance sheets. The following is an analysis of the age of financing receivables amounts (excluding short-term payment plans) that have been reclassified to trade accounts receivable and were past due as of December 31, 2019 and December 31, 2018:

(In thousands)	1 to 90 Days Past Due	91 to 180 Days Past Due	181 + Days Past Due	Total Past Due
December 31, 2019	$ 1,480	$ 150	$ 207	$ 1,837
December 31, 2018	$ 1,302	$ 210	$ 245	$ 1,757

From time to time, the Company may agree to alternative payment terms outside of the terms of the original financing receivable agreement due to customer difficulties in achieving the original terms. In general, such alternative payment arrangements do not result in a re-aging of the related receivables. Rather, payments pursuant to any alternative payment arrangements are applied to the already outstanding invoices beginning with the oldest outstanding invoices as the payments are received.

Because amounts are reclassified to trade accounts receivable when they become due, there are no past due amounts included within the financing receivables or the financing receivables, current portion, net amounts in the accompanying consolidated balance sheets.

The Company utilizes an aging of trade accounts receivable as the primary credit quality indicator for its financing receivables, which is facilitated by the reclassification of customer payment amounts to trade accounts receivable when they become due. The table below categorizes customer financing receivable balances (excluding short term payment plans), none of which are considered past due, based on the age of the oldest payment outstanding that has been reclassified to trade accounts receivable:

(In thousands)	December 31, 2019	December 31, 2018
Stratification of uninvoiced client financing receivables based on aging of related trade accounts receivable:		
Uninvoiced client financing receivables related to trade accounts receivable that are 1 to 90 Days Past Due	$ 18,015	$ 17,290
Uninvoiced client financing receivables related to trade accounts receivable that are 91 to 180 Days Past Due	2,136	2,247
Uninvoiced client financing receivables related to trade accounts receivable that are 181+Days Past Due	1,972	885
Total uninvoiced client financing receivables balances of clients with a trade accounts receivable	$ 22,123	$ 20,422
Total uninvoiced client financing receivables of clients with no related trade accounts receivable	8,786	10,694
Total financing receivables with contractual maturities of one year or less	2,361	5,773
Less: allowance for losses	(2,971)	(2,567)
Total financing receivables	$ 30,299	$ 34,322

11. INTANGIBLE ASSETS AND GOODWILL

Our purchased definite-lived intangible assets as of December 31, 2019 and 2018 are summarized as follows:

(In thousands)	Customer Relationships	Trademark	Developed Technology	Total
Gross carrying amount as of December 31, 2017 and 2018	$ 82,300	$ 10,900	$ 24,100	$ 117,300
Accumulated amortization as of December 31, 2018	(19,476)	(2,613)	(8,985)	(31,074)
Net intangible assets as of December 31, 2018	62,824	8,287	15,115	86,226
Intangible assets acquired for year ended December 31, 2019	2,070	220	5,600	7,890
Amortization expenses for year ended December 31, 2019	(6,980)	(836)	(3,190)	(11,006)
Net intangible assets as of December 31, 2019	$ 57,914	$ 7,671	$ 17,525	$ 83,110
Weighted average remaining years of useful life	9	12	5	9

The following table represents the remaining amortization of definite-lived intangible assets as of December 31, 2019:

(In thousands)	
For the year ended December 31,	
2020	$ 11,421
2021	11,003
2022	10,904
2023	10,904
2024	9,681
Due thereafter	29,197
Total	$ 83,110

The following table sets forth the change in the carrying amount of goodwill by segment for the years ended December 31, 2019, 2018, and 2017:

(In thousands)	Acute Care EHR	Post-acute Care EHR	TruBridge	Total
Balance as of December 31, 2016	$ 97,095	$ 57,570	$ 13,784	$ 168,449
Goodwill impairment	—	(28,000)	—	(28,000)
Balance as of December 31, 2017 and 2018	97,095	29,570	13,784	140,449
Goodwill acquired	—	—	9,767	9,767
Balance as of December 31, 2019	$ 97,095	$ 29,570	$ 23,551	$ 150,216

During 2017, the result of our fair value assessment of the Post-acute Care EHR reporting unit, which applied a combination of the income and market valuation approach, measured the reporting unit's fair value less than the reporting unit's carrying value. A goodwill impairment of $28.0 million was recorded against our Post-acute Care EHR reporting unit as of December 31, 2017 as a result of anticipated attrition of significant post-acute customer accounts and a product development acceleration plan for our post-acute EHR software. We determined there was no impairment to goodwill as of December 31, 2019 or 2018.

12. LONG-TERM DEBT

Long-term debt was comprised of the following at December 31, 2019 and 2018:

(In thousands)	December 31, 2019	December 31, 2018
Term loan facility	$ 88,823	102,432
Revolving credit facility	20,000	29,693
Capital lease obligation	—	250
Debt obligations	108,823	132,375
Less: debt issuance costs	(960)	(1,306)
Debt obligation, net	107,863	131,069
Less: current portion	(8,430)	(6,486)
Long-term debt	$ 99,433	$ 124,583

As of December 31, 2019, the carrying value of debt approximates the fair value due to the variable interest rate which reflects market rates.

Credit Agreement

In conjunction with our acquisition of HHI in January 2016, we entered into a syndicated credit agreement with Regions Bank ("Regions") serving as administrative agent, which provided for a $125 million term loan facility and a $50 million revolving credit facility. On February 8, 2018, we entered into a Third Amendment that establishes the aggregate principal amount of our credit facilities of $167 million, which includes a $117 million term loan facility and a $50 million revolving credit facility.

Each of our credit facilities continues to bear interest at a rate per annum equal to an applicable margin plus, at our option, either (1) the Adjusted LIBOR rate for the relevant interest period, (2) an alternate base rate determined by reference to the greater of (a) the prime lending rate of Regions, (b) the federal funds rate for the relevant interest period plus one half of one percent per annum and (c) the one month LIBOR rate plus one percent per annum, or (3) a combination of (1) and (2). The applicable margin range for LIBOR loans and the letter of credit fee ranges from 2.0% to 3.5%. The applicable margin range for base rate loans ranges from 1.0% to 2.5%, in each case based on the Company's consolidated leverage ratio.

Principal payments with respect to the term loan facility are due on the last day of each fiscal quarter beginning December 31, 2017, with quarterly principal payments of approximately $1.5 million through September 30, 2019, approximately $2.2 million through September 30, 2021 and approximately $2.9 million through September 30, 2022, with maturity on October 13, 2022 or such earlier date as the obligations under the credit agreement become due and payable pursuant to the terms of the credit agreement. Any principal outstanding under the revolving credit facility is due and payable on the maturity date.

Anticipated annual future maturities of the term loan facility, revolving credit facility, and capital lease obligation are as follows as of December 31, 2019:

(In thousands)	
2020	$ 8,775
2021	9,506
2022	90,542
2023	—
Thereafter	—
	$ 108,823

Our credit facilities are secured pursuant to a Pledge and Security Agreement, dated January 8, 2016, among the parties identified as obligors therein and Regions, as collateral agent, on a first priority basis by a security interest in substantially all of the tangible and intangible assets (subject to certain exceptions) of the Company and certain subsidiaries of the Company, as guarantors (collectively, the “Subsidiary Guarantors”), including certain registered intellectual property and the capital stock of certain of the Company’s direct and indirect subsidiaries. Our obligations under the credit agreement are also guaranteed by the Subsidiary Guarantors.

The credit agreement, as amended by the Third Amendment, provides incremental facility capacity of $50 million, subject to certain conditions. The credit agreement includes a number of restrictive covenants that, among other things and in each case subject to certain exceptions and baskets, impose operating and financial restrictions on the Company and the Subsidiary Guarantors, including the ability to incur additional debt; incur liens and encumbrances; make certain restricted payments, including paying dividends on the Company's equity securities or payments to redeem, repurchase or retire the Company's equity securities (which are subject to our compliance, on a pro forma basis to give effect to the restricted payment, with the fixed charge coverage ratio and consolidated leverage ratio described below); enter into certain restrictive agreements; make investments, loans and acquisitions; merge or consolidate with any other person; dispose of assets; enter into sale and leaseback transactions; engage in transactions with affiliates; and materially alter the business we conduct. The credit agreement requires the Company to maintain a minimum fixed charge coverage ratio of 1.25:1.00 throughout the duration of such agreement. Under the credit agreement, the Company is currently required to comply with a maximum consolidated leverage ratio of 3.50:1.00. The credit agreement also contains customary representations and warranties, affirmative covenants and events of default. We believe that we were in compliance with the covenants contained in the credit agreement as of December 31, 2019.

