

TERADATA CORP /DE/
Form 10-Q
November 04, 2010
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended September 30, 2010

OR

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

For the transition period from _____ to _____

Commission File Number 001-33458

TERADATA CORPORATION

(Exact name of registrant as specified in its charter)

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Delaware
(State or other jurisdiction of
incorporation or organization)

75-3236470
(I.R.S. Employer
Identification No.)

10000 Innovation Drive
Dayton, Ohio 45342

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (866) 548-8348

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

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

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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

At October 29, 2010, the registrant had approximately 167.5 million shares of common stock outstanding.

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Table of Contents**Part 1 FINANCIAL INFORMATION****Item 1. Financial Statements.
Teradata Corporation****Condensed Consolidated Statements of Income (Unaudited)**

| In millions, except per share amounts | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|-------------------------------------|---------|------------------------------------|---------|
| | 2010 | 2009 | 2010 | 2009 |
| Revenue | | | | |
| Product revenue | \$ 243 | \$ 191 | \$ 666 | \$ 533 |
| Service revenue | 246 | 234 | 722 | 680 |
| Total revenue | 489 | 425 | 1,388 | 1,213 |
| Costs and operating expenses | | | | |
| Cost of products | 72 | 72 | 215 | 192 |
| Cost of services | 138 | 126 | 390 | 361 |
| Selling, general and administrative expenses | 133 | 113 | 377 | 345 |
| Research and development expenses | 40 | 26 | 108 | 83 |
| Total costs and operating expenses | 383 | 337 | 1,090 | 981 |
| Income from operations | 106 | 88 | 298 | 232 |
| Other expense, net | 0 | (4) | 0 | (4) |
| Income before income taxes | 106 | 84 | 298 | 228 |
| Income tax expense | 31 | 21 | 82 | 58 |
| Net income | \$ 75 | \$ 63 | \$ 216 | \$ 170 |
| Net income per weighted average common share | | | | |
| Basic | \$ 0.45 | \$ 0.37 | \$ 1.29 | \$ 0.99 |
| Diluted | \$ 0.44 | \$ 0.36 | \$ 1.27 | \$ 0.98 |
| Weighted average common shares outstanding | | | | |
| Basic | 167.2 | 171.7 | 167.3 | 172.4 |
| Diluted | 170.1 | 174.1 | 170.1 | 174.1 |

See Notes to Condensed Consolidated Financial Statements (Unaudited).

Table of Contents**Teradata Corporation****Condensed Consolidated Balance Sheets (Unaudited)**

| In millions, except per share amounts | September 30, 2010 | December 31, 2009 |
|--|-----------------------|----------------------|
| Assets | | |
| Current Assets | | |
| Cash and cash equivalents | \$ 741 | \$ 661 |
| Accounts receivable, net | 411 | 387 |
| Inventories | 65 | 47 |
| Other current assets | 55 | 57 |
| Total current assets | 1,272 | 1,152 |
| Property and equipment, net | 103 | 95 |
| Capitalized software, net | 114 | 102 |
| Goodwill | 136 | 109 |
| Deferred income taxes | 69 | 84 |
| Other assets | 61 | 27 |
| Total assets | \$ 1,755 | \$ 1,569 |
| Liabilities and stockholders equity | | |
| Current liabilities | | |
| Accounts payable | \$ 88 | \$ 102 |
| Payroll and benefits liabilities | 124 | 109 |
| Deferred revenue | 265 | 256 |
| Other current liabilities | 73 | 76 |
| Total current liabilities | 550 | 543 |
| Pension and other postemployment plan liabilities | 85 | 83 |
| Other liabilities | 36 | 33 |
| Total liabilities | 671 | 659 |
| Commitments and contingencies (Note 6) | | |
| Stockholders equity | | |
| Preferred stock: par value \$0.01 per share, 100.0 shares authorized, no shares issued and outstanding at September 30, 2010 and December 31, 2009 | 0 | 0 |
| Common stock: par value \$0.01 per share, 500.0 shares authorized, 184.1 and 182.6 shares issued at September 30, 2010 and December 31, 2009, respectively | 2 | 2 |
| Paid-in capital | 663 | 622 |
| Treasury stock: 16.8 and 13.9 shares at September 30, 2010 and December 31, 2009, respectively | (399) | (311) |
| Retained earnings | 800 | 583 |
| Accumulated other comprehensive income | 18 | 14 |
| Total stockholders equity | 1,084 | 910 |
| Total liabilities and stockholders equity | \$ 1,755 | \$ 1,569 |

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See Notes to Condensed Consolidated Financial Statements (Unaudited).

Table of Contents**Teradata Corporation****Condensed Consolidated Statements of Cash Flows (Unaudited)**

| In millions | Nine Months Ended September 30, | |
|---|--|---------------|
| | 2010 | 2009 |
| Operating activities | | |
| Net income | \$ 216 | \$ 170 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Depreciation and amortization | 43 | 46 |
| Stock-based compensation expense | 18 | 17 |
| Excess tax benefit from stock-based compensation | (3) | (2) |
| Deferred income taxes | 16 | 23 |
| Impairment of equity investment | 0 | 5 |
| Changes in assets and liabilities: | | |
| Receivables | (24) | 121 |
| Inventories | (18) | (1) |
| Current payables and accrued expenses | (7) | (16) |
| Deferred revenue | 11 | 7 |
| Other assets and liabilities | 13 | (6) |
| Net cash provided by operating activities | 265 | 364 |
| Investing activities | | |
| Proceeds from sales and maturities of short-term investments | 0 | 65 |
| Purchases of short-term investments | 0 | (25) |
| Expenditures for property and equipment | (25) | (18) |
| Additions to capitalized software | (37) | (43) |
| Other investing activities and business acquisitions, net | (61) | 6 |
| Net cash used in investing activities | (123) | (15) |
| Financing activities | | |
| Repurchases of common stock | (88) | (71) |
| Excess tax benefit from stock-based compensation | 3 | 2 |
| Other financing activities, net | 21 | 14 |
| Net cash used in financing activities | (64) | (55) |
| Effect of exchange rate changes on cash and cash equivalents | 2 | 8 |
| Increase in cash and cash equivalents | 80 | 302 |
| Cash and cash equivalents at beginning of period | 661 | 402 |
| Cash and cash equivalents at end of period | \$ 741 | \$ 704 |

See Notes to Condensed Consolidated Financial Statements (Unaudited).

Table of Contents**Notes to Condensed Consolidated Financial Statements (Unaudited)****1. Basis of Presentation**

These statements have been prepared pursuant to the rules and regulations of the U.S. Securities and Exchange Commission (SEC) and, in accordance with those rules and regulations, do not include all information and footnote disclosures normally included in annual financial statements prepared in accordance with accounting principles generally accepted in the United States of America (GAAP). In the opinion of management, the condensed consolidated financial statements reflect all adjustments, consisting only of normal recurring adjustments, necessary to fairly state the results of operations, financial position and cash flows of Teradata Corporation (Teradata or the Company) for the interim periods presented herein. The year-end 2009 condensed consolidated balance sheet data was derived from audited financial statements, but does not include all disclosures required by GAAP. The preparation of condensed consolidated financial statements in conformity with GAAP requires management to make use of estimates and assumptions that affect the reported amounts and disclosures. Actual results may vary from these estimates.

These condensed consolidated interim financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in Teradata 's most recent Annual Report on Form 10-K for the fiscal year ended December 31, 2009 (the 2009 Annual Report). The results of operations for any interim period are not necessarily indicative of the results of operations to be expected for the full year.

2. New Accounting Pronouncements

Multiple-Deliverable Revenue Arrangements. In October 2009, the Financial Accounting Standards Board (FASB) issued new guidance regarding the accounting for revenue arrangements with multiple deliverables. This new guidance provides principles for allocation of consideration among its multiple-elements, allowing more alternatives in identifying and accounting for separate deliverables under an arrangement. The guidance will eliminate the residual method of allocation and require use of the relative selling price method. The guidance also introduces the best estimate selling price (BESP) for valuing the deliverables of a bundled arrangement if vendor specific objective evidence (VSOE) or third-party evidence of selling price is not available, and significantly expands related disclosure requirements. This guidance is effective on a prospective basis for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010. Alternatively, adoption may be on a retrospective basis, and early application is permitted. The Company expects to adopt this guidance, on a prospective basis, for applicable transactions originating or materially modified on or after January 1, 2011. The Company is currently evaluating the impact of adopting this standard.

Certain Revenue Arrangements That Include Software Elements. In October 2009, the FASB issued new guidance for revenue arrangements that include software elements. This new guidance changes the accounting model for revenue arrangements that include both tangible products and software elements. Tangible products containing software and nonsoftware elements that function together to deliver the tangible product 's essential functionality will no longer be within the scope of software revenue guidance. The new guidance is effective prospectively for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010, and early application is permitted. The Company expects to adopt this guidance, on a prospective basis, for applicable transactions originating or materially modified on or after January 1, 2011. The Company is currently evaluating the impact of adopting this standard.

Fair Value Measurements. In January 2010, the FASB issued an update to provide new disclosures, and clarifications of existing disclosures related to fair value measurements. The new disclosures will require reporting entities to disclose separately the amounts of significant transfers in and out of Level 1 and Level 2 fair value measurements and describe the reasons for the transfers. Additionally, in the Level 3 reconciliations, a reporting entity should present separately information about purchases, sales, issuances, and settlements. The update also clarifies that a reporting entity needs to use judgment in determining the appropriate classes of assets and liabilities, and should provide disclosures about the valuation techniques and inputs used to measure fair value for both recurring and nonrecurring fair value measurements in Level 2 and Level 3. The new disclosures and clarifications

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of existing disclosures are effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosures about purchases, sales, issuances, and settlements in the rollforward of activity in Level 3 fair value measurements. Those disclosures are effective for fiscal years beginning after December 15, 2010, and for interim periods within those fiscal years.