The credit agreement currently requires the Company to mandatorily prepay our credit facilities with 50% of excess cash flow (minus certain specified other payments). The Company is permitted to voluntarily prepay our credit facilities at any time without penalty, subject to customary “breakage” costs with respect to prepayments of LIBOR rate loans made on a day other than the last day of any applicable interest period. The excess cash flow mandatory prepayment requirement under the credit agreement resulted in a $7.0 million prepayment on the term loan facility during the first quarter of 2019 related to excess cash flow generated by the Company during 2018.

13. BENEFIT PLANS

In January 1994, the Company adopted the CPSI 401(k) Retirement Plan that covers all eligible employees of the Company who have completed one year of service. The plan allows eligible employees to contribute up to 60% of their pre-tax earnings up to the statutory limit prescribed by the Internal Revenue Service. The Company matches a discretionary amount determined by the Board of Directors. The Company contributed approximately $2.9 million, $2.6 million, and $2.6 million to the plan for the years ended December 31, 2019, 2018 and 2017, respectively.

The Company provides certain health and medical benefits to eligible employees, their spouses and dependents pursuant to a benefit plan funded by the Company. Each participating employee contributes to the Company’s costs associated with such benefit plan. The Company’s obligation to fund this benefit plan and pay for these benefits is limited through the Company’s purchase of an insurance policy from a third-party insurer. The amount established as a reserve is intended to recognize the Company’s estimated obligations with respect to its payment of claims and claims incurred but not yet reported under the benefit plan. Management believes that the recorded liability for medical self-insurance at December 31, 2019 and 2018 is adequate to cover the losses and claims incurred, but these reserves are based on estimates and the amount ultimately paid may be more or less than such estimates.

14. OPERATING LEASES

The Company leases office space in various locations in Alabama, Louisiana, Pennsylvania, Minnesota, Maryland, and Mississippi. These leases have terms expiring from 2020 through 2030 but do contain optional extension terms. Leases with an initial term of 12 months or less are not recorded on the balance sheet; we recognize lease expense for these leases on a straight-line basis over the lease term.

Supplemental balance sheet information related to operating leases is as follows:

(In thousands)	December 31, 2019
Operating lease assets:	
Operating lease assets	$ 7,800
Operating lease liabilities:	
Other accrued liabilities	1,544
Operating lease liabilities, net of current portion	6,256
Total operating lease liabilities	$ 7,800
Weighted average remaining lease term in years	7
Weighted average discount rate	5.1%

Because our leases do not provide an implicit rate, we use our incremental borrowing rate based on the information available at the lease commencement date in determining the present value of lease payments. We used the incremental borrowing rate on January 1, 2019, for operating leases that commenced prior to that date.

The future minimum lease payments payable under these operating leases subsequent to December 31, 2019 are as follows:

(In thousands)	
2020	$ 1,544
2021	1,518
2022	1,436
2023	1,363
2024	980
Thereafter	2,383
Total lease payments	9,224
Less imputed interest	(1,424)
Total	$ 7,800

Total rent expense for the years ended December 31, 2019, 2018, and 2017 was $2.2 million, $2.6 million, and $2.6 million, respectively.

Total cash paid for amounts included in the measurement of lease liabilities within operating cash flows from operating leases for the year ended December, 2019 was $1.6 million.

15. COMMITMENTS AND CONTINGENCIES

From time to time, the Company is involved in routine litigation that arises in the ordinary course of business. Management does not believe it is reasonably possible that such matters will have a material adverse effect on the Company's financial statements.

16. FAIR VALUE

FASB Codification topic, *Fair Value Measurements and Disclosures*, establishes a framework for measuring fair value and expands financial statement disclosures about fair value measurements. Fair value is the price that would be received to sell an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. The Codification topic does not require any new fair value measurements, but rather applies to all other accounting pronouncements that require or permit fair value measurements. The Codification topic requires that assets and liabilities carried at fair value be classified and disclosed in one of the following three categories:

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

Level 2: Observable market-based inputs or unobservable inputs that are corroborated by market data.

Level 3: Unobservable inputs that are not corroborated by market data.

As of December 31, 2019, we did not have any instruments that require fair value measurement.

The accrued contingent consideration depicted below represents the potential earnout incentive for former Rycan shareholders, relating to the purchase of Rycan by HHI in 2015. We estimated the fair value of the contingent consideration based on the amount of revenue that was earned by Rycan for the year ended December 31, 2018 in accordance with the purchase agreement.

The following table summarizes the carrying amount and the fair value of the contingent consideration at December 31, 2018:

		Fair Value at December 31, 2018 Using		
(In thousands)	Carrying Amount at 12/31/2018	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Description				
Contingent consideration	$ 206	$ —	$ —	$ 206
Total	$ 206	$ —	$ —	$ 206

The carrying amount of other financial instruments reported in the consolidated balance sheets for current assets and current liabilities approximates their fair values because of the short-term nature of these instruments.

17. SEGMENT REPORTING

Our chief operating decision makers ("CODM") utilize three operating segments, "Acute Care EHR", "Post-acute Care EHR" and "TruBridge", based on our three distinct business units with unique market dynamics and opportunities. Revenues and costs of sales are primarily derived from the provision of services and sales of our proprietary software, and our CODM assess the performance of these three segments at the gross profit level. Operating expenses and items such as interest, income tax, capital expenditures and total assets are managed at a consolidated level and thus are not included in our operating segment disclosures. Our CODM group is comprised of the Chief Executive Officer, Chief Growth Officer, Chief Operating Officer, and Chief Financial Officer. Accounting policies for each of the reportable segments are the same as those used on a consolidated basis.

The following table presents a summary of the revenues, cost of sales, and gross profit of our three operating segments for the years ended December 31, 2019, 2018, and 2017:

	Year Ended December 31,		
(In thousands)	2019	2018	2017
Revenues:			
Acute Care EHR			
Recurring revenue	$ 109,046	$ 111,936	$ 113,056
Non-recurring revenue	35,028	46,036	51,172
Total Acute Care EHR revenue	144,074	157,972	164,228
Post-acute Care EHR			
Recurring revenue	17,466	18,599	20,122
Non-recurring revenue	3,812	3,593	3,911
Total Post-acute Care EHR revenue	21,278	22,192	24,033
TruBridge	109,282	100,247	88,666
Total revenues	274,634	280,411	276,927
Cost of sales:			
Acute Care EHR	68,569	69,831	72,537
Post-acute Care EHR	5,303	6,153	7,481
TruBridge	56,617	54,699	49,636
Total cost of sales	130,489	130,683	129,654
Gross profit:			
Acute Care EHR	75,505	88,141	91,691
Post-acute Care EHR	15,975	16,039	16,552
TruBridge	52,665	45,548	39,030
Total gross profit	144,145	149,728	147,273
Corporate operating expenses	(119,562)	(124,846)	(152,087)
Other income	807	803	407
Gain on contingent consideration	5,000	—	—
Loss on extinguishment of debt	—	—	(1,340)
Interest expense	(6,694)	(7,577)	(7,736)
Income (loss) before taxes	$ 23,696	$ 18,108	$ (13,483)

18. SUBSEQUENT EVENTS

Declaration of Dividends

On February 11, 2020, the Company announced a dividend for the first quarter of 2020 in the amount of $0.10 per share. The dividend was payable on March 6, 2020 to stockholders of record as of the close of business on February 21, 2020.

19. QUARTERLY FINANCIAL STATEMENTS (UNAUDITED)

The following table presents a summary of our results of operations for our eight most recent quarters ended December 31, 2019. The information for each of these quarters is unaudited and has been prepared on a basis consistent with the audited financial statements. This information includes all adjustments, consisting only of normal recurring adjustments, we consider necessary for fair presentation of this information when read in conjunction with the audited financial statements and related notes. Our operating results have varied on a quarterly basis and may fluctuate significantly in the future.