3. Supplemental Financial Information

| In millions | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|--|-------------------------------------|--------------|------------------------------------|---------------|
| | 2010 | 2009 | 2010 | 2009 |
| Comprehensive Income | | | | |
| Net income | \$ 75 | \$ 63 | \$ 216 | \$ 170 |
| Other comprehensive income, net of tax: | | | | |
| Net change in unrealized components of defined benefit plans, net of tax | (1) | | (1) | |
| Currency translation adjustments | 4 | 3 | 5 | 7 |
| Total comprehensive income | \$ 78 | \$ 66 | \$ 220 | \$ 177 |

| In millions | September 30, | As of December 31, |
|--------------------------|---------------|-----------------------|
| | 2010 | 2009 |
| Inventories | | |
| Finished goods | \$ 41 | \$ 27 |
| Service parts | 24 | 20 |
| Total inventories | \$ 65 | \$ 47 |

4. Income Taxes

Income tax provisions for interim periods are based on estimated annual income tax rates, adjusted to reflect the effects of any significant infrequent or unusual items which are required to be discretely recognized within the current interim period. The Company's intention is to permanently reinvest its foreign earnings outside of the United States. As a result, the effective tax rates in the periods presented are largely based upon the forecasted pre-tax earnings mix and allocation of certain expenses in various taxing jurisdictions where the Company conducts its business that apply a broad range of statutory income tax rates, certain of which are less than the U.S. statutory rate.

The effective tax rate for the three months ended September 30, 2010 and September 30, 2009 was 29% and 25%, respectively. The effective tax rate for the nine months ended September 30, 2010 and September 30, 2009 was 28% and 25%, respectively. The tax rate for the nine months ended September 30, 2010 included a \$5 million, or 2%, tax benefit associated with the recognition of certain foreign net operating loss carryforwards resulting from an audit settlement in the first quarter of 2010.

5. Derivative Instruments and Hedging Activities

As a portion of the Company's operations and revenue occur outside the United States and in currencies other than the U.S. dollar, the Company is exposed to potential gains and losses from changes in foreign currency exchange rates. To mitigate the impact of currency fluctuations, the Company uses foreign exchange forward contracts to hedge transactional exposures resulting from foreign currency denominated inter-company receivables and payables. The forward contracts are designated as fair value hedges of specified foreign currency denominated inter-company receivables and payables and generally mature in three months or less. The Company does not hold or issue derivative financial instruments for trading purposes, nor does it hold or issue leveraged derivative instruments. By using derivative financial instruments to hedge exposures to changes in exchange rates, the Company exposes itself to credit risk. The Company manages exposure to counterparty credit risk by entering into derivative financial

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instruments with highly rated institutions that can be expected to fully perform under the terms of the applicable contracts.

All derivatives are recognized in the Condensed Consolidated Balance Sheet at their fair value. The fair values of foreign exchange contracts are based on market spot and forward exchange rates. As these fair value amounts relate to open foreign exchange contracts which have not yet reached maturity, they represent possible gains or losses that may not be realized in the future. Changes in the fair value of derivative financial instruments, along with the loss or gain on the hedged asset or liability, are recorded in current period earnings. The notional amounts represent agreed-upon amounts on which calculations of dollars to be exchanged are based, and are an indication of the extent of Teradata's involvement in such instruments. These notional amounts do not represent amounts exchanged by the parties and, therefore, are not a measure of the instrument's fair value. Across its portfolio of contracts, Teradata has both long and short positions relative to the U.S. dollar. As a result, Teradata's net exposure is less than the total contract notional amount of the Company's foreign exchange forward contracts.

At September 30, 2010, the contract notional amount of the Company's foreign exchange forward contracts was \$70 million (\$29 million on a net basis). At September 30, 2010, the Company had no material liabilities for active foreign exchange forward contracts currently in an unrealized loss position, and no material fair value assets for its active foreign exchange forward contracts currently in an unrealized gain position.

Gains and losses from the Company's fair value hedges (foreign currency forward contracts and related hedged items) were immaterial for the three and nine months ended September 30, 2010 and September 30, 2009. Gains and losses from foreign exchange forward contracts are fully recognized each period and reported along with the offsetting gain or loss of the related hedged item, either in cost of products or in other income, depending on the nature of the related hedged item.

6. Commitments and Contingencies

In the normal course of business, the Company is subject to proceedings, lawsuits, claims and other matters, including those that relate to the environment, health and safety, employee benefits, export compliance, intellectual property, tax matters, and other regulatory compliance and general matters, including those described below.

The Company is subject to governmental investigations and requests for information from time to time. As previously reported prior to Teradata's Separation from NCR, the United States Department of Justice is conducting an investigation regarding the propriety of the Company's arrangements or understandings with others in connection with certain federal contracts and the adequacy of certain disclosures related to such contracts. The investigation arises in connection with civil litigation in federal district court filed under the qui tam provisions of the civil False Claims Act against a number of information technology companies, including the Company. The complaints against the Company remain under seal. The Company continues to conduct its analysis of such claims focusing on the propriety of certain transactions under federal programs under which Teradata was a contractor. During 2008 the Company shared evidence with the Justice Department of questionable conduct that the Company uncovered and is continuing to cooperate with the Justice Department in its investigation.

A separate portion of the government's investigation relates to the adequacy of pricing disclosures made to the government in connection with negotiation of NCR's General Services Administration Federal Supply Schedule as it relates to Teradata, prior to the Company's Separation from NCR, and to whether certain subsequent price reductions were properly passed on to the government. Both NCR and the Company are participating in this aspect of the investigation, with respect to certain products and services of each, and each will assume financial responsibility for its own exposures, if any, without indemnification from the other. At this time, the Company is unable to determine the extent of its liability with respect to this aspect of the investigation.