(In thousands, except for per share data)	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter
Year Ended December 31, 2019				
Sales revenues	$ 69,141	$ 66,156	$ 68,699	$ 70,638
Gross profit	37,115	34,535	35,915	36,580
Operating income	6,048	3,616	6,007	8,912
Net income	3,444	1,663	4,135	11,226
Net income per share				
Basic	$ 0.24	$ 0.12	$ 0.29	$ 0.78
Diluted	$ 0.24	$ 0.12	$ 0.29	$ 0.78
Year Ended December 31, 2018				
Sales revenues	$ 70,882	$ 67,905	$ 69,297	$ 72,327
Gross profit	39,085	34,846	36,113	39,684
Operating income	7,648	2,225	5,361	9,648
Net income	3,967	328	5,749	7,588
Net income per share				
Basic	$ 0.29	$ 0.02	$ 0.41	$ 0.54
Diluted	$ 0.29	$ 0.02	$ 0.41	$ 0.54

SCHEDULE II
COMPUTER PROGRAMS AND SYSTEMS, INC.
VALUATION AND QUALIFYING ACCOUNTS
(In thousands)

Description		Balance at beginning of period	Additions charged to cost and expenses (1)	Deductions (2)	Balance at end of period
Allowance for doubtful accounts deducted from accounts receivable in the balance sheet	2017	$ 2,370	$ 1,598	$ (1,314)	$ 2,654
	2018	$ 2,654	$ 1,485	$ (2,015)	$ 2,124
	2019	$ 2,124	$ 1,378	$ (1,424)	$ 2,078

(1) Adjustments to allowance for change in estimates.
(2) Uncollectible accounts written off, net of recoveries.

Description		Balance at beginning of period	Additions charged to cost and expenses (1)	Deductions (2)	Balance at end of period
Allowance for credit losses deducted from financing receivables in the balance sheet	2017	$ 2,198	$ 1,823	$ (777)	$ 3,244
	2018	$ 3,244	$ 1,691	$ (2368)	$ 2,567
	2019	$ 2,567	$ 970	$ (566)	$ 2,971

(1) Adjustments to allowance for change in estimates.
(2) Uncollectible accounts written off, net of recoveries.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES.

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to provide reasonable assurance that the information required to be disclosed by us in reports that we file or submit under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), is recorded, processed, summarized and reported within the time periods specified in the rules and forms promulgated by the Securities and Exchange Commission, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. Because of the inherent limitations to the effectiveness of any system of disclosure controls and procedures, no evaluation of disclosure controls and procedures can provide absolute assurance that all control issues and instances of fraud, if any, with a company have been prevented or detected on a timely basis. Even disclosure controls and procedures determined to be effective can only provide reasonable assurance that their objectives are achieved.

As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Exchange Act Rule 13a-15(e)) pursuant to Rule 13a-15 of the Exchange Act. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective at the reasonable assurance level.

Changes in Internal Control over Financial Reporting

On May 3, 2019, we acquired iNetXperts, Corp. d/b/a Get Real Health ("Get Real Health"), as further described in Note 3 to the consolidated financial statements. We continue to integrate policies, processes, people, technology and operations for our combined operations, and will continue to evaluate the impact of any related changes to internal controls over financial reporting during the fiscal year.

There were no changes in the Company’s internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f)) during the quarter ended December 31, 2019 that have materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting.

Consistent with the guidance issued by the Securities and Exchange Commission that an assessment of internal control over financial reporting of a recently acquired business may be omitted from management's evaluation, management has excluded from its assessment Get Real Health, which we acquired on May 3, 2019. The assets of Get Real Health excluded from our assessment represented approximately 6% of the Company's total assets as of December 31, 2019 and approximately 1% of the Company's consolidated total revenues for the year ended December 31, 2019.

Management’s Annual Report on Internal Control Over Financial Reporting

This report is included in Item 8 on page 51 and is incorporated herein by reference.

Report of Independent Registered Public Accounting Firm on Internal Control Over Financial Reporting

This report is included in Item 8 on page 52 and is incorporated herein by reference.

ITEM 9B. OTHER INFORMATION.

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

We have adopted a Code of Business Conduct and Ethics applicable to all of our directors, officers (including our Chief Executive Officer and senior financial officers) and employees. We have also adopted a separate code of ethics with additional guidelines and responsibilities applicable to our Chief Executive Officer and senior financial officers, known as the Code of Ethics for CEO and Senior Financial Officers. Copies of the Code of Business Conduct and Ethics and the Code of Ethics for CEO and Senior Financial Officers are available on CPSI's web site at www.cpsi.com in the "Corporate Information" section under "Corporate Governance."

Other information required by this Item regarding executive officers is included in Part I of this Form 10-K under the caption "Executive Officers" in accordance with Instruction 3 of the Instructions to Paragraph (b) of Item 401 of Regulation S-K.

Other information required by this Item is incorporated by reference pursuant to General Instruction G(3) of Form 10-K from CPSI's definitive Proxy Statement for the 2020 Annual Meeting of Stockholders (the "2020 Proxy Statement") to be filed with the Securities and Exchange Commission pursuant to Regulation 14A.

ITEM 11. EXECUTIVE COMPENSATION

The information required by this Item is incorporated by reference pursuant to General Instruction G(3) of Form 10-K from the 2020 Proxy Statement to be filed with the Securities and Exchange Commission pursuant to Regulation 14A.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required by this Item is incorporated by reference pursuant to General Instruction G(3) of Form 10-K from the 2020 Proxy Statement to be filed with the Securities and Exchange Commission pursuant to Regulation 14A.

Securities Authorized for Issuance Under Equity Compensation Plans

The following table summarizes the securities that have been authorized for issuance as of December 31, 2019 under the Company's 2012 Restricted Stock Plan for Non-Employee Directors, Amended and Restated 2014 Incentive Plan and 2019 Incentive Plan (collectively, the "Plans"), which were previously approved by our stockholders. The Plans are described in Note 8 to the consolidated financial statements.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by stockholders	-0- (1)	N/A	833,895 (2)
Equity compensation plans not approved by stockholders	3,927 (3)	$5.94	N/A
Total	3,927 (3)	$5.94	833,895 (2)

(1) Does not include 200,709 target performance share awards outstanding under the Plans or 525,859 time-vested restricted stock awards outstanding under the Plans as of December 31, 2019.

(2) Represents shares of common stock issuable pursuant to our 2019 Incentive Plan, assuming maximum payout of outstanding performance share awards. We do not intend to use the 2012 Restricted Stock Plan for Non-Employee Directors or the Amended and Restated 2014 Incentive Plan to make any future grants.

(3) Represents 3,927 shares issuable under outstanding stock options at an exercise price of $5.94 per share, assumed in the Company's acquisition of Healthland Holding Inc. and its affiliates in January 2016.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by this Item is incorporated by reference pursuant to General Instruction G(3) of Form 10-K from the 2020 Proxy Statement to be filed with the Securities and Exchange Commission pursuant to Regulation 14A.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by this Item is incorporated by reference pursuant to General Instruction G(3) of Form 10-K from the 2020 Proxy Statement to be filed with the Securities and Exchange Commission pursuant to Regulation 14A.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a)(1) and (2) and (c) – Financial Statements and Financial Statement Schedules.

Financial Statements: The Financial Statements and related Financial Statements Schedule of CPSI are included herein in Part II, Item 8.

(a)(3) and (b) – Exhibits.

The exhibits listed on the Exhibit Index beginning on page 88 of this Annual Report on Form 10-K are filed herewith or are incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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, on this the 11th day of March, 2020.

COMPUTER PROGRAMS AND SYSTEMS, INC.

By: /s/ J. Boyd Douglas
J. Boyd Douglas
President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Name	Title	Date
/s/ J. Boyd Douglas J. Boyd Douglas	President, Chief Executive Officer and Director (principal executive officer)	March 11, 2020
/s/ Matt J. Chambless Matt J. Chambless	Chief Financial Officer (principal financial officer)	March 11, 2020
/s/ David A. Dye David A. Dye	Chief Growth Officer and Director	March 11, 2020
/s/ James B. Britain James B. Britain	Vice President – Finance and Controller (principal accounting officer)	March 11, 2020
/s/ Glenn P. Tobin Glenn P. Tobin	Chairperson of the Board	March 11, 2020
/s/ Regina M. Benjamin Regina M. Benjamin	Director	March 11, 2020
/s/ Charles P. Huffman Charles P. Huffman	Director	March 11, 2020
/s/ W. Austin Mulherin, III W. Austin Mulherin, III	Director	March 11, 2020
/s/ A. Robert Outlaw, Jr. A. Robert Outlaw, Jr.	Director	March 11, 2020
/s/ Jeffrey A. Strong Jeffrey A. Strong	Director	March 11, 2020
/s/ Denise W. Warren Denise W. Warren	Director	March 11, 2020

Exhibit Index

Exhibit Number	Description
2.1	Agreement and Plan of Merger and Reorganization, dated as of November 25, 2015, by and among Computer Programs and Systems, Inc., HHI Merger Sub I, Inc., HHI Merger Sub II, Inc., Healthland Holding Inc. and AHR Holdings, LLC (filed as Exhibit 2.1 to the CPSI's Current Report on Form 8-K dated December 1, 2015 and incorporated herein by reference)
2.2	Amendment to Agreement and Plan of Merger and Reorganization, dated as of January 8, 2016, by and among Computer Programs and Systems, Inc., Healthland Holding, Inc. and AHR Holdings, LLC (filed as Exhibit 2.2 to the CPSI's Current Report on Form 8-K dated January 8, 2016 and incorporated herein by reference)
3.1	Certificate of Incorporation (filed as Exhibit 3.4 to CPSI's Registration Statement on Form S-1 (Registration No. 333-84726) and incorporated herein by reference)
3.2	Amended and Restated Bylaws (filed as Exhibit 3 to CPSI's Current Report on Form 8-K dated October 28, 2013 and incorporated herein by reference)
3.3	Amendment to Amended and Restated Bylaws (filed as Exhibit 3.1 to CPSI's Current Report on Form 8-K dated January 22, 2019 and incorporated herein by reference)
4.1	Description of Securities Registered under Section 12 of the Securities Exchange Act of 1934
10.1	Form of Indemnity Agreement entered into by CPSI and each of its non-employee directors (filed as Exhibit 10.1 to CPSI's Quarterly Report on Form 10-Q for the period ended September 30, 2002 and incorporated herein by reference)
10.2	Real Property Lease Agreement, dated September 14, 2009 between CPSI and 3725 Airport Boulevard, LP (filed as Exhibit 10.1 to CPSI's Quarterly Report on Form 10-Q for the period ended September 30, 2009 and incorporated herein by reference)
10.3	First Amendment to Real Property Lease Agreement, dated October 9, 2009, between CPSI and 3725 Airport Boulevard, LP (filed as Exhibit 10.2 to CPSI's Quarterly Report on Form 10-Q for the period ended September 30, 2009 and incorporated herein by reference)
10.4	Real Property Lease Agreement, dated March 19, 2012, between CPSI and Fairhope Group, LLC (filed as Exhibit 10.6 to CPSI's Annual Report on Form 10-K for the period ended December 31, 2012 and incorporated herein by reference)
10.5*	Computer Programs and Systems, Inc. Amended and Restated 2012 Restricted Stock Plan for Non-Employee Directors (filed as Exhibit 10.16 to CPSI's Annual Report on Form 10-K for the period ended December 31, 2013 and incorporated herein by reference)
10.6*	Form of Restricted Stock Award Agreement under the Amended and Restated 2012 Restricted Stock Plan for Non-Employee Directors (filed as Exhibit 10.2 to CPSI's Quarterly Report on Form 10-Q for the period ended June 30, 2012 and incorporated herein by reference)
10.7*	Computer Programs and Systems, Inc. Amended and Restated 2014 Incentive Plan (filed as Appendix A to CPSI's Schedule 14A dated March 31, 2017 and incorporated herein by reference)
10.8*	Form of Performance Share Award Agreement under the 2014 Incentive Plan (filed as Exhibit 10.2 to CPSI's Current Report on Form 8-K dated May 16, 2014 and incorporated herein by reference)
10.9*	Form of Performance Share Award Agreement (Three-Year) under the 2014 Incentive Plan
10.10*	Form of Performance-Based Cash Bonus Award Agreement under the 2014 Incentive Plan (filed as Exhibit 10.3 to CPSI's Current Report on Form 8-K dated May 16, 2014 and incorporated herein by reference)
10.11*	Form of Restricted Stock Award Agreement under the 2014 Incentive Plan (filed as Exhibit 10.4 to CPSI's Current Report on Form 8-K dated May 16, 2014 and incorporated herein by reference)
10.12*	Healthland Holding Inc. (f/k/a Dairyland Healthcare Solutions Holding Corp) Stock Incentive Plan (filed as Exhibit 99.1 to CPSI's Registration Statement on Form S-8 (Registration No. 333-208915) and incorporated herein by reference)
10.13*	Commission Program for Troy D. Rosser (filed as Exhibit 10.15 to CPSI's Annual Report on Form 10-K for the period ended December 31, 2016 and incorporated by reference herein)

10.14*	Computer Programs and Systems, Inc. 2019 Incentive Plan (filed as Exhibit 10.1 to CPSI's Current Report on Form 8-K dated May 2, 2019 and incorporated herein by reference)
10.15*	Form of Performance Share Award Agreement (One-Year) under the 2019 Incentive Plan (filed as Exhibit 10.2 to CPSI's Current Report on Form 8-K dated May 2, 2019 and incorporated herein by reference)
10.16*	Form of Performance Share Award Agreement (Three-Year) under the 2019 Incentive Plan (filed as Exhibit 10.3 to CPSI's Current Report on Form 8-K dated May 2, 2019 and incorporated herein by reference)
10.17*	Form of Performance-Based Cash Bonus Award Agreement under the 2019 Incentive Plan (filed as Exhibit 10.4 to CPSI's Current Report on Form 8-K dated May 2, 2019 and incorporated herein by reference)
10.18*	Form of Restricted Stock Award Agreement under the 2019 Incentive Plan
10.19	Credit Agreement, dated as of January 8, 2016, by and among Computer Programs and Systems, Inc., certain of its subsidiaries, as guarantors, certain lenders named therein, and Regions Bank, as administrative agent and collateral agent (filed as Exhibit 10.1 to CPSI's Current Report on Form 8-K dated January 8, 2016 and incorporated herein by reference)
10.20	Pledge and Security Agreement, dated as of January 8, 2016, by and among the parties identified as Obligors therein and Regions Bank, as collateral agent (filed as Exhibit 10.2 to CPSI's Current Report on Form 8-K dated January 8, 2016 and incorporated herein by reference)
10.21	Investor Agreement, dated as of January 8, 2016, by and among Computer Programs and Systems, Inc., Francisco Partners II, L.P., Francisco Partners Parallel Fund II, L.P., and AHR Holdings, LLC. (filed as Exhibit 10.3 to CPSI's Current Report on Form 8-K dated January 8, 2016 and incorporated herein by reference)
10.22	Support Agreement, dated as of November 25, 2015, by and among Computer Programs and Systems, Inc., HHI Merger Sub I, Inc., HHI Merger Sub II, Inc., AHR Holdings, LLC, Francisco Partners II, L.P., and Francisco Partners Parallel Fund II, L.P. (filed as Exhibit 10.2 to CPSI's Current Report on Form 8-K dated December 1, 2015 and incorporated herein by reference)
10.23	Escrow Agreement, dated as of January 8, 2016, by and among Computer Programs and Systems, Inc., AHR Holdings, LLC and U.S. Bank National Association (filed as Exhibit 99.4 to CPSI's Registration Statement on Form S-8 (Registration No. 333-208915) and incorporated herein by reference)
10.24	First Amendment to Credit Agreement, dated as of December 20, 2016, by and among Computer Programs and Systems, Inc., certain of its subsidiaries, as guarantors, certain lenders named therein, and Regions Bank, as administrative agent and collateral agent (filed as Exhibit 10.1 to CPSI's Current Report on Form 8-K dated December 20, 2016 and incorporated herein by reference)
10.25	Second Amendment to Credit Agreement, dated as of October 13, 2017, by and among Computer Programs and Systems., certain of its subsidiaries, as guarantors, certain lenders named therein, and Regions Bank, as administrative agent and collateral agent (filed as Exhibit 10.1 to CPSI's Current Report on Form 8-K dated October 17, 2017 and incorporated herein by reference)
10.26	Third Amendment to Credit Agreement, dated as of February 8, 2018, by and among Computer Programs and Systems., certain of its subsidiaries, as guarantors, certain lenders named therein, and Regions Bank, as administrative agent and collateral agent (filed as Exhibit 10.1 to CPSI's Current Report on Form 8-K dated February 14, 2018 and incorporated herein by reference)
10.27	Support Agreement, dated as of February 27, 2019, by and among Computer Programs and Systems, Inc., the Gilead Group and certain of its affiliates (filed as Exhibit 10.1 to CPSI's Current Report on Form 8-K dated February 27, 2019 and incorporated herein by reference)
21.1	Subsidiaries of the registrant
23.1	Consent of Grant Thornton LLP, Independent Registered Public Accounting Firm
31.1	Certification of the Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of the Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

32.1	Certifications of Chief Executive Officer and 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	Interactive Data Files for CPSI's Annual Report on Form 10-K for the period ended December 31, 2019

* Management compensation plan or arrangement

Exhibit 4.1

DESCRIPTION OF SECURITIES
REGISTERED PURSUANT TO SECTION 12 OF THE
SECURITIES EXCHANGE ACT OF 1934

Computer Programs and Systems, Inc. (the "Company," "we," "our" and "us") has one class of securities registered under Section 12 of the Securities Exchange Act of 1934, as amended: our common stock, par value $0.001 per share. The following descriptions are summaries of the material terms of our Certificate of Incorporation and Amended and Restated Bylaws ("Bylaws"). The summary below is qualified in its entirety by reference to our Certificate of Incorporation and Bylaws. The terms of these securities may also be affected by the Delaware General Corporation Law (the "DGCL").