The Company has an accrual of approximately \$2 million related to the current best estimate of probable liability relating to these matters. The Company believes the amounts provided in its financial statements are adequate in light of the probable and estimable liabilities. However, because such matters are subject to many uncertainties, the outcomes are not predictable and there can be no assurances that the actual amounts required to satisfy alleged

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liabilities from the matters described above and other matters, and to comply with applicable laws and regulations, will not exceed the amounts reflected in the Company's financial statements or will not have a material adverse effect on its results of operations, financial condition or cash flows.

Guarantees and Product Warranties. Guarantees associated with the Company's business activities are reviewed for appropriateness and impact to the Company's financial statements. Periodically, the Company's customers enter into various leasing arrangements coordinated with a leasing company. In some instances, the Company guarantees the leasing company a minimum value at the end of the lease term on the leased equipment. As of September 30, 2010, the maximum future payment obligation of this guaranteed value and the associated liability balance was \$4 million.

The Company provides its customers a standard manufacturer's warranty and records, at the time of the sale, a corresponding estimated liability for potential warranty costs. Estimated future obligations due to warranty claims are based upon historical factors such as labor rates, average repair time, travel time, number of service calls and cost of replacement parts. For each consummated sale, the Company recognizes the total customer revenue and records the associated warranty liability using pre-established warranty percentages for that product class.

The following table identifies the activity relating to the warranty reserve for the nine months ended September 30:

| In millions | 2010 | 2009 |
|-----------------------------------|------|------|
| Warranty reserve liability | | |
| Beginning balance at January 1 | \$ 5 | \$ 6 |
| Provisions for warranties issued | 11 | 8 |
| Settlements (in cash or in kind) | (10) | (9) |
| | | |
| Balance at September 30 | \$ 6 | \$ 5 |

The Company also offers extended and/or enhanced coverage to its customers in the form of maintenance contracts. The Company accounts for these contracts by deferring the related maintenance revenue over the extended and/or enhanced coverage period. Costs associated with maintenance support are expensed as incurred. Amounts associated with these maintenance contracts are not included in the table above.

In addition, the Company provides its customers with certain indemnification rights. In general, the Company agrees to indemnify the customer if a third party asserts patent or other infringement on the part of the customer for its use of the Company's products. The Company has entered into indemnification agreements with the officers and directors of its subsidiaries. From time to time, the Company also enters into agreements in connection with its acquisition and divestiture activities that include indemnification obligations by the Company. The fair value of these indemnification obligations is not readily determinable due to the conditional nature of the Company's potential obligations and the specific facts and circumstances involved with each particular agreement, and as such the Company has not recorded a liability in connection with these indemnification arrangements. Historically, payments made by the Company under these types of agreements have not had a material effect on the Company's consolidated financial condition, results of operations or cash flows.

7. Fair Value Measurements

The Company follows the accounting standard dealing with fair value measurements for financial and non-financial assets and liabilities recorded at fair value on a recurring basis, wherein a three-tier fair value hierarchy prioritizes the inputs used in measuring fair value. These tiers include: Level 1, defined as observable inputs such as quoted prices in active markets for identical assets or liabilities; Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable, quoted prices in active markets for similar assets or liabilities, or quoted prices in less-active markets for identical assets; and Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions. Financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

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The Company's assets and liabilities measured at fair value on a recurring basis include money market funds and foreign currency exchange contracts. A portion of the Company's excess cash reserves are held in money market funds which generate interest income based on the prevailing market rates. Money market funds are included in cash and cash equivalents in the Company's balance sheet. Money market fund holdings are measured at fair value using quoted market prices and are classified within Level 1 of the valuation hierarchy. When deemed appropriate, the Company minimizes its exposure to changes in foreign currency exchange rates through the use of derivative financial instruments, specifically, forward foreign exchange contracts. The fair value of these contracts are measured at the end of each interim reporting period using observable inputs other than quoted prices, specifically market spot and forward exchange rates. As such, these derivative instruments are classified within Level 2 of the valuation hierarchy. Unrealized fair value gains for open contracts are recognized as assets and unrealized fair value losses are recognized as liabilities in the Company's Condensed Consolidated Balance Sheets. At September 30, 2010, the Company had no material fair value liabilities for open foreign exchange forward contracts currently in an unrealized loss position, and no material fair value assets for open foreign exchange forward contracts currently in an unrealized gain position. At December 31, 2009, the Company had no material fair value gains or losses for its open foreign exchange forward contracts. Any realized gains or losses would be mitigated by corresponding gains or losses on the underlying exposures.