Authorized Capitalization

Our capital structure consists of 30,000,000 authorized shares of common stock, par value $0.001 per share. As of March 9, 2020, there were 14,356,296 shares of our common stock outstanding.

Common Stock

Dividends. The holders of our common stock are entitled to such dividends as our board of directors may declare from time to time from legally available funds, based on the number of shares of common stock then held of record by such holder.

Voting Rights. The holders of our common stock are entitled to one vote per share on any matter to be voted upon by the stockholders, subject to the restrictions described below under the caption "— Anti-Takeover Effects of Provisions of Our Certificate of Incorporation, Our Bylaws and Delaware Law."

Our Certificate of Incorporation does not provide for cumulative voting in the election of directors, which means that the holders of a majority of the outstanding shares of common stock can elect all of the directors standing for election, and the holders of the remaining shares are not able to elect any directors.

Liquidation. Upon any voluntary or involuntary liquidation, dissolution or winding up of our affairs, the holders of our common stock are entitled to share, on a pro rata basis, all assets remaining after payment to creditors.

Rights and Preferences. All of the outstanding shares of our common stock are fully paid and non-assessable. Holders of our common stock have no preemptive rights, conversion rights or other subscription rights, and there are no redemption or sinking fund provisions applicable to our common stock.

Anti-Takeover Effects of Provisions of Our Certificate of Incorporation, Our Bylaws and Delaware Law

Our Certificate of Incorporation and Bylaws contain a number of provisions relating to corporate governance and to the rights of our stockholders. Certain of these provisions may be deemed to have a potential "anti-takeover" effect in that such provisions may delay, defer or prevent a change of control or an unsolicited acquisition proposal that a stockholder might consider favorable, including a proposal that might result in the payment of a premium over the market price for the shares held by the stockholders. These provisions include:

Classified Board. Our Certificate of Incorporation provides that our board of directors is divided into three classes of directors. As a result, not all of our directors stand for election each year. The classification of directors has the effect of making it more difficult for stockholders to change the composition of our board. Our Certificate of Incorporation also provides that the number of directors will be fixed exclusively pursuant to a resolution adopted by the board of directors, and that any vacancies or new directorships may be filled by the board of directors. Our board of directors currently has ten members.

No Cumulative Voting. Our Certificate of Incorporation does not provide for cumulative voting in the election of directors, which means that the holders of a majority of the outstanding shares of our common stock can elect all of the directors standing for election at any particular meeting of our stockholders, and the holders of the remaining shares are not able to elect any directors.

Authorized but Unissued Capital Stock. Our authorized capital stock consists of 30,000,000 shares of common stock. A large quantity of authorized but unissued shares may deter potential takeover attempts because of the ability of our board of directors to authorize the issuance of some or all of these shares to a friendly party, or to the public, which would make it more difficult for a potential acquirer to obtain control of us. This possibility may encourage persons seeking to acquire control of us to negotiate first with our board of directors. The authorized but unissued stock may be issued by the board of directors in one or more transactions. The authorized but unissued common stock could also be used in connection with the issuance of a shareholder rights plan, sometimes referred to as a "poison pill." Our board of directors is able to implement a shareholder rights plan without further action by our stockholders.

Action by Written Consent. Our Certificate of Incorporation provides that stockholder action can be taken only at an annual meeting or special meeting of stockholders and cannot be taken by written consent in lieu of a meeting.

Special Meetings of *Stockholders*. Our Certificate of Incorporation provides that special meetings of our stockholders may be called only by our board of directors or a committee of the board of directors whose powers and authority include the power to call such meetings. Our Bylaws prohibit the conduct of any business at a special meeting other than as specified in the notice for such meeting.

Amendment of Bylaws. Our Certificate of Incorporation provides that our board of directors is expressly authorized to make, adopt, repeal, alter, amend, and rescind our Bylaws without any vote or further action by the stockholders.

Advance Notice Procedures. Our Bylaws establish advance notice procedures with respect to stockholder proposals and the nomination of candidates for election as directors, other than nominations made by or at the direction of the board of directors. In order for any matter to be "properly brought" before a meeting, a stockholder will have to comply with advance notice requirements and provide us with certain information. Generally, to be timely, a stockholder's notice must be received at our principal executive offices not earlier than the close of business 120 days, and not later than the close of business 90 days, prior to the first anniversary date of the immediately preceding annual meeting of stockholders. Our Bylaws also specify requirements as to the form and content of a stockholder's notice. Under our Bylaws, the chairperson of our board of directors, or another director designated by the chairperson of our board of directors in the chairperson's absence, shall act as chairperson of all meetings of stockholders. In the absence of the foregoing persons, the chairperson of the meeting may be chosen by the affirmative vote of the holders of a majority of the shares entitled to vote who are present at the meeting by person or by proxy and who cast a vote affirmatively or negatively. The chairperson of the meeting of stockholders shall have the discretion to establish the order of business for such meeting, subject to any specific order established by our board of directors, which may have the effect of precluding the conduct of certain business at a meeting if the order is not followed. These provisions may also defer, delay or discourage a potential acquirer from conducting a solicitation of proxies to elect the acquirer's own slate of directors or otherwise attempting to influence or obtain control of us.

The combination of the classification of our board of directors and the lack of cumulative voting will make it more difficult for our existing stockholders to replace our board of directors as well as for another party to obtain control of us by replacing our board of directors. Because our board of directors has the power to retain and discharge our officers, these provisions could also make it more difficult for existing stockholders or another party to effect a change in management.

These provisions may have the effect of deterring hostile takeovers or delaying or preventing changes in control of our management or of us, such as a merger, reorganization or tender offer. These provisions are intended to enhance the likelihood of continued stability in the composition of our board of directors and its policies and to discourage certain types of transactions that may involve an actual or threatened acquisition of us. These provisions are designed to reduce our vulnerability to an unsolicited acquisition proposal. The provisions are also intended to

discourage certain tactics that may be used in proxy fights. However, such provisions could have the effect of discouraging others from making tender offers for our shares and, as a consequence, they may also inhibit fluctuations in the market price of our shares of common stock that could result from actual or rumored takeover attempts.

Business Combinations with Interested Stockholders. We have opted out of the provisions of Section 203 of the DGCL, which regulates corporate takeovers.

Dissenters' Rights of Appraisal and Payment

Under the DGCL, with certain exceptions, our stockholders will have appraisal rights in connection with a merger or consolidation of us. Pursuant to the DGCL, stockholders who properly request and perfect appraisal rights in connection with such merger or consolidation will have the right to receive payment of the fair value of their shares as determined by the Delaware Court of Chancery.

Listing

Our stock is listed on the NASDAQ Global Select Market under the symbol "CPSI."

Exhibit 10.9

COMPUTER PROGRAMS AND SYSTEMS, INC.
AMENDED AND RESTATED
2014 INCENTIVE PLAN

PERFORMANCE SHARE AWARD AGREEMENT (Three-Year)

This Performance Share Award Agreement (this "**Agreement**") is made and entered into as of _____, 20__ (the "**Grant Date**") by and between Computer Programs & Systems, Inc., a Delaware corporation (the "**Company**") and _____ (the "**Grantee**").

WHEREAS, the Company has adopted the Amended and Restated 2014 Incentive Plan (the "**Plan**") pursuant to which Performance Share Awards may be granted; and

WHEREAS, the Compensation Committee of the Board of Directors (the "**Committee**") has determined that it is in the best interests of the Company and its shareholders to grant the Performance Share Award provided for herein.

NOW, THEREFORE, the parties hereto, intending to be legally bound, agree as follows:

1. Grant of Performance Share Award. Pursuant to Section 7.3 of the Plan, the Company hereby grants to the Grantee a Performance Share Award (this "**Award**") for a target number of _____ shares of Common Stock of the Company (the "**Target Award**"). This Award represents the right to earn up to _____ percent (___%) of the Target Award, subject to the restrictions, conditions and other terms set forth in this Agreement. Capitalized terms that are used but not defined herein have the meanings ascribed to them in the Plan.