The Company's assets and liabilities measured at fair value on a recurring basis at September 30, 2010 were as follows:

| In millions | September 30, 2010 | Fair Value Measurements at Reporting Date Using Quoted Prices in Active Markets for Identical Assets (Level 1) | | |
|--------------------|--------------------|--|---|----|
| | | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) | |
| Assets | | | | |
| Money market funds | \$ 409 | \$ 409 | \$ | \$ |

The Company's assets and liabilities measured at fair value on a recurring basis at December 31, 2009 were as follows:

| In millions | December 31, 2009 | Fair Value Measurements at Reporting Date Using Quoted Prices in Active Markets for Identical Assets (Level 1) | | |
|--------------------|-------------------|--|---|----|
| | | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) | |
| Assets | | | | |
| Money market funds | \$ 403 | \$ 403 | \$ | \$ |

8. Earnings Per Share

Basic earnings per share is calculated by dividing net income by the weighted average number of shares outstanding during the reported period. The calculation of diluted earnings per share is similar to basic earnings per share, except that the weighted average number of shares outstanding includes the dilution from potential shares resulting from stock options and unvested restricted stock awards.

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The components of basic and diluted earnings per share are as follows:

| In millions, except per share amounts | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|--|-------------------------------------|---------|------------------------------------|---------|
| | 2010 | 2009 | 2010 | 2009 |
| Net income available for common stockholders | \$ 75 | \$ 63 | \$ 216 | \$ 170 |
| Weighted average outstanding shares of common stock | 167.2 | 171.7 | 167.3 | 172.4 |
| Dilutive effect of employee stock options and restricted stock | 2.9 | 2.4 | 2.8 | 1.7 |
| Common stock and common stock equivalents | 170.1 | 174.1 | 170.1 | 174.1 |
| Earnings per share: | | | | |
| Basic | \$ 0.45 | \$ 0.37 | \$ 1.29 | \$ 0.99 |
| Diluted | \$ 0.44 | \$ 0.36 | \$ 1.27 | \$ 0.98 |

Employee stock options to purchase 0.4 million shares of common stock for the nine months ended September 30, 2010 and 0.8 million and 2.0 million shares for the three and nine months ended September 30, 2009 were not included in the computation of diluted earnings per share because their exercise prices were greater than the average market price of the common shares for the respective periods and, therefore, the effect would have been anti-dilutive. There were no such anti-dilutive options outstanding for the three months ended September 30, 2010.

9. Segment and Other Supplemental Information

Teradata manages its business in three geographic regions, which are also the Company's operating segments: (1) the North America and Latin America (Americas) region; (2) the Europe, Middle East and Africa (EMEA) region; and (3) the Asia Pacific and Japan (APJ) region. Management evaluates the performance of its segments based on revenue and segment margin, and does not include segment assets for management reporting purposes. Corporate-related costs are fully allocated to the segments.

The following table presents regional segment revenue and gross margin for the Company:

| In millions | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|--|-------------------------------------|------------|------------------------------------|--------------|
| | 2010 | 2009 | 2010 | 2009 |
| Revenue | | | | |
| Americas | \$ 292 | \$ 247 | \$ 825 | \$ 681 |
| EMEA | 109 | 109 | 323 | 324 |
| APJ | 88 | 69 | 240 | 208 |
| Total revenue | 489 | 425 | 1,388 | 1,213 |
| Gross margin | | | | |
| Americas | 180 | 138 | 497 | 388 |
| EMEA | 56 | 58 | 170 | 175 |
| APJ | 43 | 31 | 116 | 97 |
| Total gross margin | 279 | 227 | 783 | 660 |
| Selling, general and administrative expenses | 133 | 113 | 377 | 345 |
| Research and development expenses | 40 | 26 | 108 | 83 |

| | | | | |
|-------------------------------------|--------|-------|--------|--------|
| Total income from operations | \$ 106 | \$ 88 | \$ 298 | \$ 232 |
|-------------------------------------|--------|-------|--------|--------|

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The following table presents revenue by product and services for the Company:

| In millions | Three Months Ended | | Nine Months Ended | |
|---|--------------------|--------------------|--------------------|--------------------|
| | September 30, 2010 | September 30, 2009 | September 30, 2010 | September 30, 2009 |
| Products (software and hardware) ⁽¹⁾ | \$ 243 | \$ 191 | \$ 666 | \$ 533 |
| Consulting services | 131 | 124 | 380 | 357 |
| Maintenance services | 115 | 110 | 342 | 323 |
| Total services | 246 | 234 | 722 | 680 |
| Total revenue | \$ 489 | \$ 425 | \$ 1,388 | \$ 1,213 |

- ⁽¹⁾ Our data warehousing software and hardware products are often sold and delivered together in the form of a node of capacity as an integrated technology solution. Accordingly, it is impracticable to provide the breakdown of revenue from various types of software and hardware products.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations. (MD&A)

You should read the following discussion in conjunction with the Condensed Consolidated Financial Statements and the notes to those statements included elsewhere in this Quarterly Report on Form 10-Q. This Quarterly Report on Form 10-Q contains certain statements that are forward-looking within the meaning of the Private Securities Litigation Reform Act of 1995. Certain statements contained in the MD&A are forward-looking statements that involve risks and uncertainties. The forward-looking statements are not historical facts, but rather are based on current expectations, estimates, assumptions and projections about our industry, business and future financial results. Our actual results could differ materially from the results contemplated by these forward-looking statements due to a number of factors, including those discussed in other sections of this Quarterly Report on Form 10-Q and in the 2009 Annual Report on Form 10-K.

Third Quarter Financial Overview

As more fully discussed in later sections of this MD&A, the following were significant financial items for the third quarter of 2010:

Total revenue was \$489 million for the third quarter of 2010, up 15% from the third quarter of 2009. Higher product revenue, particularly in the North America and Latin America (Americas); and the Asia Pacific and Japan (APJ) regions, was the primary driver in the reported year-over-year revenue growth.

Gross margin increased to 57.1% in the third quarter of 2010 from 53.4% in the third quarter of 2009. Gross margins increased primarily due to improved product margins in the Americas region.

Operating income was \$106 million in the third quarter of 2010, compared to \$88 million in the third quarter of 2009. The increase in operating income was largely due to revenue growth, particularly product revenue, as well as improved product margins, offset in part by higher research and development (R&D) expenses, selling expenses and services costs.

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Net income of \$75 million in the third quarter of 2010 increased 19% from \$63 million in the third quarter of 2009, based primarily on higher product revenues, as well as improved product margins, offset in part by a higher effective income tax rate.

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Strategic Overview

Teradata is a leader in helping companies manage and analyze growing data volumes and complexity to gain business insight and competitive advantage. We have four key initiatives underway to broaden our position in the market and take advantage of this opportunity. These initiatives include continuing to:

Increase our market coverage through additional sales territories (hiring incremental sales account executives as well as technology and industry consultants),

Invest to extend Teradata's core technology and expand our family of compatible data warehouse platforms to address multiple market segments and solution offerings through internal development and targeted strategic acquisition initiatives,

Differentiate Teradata and drive demand by delivering services that enable customers to achieve best-in-class analytics, and

Invest in partnerships to increase the number of solutions available on Teradata platforms to maximize customer value, and to provide more market coverage.

Future Trends

We believe that demand for our solutions will continue to increase due to the continued increase in data volumes, the scale and complexity of business requirements, and the growing use of new data elements and more near real-time analytics over time. The adoption by customers of more near real-time analysis for enterprise intelligence is driving more applications, usage and capacity.

As a portion of the Company's operations and revenue occur outside the United States, and in currencies other than the U.S. dollar, the Company is exposed to fluctuations in foreign currency exchange rates. In 2010, Teradata expects approximately one percentage point of benefit from currency translation on its reported revenue and a corresponding currency impact on operating income, based on currency rates as of October 27, 2010.

The United States and other international economies, significant to Teradata's sales efforts, experienced severe economic recessions in 2009, which had an adverse impact on IT budgets and capital spending trends, and contributed to lengthened sales cycles for acquiring Teradata products and services. While recently there have been some signs of economic recovery particularly with respect to information technology spending, the scope and stability of such recovery, as well as the related impact on our current and potential customers, still remains unclear. The size, timing and contracted terms of large customer orders for our products and services can impact, both positively and negatively, our operating results.

While macroeconomic challenges and fluctuations in the IT environment do occur, our long-term outlook remains positive. We did not experience significant changes in the first nine months of 2010 due to competitive and/or pricing trends for our enterprise data warehouse (EDW) or appliance solutions, although there is always a risk that pricing pressure for either of these solutions could occur in the future. Additionally, as companies look to reduce ongoing operating expenses, customers may choose to go to lower maintenance service level agreements which could lead to revenue pressure on our maintenance services business. We continue to be committed to new product development and achieving a responsive yield from our research and development spending and resources, which are intended to drive future demand. We also continue to evaluate opportunities to increase our market coverage and are committed to continuing to increase our number of sales territories, among other things, to drive future revenue growth. Given the length of sales cycles, new sales account territories typically take more than two years, on average, to become productive.

Table of Contents**Results of Operations for the Three Months Ended September 30, 2010****Compared to the Three Months Ended September 30, 2009**

| In millions | 2010 | % of Revenue | 2009 | % of Revenue |
|--|-------------|-------------------------|-------------|-------------------------|
| Product revenue | \$ 243 | 49.7% | \$ 191 | 44.9% |
| Service revenue | 246 | 50.3% | 234 | 55.1% |
| Total revenue | 489 | 100% | 425 | 100% |
| Gross margin | | | | |
| Product gross margin | 171 | 70.4% | 119 | 62.3% |
| Service gross margin | 108 | 43.9% | 108 | 46.2% |
| Total gross margin | 279 | 57.1% | 227 | 53.4% |
| Operating expenses | | | | |
| Selling, general and administrative expenses | 133 | 27.2% | 113 | 26.6% |
| Research and development expenses | 40 | 8.2% | 26 | 6.1% |
| Total operating expenses | 173 | 35.4% | 139 | 32.7% |
| Operating income | \$ 106 | 21.7% | \$ 88 | 20.7% |

Revenue

Teradata revenue increased 15% in the third quarter of 2010 compared to the third quarter of 2009. The revenue increase was not significantly impacted by foreign currency fluctuations. Product revenue increased 27% in the third quarter of 2010 from the prior-year period, driven by growth in the Americas and APJ regions. Service revenue in the third quarter of 2010 increased 5% from the prior-year period, with an underlying 6% increase in consulting services revenue, and 5% increase in maintenance services revenue, as compared to the prior-year period.