2. Performance Period. For purposes of this Agreement, the term "Performance Period" shall be the period commencing on _____, 20__ and ending on _____, 20__.

3. Performance Goal; Earned Shares.

3.1 The number of shares of the Company's Common Stock earned by the Grantee for the Performance Period will be determined at the end of the Performance Period based on the level of achievement of the Performance Goal in accordance with Exhibit A. Subject to the terms of this Agreement, if the threshold level of the Performance Goal is not reached for the Performance Period, the Award and the Grantee's right to receive any shares of the Company's Common Stock pursuant to this Agreement shall automatically expire and be forfeited without payment of any consideration, effective as of the last day of the Performance Period. All determinations of whether the Performance Goal has been achieved, the number of shares of the Company's Common Stock earned by the Grantee, and all other matters related to this Section 3 shall be made by the Committee in its sole discretion.

3.2 Promptly following completion of the Performance Period, and in any event within two and one-half (2½) months following the end of the Performance Period, (a) the Committee will review and certify in writing (i) whether, and to what extent, the Performance Goal for the Performance Period has been achieved, and (ii) the number of shares of the Company's Common Stock that the Grantee has earned and that are to be issued by the Company, rounded to the nearest whole share (the "**Earned Shares**"), (b) the Company shall issue or cause to be issued in the name of the Grantee the number of shares of the Company's Common Stock equal to the number of Earned Shares, if any, and (c) the Company shall enter the Grantee's name on the books of the Company as a shareholder of record of the Company with respect to the Earned Shares, if any, as of the date of the Committee's written certification (the "**Certification Date**"). Such written certification of the Committee shall be final, conclusive and binding on the Grantee, and on all other persons, to the maximum extent permitted by law.

3.3 Except as provided in Section 4 of this Agreement, if the Grantee's Continuous Service terminates for any reason prior to the last day of the Performance Period, the Award and the Grantee's right to receive any Earned Shares pursuant to this Agreement shall automatically expire and be forfeited without payment of any consideration, effective as of the last day of the Performance Period.

4. Termination of Continuous Service Due to Death or Disability. Notwithstanding any provision of this Agreement to the contrary, if the Grantee's Continuous Service terminates during the Performance Period as a result of the Grantee's death or Disability, the Grantee will be issued a pro rata portion of the Earned Shares otherwise issuable pursuant to Section 3 hereof, with such pro rata portion calculated by multiplying the number of Earned Shares that would have been issued had the Grantee's Continuous Service not terminated during the Performance Period by a fraction, the numerator of which equals the number of days that the Grantee was employed during the Performance Period and the denominator of which equals the total number of days in the Performance Period.

5. Effect of Change in Control. If there is a Change in Control of the Company during the Performance Period, then the Award shall be payable at the Target Award level on the effective date of the Change in Control and shall be paid no later than five (5) days following such Change in Control.

6. Transferability. The Award and any rights relating thereto may not be sold, pledged, assigned, hypothecated, transferred, or disposed of in any manner other than in accordance with the terms of the Plan.

7. Rights as Shareholder. Prior to the issuance of any Earned Shares on the Certification Date, the Grantee shall not have any rights of a shareholder of the Company with respect to the Award, including, but not limited to, voting rights and the right to receive or accrue dividends or dividend equivalents. The Grantee shall be the record owner of any Earned Shares issued under this Agreement and shall be entitled to all of the rights of a shareholder of the Company including, without limitation, the right to vote such Earned Shares and receive all dividends or other distributions paid with respect to such Earned Shares.

8. No Right to Continued Service. Neither the Plan nor this Agreement shall confer upon the Grantee any right to be retained in any position or as an Employee of the Company. Further, nothing in the Plan or this Agreement shall be construed to limit the discretion of the Company to terminate the Grantee's Continuous Service at any time, with or without Cause.

9. Adjustments. If any change is made to the outstanding Common Stock or the capital structure of the Company, if required, the Award shall be adjusted or terminated in any manner as contemplated by Section 11 of the Plan.

10. Tax Liability and Withholding.

10.1 The Grantee shall be required to pay to the Company, and the Company shall have the right to deduct from any compensation paid to the Grantee pursuant to this Agreement or the Plan, the amount of any required withholding taxes in respect of the Earned Shares and to take all such other action as the Committee deems necessary to satisfy all obligations for the payment of such withholding taxes. The Committee may permit the Grantee to satisfy any federal, state or local tax withholding obligation by any of the following means, or by a combination of such means:

(a) tendering a cash payment;

(b) authorizing the Company to withhold shares of Common Stock from the Earned Shares otherwise issuable to the Grantee; *provided, however,* that no shares of Common Stock shall be withheld with a value exceeding the minimum amount of tax required to be withheld by law; or

(c) delivering to the Company previously owned and unencumbered shares of Common Stock that have been owned by the Grantee for at least six (6) months.

10.2 Notwithstanding any action the Company takes with respect to any or all income tax, social insurance, payroll tax, or other tax-related withholding ("**Tax-Related Items**"), the ultimate liability for all Tax-Related Items is and remains the Grantee's responsibility and the Company (a) makes no representation or undertakings regarding the treatment of any Tax-Related Items in connection with the grant of the Award or the issuance of the Earned Shares or the subsequent sale of any such shares, and (b) does not commit to structure the Award to reduce or eliminate the Grantee's liability for Tax-Related Items.

11. Compliance with Law. The issuance and transfer of shares of Common Stock in connection with the Earned Shares shall be subject to compliance by the Company and the Grantee with all applicable requirements of federal and state securities laws and with all applicable requirements of any stock exchange on which the Company's shares of Common Stock may be listed. No shares of Common Stock shall be issued or transferred unless and until any then applicable requirements of state and federal laws and regulatory agencies have been fully complied with to the satisfaction of the Company and its counsel.

12. Notices. Any notice required to be delivered to the Company under this Agreement shall be in writing and addressed to the Secretary of the Company at the Company's principal corporate offices. Any notice required to be delivered to the Grantee under this Agreement shall be in writing and addressed to the Grantee at the Grantee's address as shown in the records of the Company. Either party may designate another address in writing (or by such other method approved by the Company) from time to time.

13. Governing Law. This Agreement will be construed and interpreted in accordance with the laws of the State of Delaware without regard to conflict of law principles.

14. Interpretation. Any dispute regarding the interpretation of this Agreement shall be submitted by the Grantee or the Company to the Committee for review. The resolution of such dispute by the Committee shall be final and binding on the Grantee and the Company.

15. Shares Subject to the Plan. This Agreement is subject to the Plan as approved by the Company's shareholders. The terms and provisions of the Plan as it may be amended from time to time are hereby incorporated herein by reference. In the event of a conflict between any term or provision contained herein and a term or provision of the Plan, the applicable terms and provisions of the Plan will govern and prevail.

16. Successors and Assigns. The Company may assign any of its rights under this Agreement. This Agreement will be binding upon and inure to the benefit of the successors and assigns of the Company. Subject to the restrictions on transfer set forth herein, this Agreement will be binding upon the Grantee and the Grantee's beneficiaries, executors, administrators and the person(s) to whom the Earned Shares may be transferred by will or the laws of descent or distribution.

17. Severability. The invalidity or unenforceability of any provision of the Plan or this Agreement shall not affect the validity or enforceability of any other provision of the Plan or this Agreement, and each provision of the Plan and this Agreement shall be severable and enforceable to the extent permitted by law.

18. Discretionary Nature of Plan. The Plan is discretionary and may be amended, cancelled or terminated by the Company at any time, in its discretion. The grant of the Award does not create any contractual right or other right to receive any shares of Common Stock of the Company or other Awards in the future. Future Awards, if any, will be at the sole discretion of the Company. Any amendment, modification, or termination of the Plan shall not constitute a change or impairment of the terms and conditions of the Grantee's employment with the Company.

19. Amendment. The Committee has the right to amend, alter, suspend, discontinue or cancel the Award, prospectively or retroactively; *provided, that*, no such amendment shall adversely affect the Grantee's material rights under this Agreement without the Grantee's consent.

20. Section 409A. This Agreement is intended to comply with Section 409A of the Code or an exemption thereunder and shall be construed and interpreted in a manner that is consistent with the requirements for avoiding additional taxes or penalties under Section 409A of the Code. Notwithstanding the foregoing, the Company makes no representations that the payments and benefits provided under this Agreement comply with Section 409A of the Code and in no event shall the Company be liable for all or any portion of any taxes, penalties, interest or other expenses that may be incurred by the Grantee on account of non-compliance with Section 409A of the Code.