Gross Margin

Gross margin for the third quarter of 2010 was 57.1% compared to 53.4% in the third quarter of 2009. Product gross margin increased to 70.4% in the third quarter of 2010, compared to 62.3% in the prior-year period. Product margins increased across all three regions, led by the Americas region which benefitted from improved deal mix as compared to the prior-year period. The term "deal mix" refers to the revenue mix of our product sales consummated in a particular period, including both software versus hardware content and mix, and amount and mix of third-party products re-sold. Service gross margin decreased to 43.9% in the third quarter of 2010 compared to 46.2% in the prior-year period. The lower service margins were driven by the Europe, Middle East and Africa (EMEA) and APJ regions. Our consulting services business is beginning to expand their headcount again in response to growing business opportunities, and that new headcount can have an impact on margins, particularly while they are being trained and are not yet fully productive.

Operating Expenses

Total operating expenses, characterized as selling, general and administrative expenses (SG&A) and R&D expenses, were \$173 million in the third quarter of 2010 compared to \$139 million in the third quarter of 2009. The \$20 million increase in SG&A expenses was largely driven by higher selling expense, due primarily to our strategic initiative to add sales headcount, as well as higher variable compensation across the Company. General and administrative expenses were also somewhat higher, as compared to the prior-year period, due to a return of expenses that were eliminated or reduced in 2009, including base compensation increases as well as training and education activity. The \$14 million increase in R&D expenses was driven by higher engineering headcount expenses, as well as \$5 million less in capitalization of software

development cost as compared to the prior-year period.

Table of Contents**Revenue and Gross Margin by Operating Segment**

As described in Note 9 of Notes to Condensed Consolidated Financial Statements (Unaudited), Teradata manages its business in three geographic regions, which are also the Company's operating segments: (1) the Americas region; (2) the EMEA region; and (3) the APJ region. Teradata believes this format is useful to investors because it allows analysis and comparability of operating trends by operating segment. It also includes the same information that is used by Teradata management to make decisions regarding the segments and to assess our financial performance. The discussion of our segment results describes the changes in results as compared to the prior-year period.

The following table presents revenue and operating performance by segment for the three months ended September 30:

| In millions | 2010 | % of Revenue | 2009 | % of Revenue |
|---------------------------|---------------|-----------------|---------------|-----------------|
| Revenue | | | | |
| Americas | \$ 292 | 60% | \$ 247 | 58% |
| EMEA | 109 | 22% | 109 | 26% |
| APJ | 88 | 18% | 69 | 16% |
| Total revenue | 489 | 100% | 425 | 100% |
| Gross margin | | | | |
| Americas | 180 | 61.6% | 138 | 55.9% |
| EMEA | 56 | 51.4% | 58 | 53.2% |
| APJ | 43 | 48.9% | 31 | 44.9% |
| Total gross margin | \$ 279 | 57.1% | \$ 227 | 53.4% |

Americas: Revenue increased 18% in the third quarter of 2010 from the third quarter of 2009, largely driven by a 31% increase in product revenue. The revenue increase was not significantly impacted by foreign currency fluctuations. Gross margins increased to 61.6% for the third quarter of 2010, from 55.9% in the third quarter of 2009, driven primarily by higher product margins, which benefitted from an improved deal mix as compared to the prior-year period.

EMEA: Revenue was unchanged in the third quarter of 2010 from the third quarter of 2009. Revenue in the third quarter of 2010 included 7% of negative impact from foreign currency fluctuations. Gross margins decreased to 51.4% for the third quarter of 2010, from 53.2% in the third quarter of 2009, driven by lower services margins, offset somewhat by higher product margins.

APJ: Revenue increased 28% in the third quarter of 2010 from the third quarter of 2009, led by a 64% increase in product revenue. The revenue increase included 9% of benefit from foreign currency fluctuations. Gross margin increased to 48.9% in the third quarter of 2010, from 44.9% in the third quarter of 2009. The gross margin improvement was driven primarily by higher product margins, which benefitted from foreign currency translation, as well as a greater proportion of product revenue (as compared to services revenue), offset in part by lower consulting services margins.

Provision for Income Taxes

Income tax provisions for interim periods are based on estimated annual income tax rates, adjusted to reflect the effects of any significant infrequent or unusual items which are required to be discretely recognized within the current interim period. The Company's intention is to permanently reinvest its foreign earnings outside of the United States. As a result, the effective tax rates in the periods presented are largely based upon the forecasted pre-tax earnings mix and allocation of certain expenses in various taxing jurisdictions where the Company conducts its business that apply a broad range of statutory income tax rates, certain of which are less than the U.S. statutory rate.

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The effective tax rate in the third quarter of 2010 was 29% compared to 25% in the third quarter of 2009, driven mostly by a higher proportion of U.S. pre-tax earnings mix as described above. There was not a significant discrete tax item for either of the three months ended September 30, 2010 or September 30, 2009.