21. No Impact on Other Benefits. Except to the extent required by law or the terms of any qualified plan under the Internal Revenue Code, the value of the Grantee's Earned Shares is not part of his or her normal or expected compensation for purposes of calculating any severance, retirement, welfare, insurance or similar employee benefit.

22. Counterparts. This Agreement may be executed in counterparts, each of which shall be deemed an original but all of which together will constitute one and the same instrument. Counterpart signature pages to this Agreement transmitted by facsimile transmission, by electronic mail in portable document format (.pdf), or by any other electronic means intended to preserve the original graphic and pictorial appearance of a document, will have the same effect as physical delivery of the paper document bearing an original signature.

23. Acceptance. The Grantee hereby acknowledges receipt of a copy of the Plan and this Agreement. The Grantee has read and understands the terms and provisions thereof, and accepts the Award subject to all of the terms and conditions of the Plan and this Agreement. The Grantee acknowledges that there may be adverse tax consequences upon the issuance or disposition of any Earned Shares and that the Grantee has been advised to consult a tax advisor prior to such issuance or disposition.

[*signature page follows*]

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first above written.

COMPUTER PROGRAMS AND SYSTEMS, INC.

By:
Name: Matt J. Chambless
Its: Chief Financial Officer

[EMPLOYEE NAME]

Exhibit A

Performance Period

The Performance Period shall commence on _____, 20__ and end on _____, 20__. The Performance Period is comprised of three Measurement Periods: _____, 20__ through _____, 20__ (the "**First Measurement Period**"); _____, 20__ through _____, 20__ (the "**Second Measurement Period**"); and _____, 20__ through _____, 20__ (the "**Third Measurement Period**").

Performance Goal

The number of Earned Shares shall be determined by reference to _____ in each Measurement Period (the "**Performance Goal**") as modified by the TSR Modifier (as defined below).

The Performance Goal for each Measurement Period will be established according to the matrix set forth below. The baseline performance level used to calculate the Performance Goal for the First Measurement Period will be based on _____. Following the First Measurement Period, the Performance Goals for the subsequent Measurement Periods will be based on actual performance in the immediately prior Measurement Period, as follows:

Performance Level / Payout Percentage	Growth Target Percentages	Goals for First Measurement Period	Goals for Second Measurement Period	Goal for Third Measurement Period
Maximum (___% of Target)	___%	$_____	[___% of 20__ actual]	[___% of 20__ actual]
Target (____% payout)	___%	$_____	[___% of 20__ actual]	[___% of 20__ actual]
Threshold (___% of Target)	___%	$_____	[___% of 20__ actual]	[___% of 20__ actual]
Actual Performance				

Determining the Number of Earned Shares

Except as otherwise provided in the Plan or the Agreement, and subject to the application of the TSR Modifier (as defined below), the number of Earned Shares with respect to the Performance Period shall be based on the average of the payout percentages achieved in each of the three Measurement Periods, and the Company will interpolate between the threshold, target and maximum goals for each Measurement Period. For example, if the Company achieves performance levels of ___%, ___% and ___% in the respective Measurement Period, the Grantee will receive ___% of the Target Award.

However, if the payout percentage for a specific Measurement Period does not reach the threshold level, it will count as 0% toward the average for the Performance Period. For example, if the Company achieves performance levels of ___%, ___% and ___% in the respective Measurement Periods, the Grantee will receive ___% of the Target Award (as the ___% level of performance in the _____ Measurement Period is below the threshold level of performance in such period and therefore results in a 0% payout percentage for such Measurement Period).

TSR Modifier

In order to determine the final number of Earned Shares to be issued to the Grantee, the Committee will apply a "TSR Modifier." The "**TSR Modifier**" is an adjustment to the number of Earned

Shares based on a comparison of the Company's total shareholder return ("**TSR**") to _____ for the Performance Period, as follows:

- If the Company's TSR is _____, the number of Earned Shares issued for the Performance Period will be adjusted upward by ___%.

- If the Company's TSR is _____, the number of Earned Shares issued for the Performance Period will be adjusted downward by ___%.

- If the Company's TSR is _____, the number of Earned Shares issued for the Performance Period will not be adjusted.

Exhibit 10.18

COMPUTER PROGRAMS AND SYSTEMS, INC.
2019 INCENTIVE PLAN

RESTRICTED STOCK AWARD AGREEMENT

This Restricted Stock Award Agreement (this "**Agreement**") is made and entered into as of _____, 20__ (the "**Grant Date**") by and between Computer Programs & Systems, Inc., a Delaware corporation (the "**Company**"), and _____ (the "**Grantee**").

WHEREAS, the Company has adopted the Computer Programs and Systems, Inc. 2019 Incentive Plan (the "**Plan**") pursuant to which awards of Restricted Stock may be granted; and

WHEREAS, the Compensation Committee of the Board of Directors (the "**Committee**") has determined that it is in the best interests of the Company and its shareholders to grant the award of Restricted Stock provided for herein.

NOW, THEREFORE, the parties hereto, intending to be legally bound, agree as follows:

1. Grant of Restricted Stock. Pursuant to Section 7.2 of the Plan, the Company hereby issues to the Grantee on the Grant Date a Restricted Stock Award consisting of, in the aggregate, _____ shares of Common Stock of the Company (the "**Restricted Stock**"), on the terms and conditions and subject to the restrictions set forth in this Agreement and the Plan. Capitalized terms that are used but not defined herein have the meaning ascribed to them in the Plan.

2. Consideration. The grant of the Restricted Stock is made in consideration of the services to be rendered by the Grantee to the Company.

3. Restricted Period; Vesting.

3.1 Except as otherwise provided herein, provided that the Grantee remains in Continuous Service through the applicable vesting date, the Restricted Stock will vest in accordance with the following schedule:

Vesting Date	**Shares of Common Stock**
First anniversary of the Grant Date	_____
Second anniversary of the Grant Date	_____
Third anniversary of the Grant Date	_____

The period over which the Restricted Stock vests is referred to as the "**Restricted Period**."

3.2 The foregoing vesting schedule notwithstanding:

(a) if the Grantee's Continuous Service is terminated as a result of the Grantee's death or Disability, one hundred percent (100%) of the unvested Restricted Stock shall vest as of the date of such termination;

(b) if the Grantee's Continuous Service is terminated by the Company or an Affiliate without Cause, the Compensation Committee may determine, in its sole discretion, at the time of your termination, to accelerate the vesting of all or any portion of the Restricted Stock; and

(c) if a Change in Control occurs, one hundred percent (100%) of the unvested Restricted Stock shall vest immediately.

4. Restrictions. The Restricted Stock and any rights relating thereto may not be sold, pledged, assigned, hypothecated, transferred, or disposed of in any manner other than in accordance with the terms of the Plan.

5. Rights as Shareholder; Dividends.

5.1 The Grantee shall be the record owner of the Restricted Stock until the shares of Common Stock are sold or otherwise disposed of, and shall be entitled to all of the rights of a shareholder of the Company including without limitation the right to vote such shares and receive all dividends or other distributions paid with respect to such shares.

5.2 The Company may issue stock certificates or evidence the Grantee's interest by using a restricted book entry account with the Company's transfer agent. Physical possession or custody of any stock certificates that are issued shall be retained by the Company until such time as the Restricted Stock vests.

5.3 If the Grantee forfeits any rights he or she has under this Agreement in accordance with Section 3, the Grantee shall, on the date of such forfeiture, no longer have any rights as a shareholder with respect to the Restricted Stock and shall no longer be entitled to vote or receive dividends on such shares.

6. No Right to Continued Service. Neither the Plan nor this Agreement shall confer upon the Grantee any right to be retained in any position or as an Employee of the Company. Further, nothing in the Plan or this Agreement shall be construed to limit the discretion of the Company to terminate the Grantee's Continuous Service at any time, with or without Cause.

7. Adjustments. If any change is made to the outstanding Common Stock or the capital structure of the Company, if required, the shares of Common Stock subject to the award of Restricted Stock shall be adjusted in any manner as contemplated by Section 11 of the Plan.

8. Tax Liability and Withholding.

8.1 The Grantee shall be required to pay to the Company, and the Company shall have the right to deduct from any compensation paid to the Grantee pursuant to the Plan, the amount of any required withholding taxes in respect of the Restricted Stock and to take all such other action as the Committee deems necessary to satisfy all obligations for the payment of such withholding taxes. The Committee may permit the Grantee to satisfy any federal, state or local tax withholding obligation by any of the following means, or by a combination of such means:

(a) tendering a cash payment;

(b) authorizing the Company to withhold shares of Common Stock from the shares of Common Stock otherwise issuable or deliverable to the Grantee as a result of the vesting of the Restricted Stock; provided, however, that no shares of Common Stock shall be withheld with a value exceeding the minimum amount of tax required to be withheld by law; or

(c) delivering to the Company previously owned and unencumbered shares of Common Stock.

8.2 Notwithstanding any action the Company takes with respect to any or all income tax, social insurance, payroll tax, or other tax-related withholding ("Tax-Related Items"), the ultimate liability for all Tax-Related Items is and remains the Grantee's responsibility and the Company (a) makes no representation or undertakings regarding the treatment of any Tax-Related Items in connection with the grant or vesting of the Restricted Stock or the subsequent sale of any shares; and (b) does not commit to structure the Restricted Stock to reduce or eliminate the Grantee's liability for Tax-Related Items.

9. Section 83(b) Election. The Grantee may make an election under Code Section 83(b) (a "**Section 83(b) Election**") with respect to the Restricted Stock. Any such election must be made within thirty (30) days after the Grant Date. If the Grantee elects to make a Section 83(b) Election, the Grantee shall provide the Company with a copy of an executed version and satisfactory evidence of the filing of the executed Section 83(b) Election with the US Internal Revenue Service. The Grantee agrees to assume full responsibility for ensuring that the Section 83(b) Election is actually and timely filed with the US Internal Revenue Service and for all tax consequences resulting from the Section 83(b) Election.

10. Compliance with Law. The issuance and transfer of shares of Common Stock shall be subject to compliance by the Company and the Grantee with all applicable requirements of federal and state securities laws and with all applicable requirements of any stock exchange on which the Company's shares of Common Stock may be listed. No shares of Common Stock shall be issued or transferred unless and until any then applicable requirements of state and federal laws and regulatory agencies have been fully complied with to the satisfaction of the Company and its counsel.

11. Legends. A legend may be placed on any certificate(s) or other document(s) delivered to the Grantee indicating restrictions on transferability of the shares of Restricted Stock pursuant to

this Agreement or any other restrictions that the Committee may deem advisable under the rules, regulations and other requirements of the Securities and Exchange Commission, any applicable federal or state securities laws or any stock exchange on which the shares of Common Stock are then listed or quoted.

12. Notices. Any notice required to be delivered to the Company under this Agreement shall be in writing and addressed to the Secretary of the Company at the Company's principal corporate offices. Any notice required to be delivered to the Grantee under this Agreement shall be in writing and addressed to the Grantee at the Grantee's address as shown in the records of the Company. Either party may designate another address in writing (or by such other method approved by the Company) from time to time.

13. Governing Law. This Agreement will be construed and interpreted in accordance with the laws of the State of Delaware without regard to conflict of law principles.

14. Interpretation. Any dispute regarding the interpretation of this Agreement shall be submitted by the Grantee or the Company to the Committee for review. The resolution of such dispute by the Committee shall be final and binding on the Grantee and the Company.

15. Restricted Stock Subject to Plan. This Agreement is subject to the Plan as approved by the Company's shareholders. The terms and provisions of the Plan as it may be amended from time to time are hereby incorporated herein by reference. In the event of a conflict between any term or provision contained herein and a term or provision of the Plan, the applicable terms and provisions of the Plan will govern and prevail.

16. Successors and Assigns. The Company may assign any of its rights under this Agreement. This Agreement will be binding upon and inure to the benefit of the successors and assigns of the Company. Subject to the restrictions on transfer set forth herein, this Agreement will be binding upon the Grantee and the Grantee's beneficiaries, executors, administrators and the person(s) to whom the Restricted Stock may be transferred by will or the laws of descent or distribution.

17. Severability. The invalidity or unenforceability of any provision of the Plan or this Agreement shall not affect the validity or enforceability of any other provision of the Plan or this Agreement, and each provision of the Plan and this Agreement shall be severable and enforceable to the extent permitted by law.

18. Discretionary Nature of Plan. The Plan is discretionary and may be amended, cancelled or terminated by the Company at any time, in its discretion. The grant of the Restricted Stock in this Agreement does not create any contractual right or other right to receive any Restricted Stock or other Awards in the future. Future Awards, if any, will be at the sole discretion of the Company. Any amendment, modification or termination of the Plan shall not constitute a change or impairment of the terms and conditions of the Grantee's employment with the Company.

19. Amendment. In accordance and consistent with Section 409A of the Code, as applicable, the Committee has the right to amend, alter, suspend, discontinue or cancel the Restricted Stock,

prospectively or retroactively; provided, that, no such amendment shall adversely affect the Grantee's material rights under this Agreement without the Grantee's consent.

20. Section 409A. This Agreement is intended to either comply with or be exempt from Section 409A of the Code and shall be construed and interpreted in a manner that is consistent with the requirements for avoiding additional taxes or penalties under Section 409A of the Code. Notwithstanding the foregoing, the Company makes no representations that the payments and benefits provided under this Agreement either comply with Section 409A of the Code or are exempt therefrom and in no event shall the Company be liable for all or any portion of any taxes, penalties, interest or other expenses that may be incurred by the Grantee on account of non-compliance with Section 409A of the Code.

21. No Impact on Other Benefits. The value of the Grantee's Restricted Stock is not part of his or her normal or expected compensation for purposes of calculating any severance, retirement, welfare, insurance or similar employee benefit.

22. Counterparts. This Agreement may be executed in counterparts, each of which shall be deemed an original but all of which together will constitute one and the same instrument. Counterpart signature pages to this Agreement transmitted by facsimile transmission, by electronic mail in portable document format (.pdf), or by any other electronic means intended to preserve the original graphic and pictorial appearance of a document, will have the same effect as physical delivery of the paper document bearing an original signature.

23. Acceptance. The Grantee hereby acknowledges receipt of a copy of the Plan and this Agreement. The Grantee has read and understands the terms and provisions thereof, and accepts the Restricted Stock subject to all of the terms and conditions of the Plan and this Agreement. The Grantee acknowledges that there may be adverse tax consequences upon the grant or vesting of the Restricted Stock or disposition of the underlying shares and that the Grantee has been advised to consult a tax advisor prior to such grant, vesting or disposition.

[*signature page follows*]

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first above written.

COMPUTER PROGRAMS AND SYSTEMS, INC.

By:
Name: Matt J. Chambless
Its: Chief Financial Officer

[EMPLOYEE NAME]

Exhibit 21.1

Computer Programs and Systems, Inc.
Subsidiary List

Subsidiary Name	State of Organization
TruBridge, LLC	Delaware
Evident, LLC	Delaware
Healthland Holding Inc.	Delaware
Healthland Inc.	Minnesota
American HealthTech, Inc.	Mississippi
Rycan Technologies, Inc.	Minnesota

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our reports dated March 18, 2019, with respect to the consolidated financial statements, schedule, and internal control over financial reporting included in the Annual Report of Computer Programs and Systems, Inc. on Form 10-K for the year ended December 31, 2018. We consent to the incorporation by reference of said reports in the Registration Statements of Computer Programs and Systems, Inc. on Form S-3 (File No. 333-209669) and on Forms S-8 (File No. 333-131165, File No. 333-181352, File No. 333-196020, File No. 333-208915 and File No. 333-217880).

/s/ GRANT THORNTON LLP

Atlanta, Georgia

March 18, 2019

Exhibit 31.1

CERTIFICATION

I, J. Boyd Douglas, certify that:

1. I have reviewed this Annual Report on Form 10-K of Computer Programs and Systems, 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; and

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.

Date: March 11, 2020

/s/ J. Boyd Douglas

J. Boyd Douglas
Chief Executive Officer

Exhibit 31.2

CERTIFICATION

I, Matt J. Chambless, certify that:

1. I have reviewed this Annual Report on Form 10-K of Computer Programs and Systems, 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; and

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.

Date: March 11, 2020

/s/ Matt J. Chambless

Matt J. Chambless

Chief Financial Officer

Exhibit 32.1

Certifications of Chief Executive Officer
and Chief Financial Officer
Pursuant to
18 U.S.C. Section 1350,
As Adopted Pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Annual Report on Form 10-K for the year ended December 31, 2019 (the "report") of Computer Programs and Systems, Inc. (the “Company”), as filed with the Securities and Exchange Commission on the date hereof, J. Boyd Douglas, Chief Executive Officer of the Company, and Matt J. Chambless, Chief Financial Officer of the Company, each hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: March 11, 2020

/s/ J. Boyd Douglas

J. Boyd Douglas

Chief Executive Officer

/s/ Matt J. Chambless

Matt J. Chambless

Chief Financial Officer