Results of Operations for the Nine Months Ended September 30, 2010**Compared to the Nine Months Ended September 30, 2009**

| In millions | 2010 | % of Revenue | 2009 | % of Revenue |
|--|--------------|-----------------|--------------|-----------------|
| Product revenue | \$ 666 | 48.0% | \$ 533 | 43.9% |
| Service revenue | 722 | 52.0% | 680 | 56.1% |
| Total revenue | 1,388 | 100% | 1,213 | 100% |
| Gross margin | | | | |
| Product gross margin | 451 | 67.7% | 341 | 64.0% |
| Service gross margin | 332 | 46.0% | 319 | 46.9% |
| Total gross margin | 783 | 56.4% | 660 | 54.4% |
| Operating expenses | | | | |
| Selling, general and administrative expenses | 377 | 27.2% | 345 | 28.4% |
| Research and development expenses | 108 | 7.8% | 83 | 6.8% |
| Total operating expenses | 485 | 34.9% | 428 | 35.3% |
| Operating income | \$ 298 | 21.5% | \$ 232 | 19.1% |

Revenue

Teradata revenue increased 14% in the first nine months of 2010 compared to the first nine months of 2009. The revenue increase included a net positive effect of 1% from foreign currency fluctuations. Product revenue increased 25% in the first nine months of 2010 from the prior-year period, driven by the Americas and APJ regions. Service revenue in the first half of 2010 increased 6% from the prior-year period, with comparable increases in both consulting and maintenance services revenue.

Gross Margin

Gross margin for the first nine months of 2010 was 56.4% compared to 54.4% in the first nine months of 2009. Product gross margin increased to 67.7% in the first three quarters of 2010, compared to 64.0% in the prior-year period, with improvements in all three regions. Service gross margin was lower at 46.0% in the first three quarters of 2010 compared to 46.9% in the prior-year period, due to lower maintenance services margins as compared to the prior-year period.

Operating Expenses

Total operating expenses, characterized as SG&A and R&D expenses, were \$485 million in the first nine months of 2010 compared to \$428 million in the first nine months of 2009. The \$32 million increase in SG&A expenses was primarily driven by higher selling expense, due to our strategic initiative to add sales headcount, as well as higher variable compensation across the Company. General and administrative expenses were also somewhat higher, as compared to the prior-year period, due to a return of expenses that were eliminated or reduced in 2009, including base compensation increases as well as training and education activity. The \$25 million increase in R&D expenses was driven by higher

engineering headcount and materials expenses for product development initiatives, as well as \$6 million less in capitalization of software development cost as compared to the prior-year period.

Table of Contents**Revenue and Gross Margin by Operating Segment**

The following table presents revenue and operating performance by segment for the nine months ended September 30:

| In millions | 2010 | % of Revenue | 2009 | % of Revenue |
|---------------------------|---------------|-----------------|---------------|-----------------|
| Revenue | | | | |
| Americas | \$ 825 | 59% | \$ 681 | 56% |
| EMEA | 323 | 23% | 324 | 27% |
| APJ | 240 | 17% | 208 | 17% |
| Total revenue | 1,388 | 100% | 1,213 | 100% |
| Gross margin | | | | |
| Americas | 497 | 60.2% | 388 | 57.0% |
| EMEA | 170 | 52.6% | 175 | 54.0% |
| APJ | 116 | 48.3% | 97 | 46.6% |
| Total gross margin | \$ 783 | 56.4% | \$ 660 | 54.4% |

Americas: Revenue increased 21% in the first nine months of 2010 from the first nine months of 2009, largely driven by an underlying 37% increase in product revenue. The revenue increase included 1% of positive impact from foreign currency fluctuations. Gross margins increased to 60.2% for the first nine months of 2010, from 57.0% in the prior-year period, driven primarily by improved product margins, as well as improved consulting services margins and a greater percentage of product revenue (as compared to services revenue).

EMEA: Revenue was essentially unchanged in the first nine months of 2010 from the first nine months of 2009. Revenues in the first nine months of the year included 2% of negative impact from foreign currency fluctuations. Gross margins decreased to 52.6% for the first nine months of 2010, from 54.0% in the first nine months of 2009, with lower services margins and a lower proportion of product revenue (as compared to services revenue) offset in part by improved product margins.

APJ: Revenue increased 15% in the first nine months of 2010 from the first nine months of 2009, primarily driven by a 33% increase in product revenue. The revenue increase included 8% of positive impact from foreign currency fluctuations. Gross margin increased to 48.3% in the first nine months of 2010, from 46.6% in the first nine months of 2009. The improvement in gross margin was driven primarily by improved product margins and a greater percentage of product revenue (compared to services revenue), and benefit from foreign currency translation, offset in part by lower consulting services margins.

Provision for Income Taxes

The effective tax rate in the first nine months of 2010 was 28% compared to 25% in the first nine months of 2009. The tax rate for the nine months ended September 30, 2010 included a \$5 million (or 2%) tax benefit associated with the recognition of certain foreign net operating loss carryforwards resulting from an audit settlement in the first quarter of 2010. There were no significant discrete tax items for the nine months ended September 30, 2009.

We currently estimate our full-year effective tax rate for 2010 to be approximately 27%, which takes into consideration our current estimate with respect to pre-tax earnings mix by jurisdiction. If the U.S. Federal Research & Development Tax Credit is not retroactively reinstated by Congress before year end, our full-year effective tax rate for 2010 would increase to approximately 28%.

Financial Condition, Liquidity and Capital Resources

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Cash provided by operating activities decreased by \$99 million in the first nine months of 2010. In comparison to the prior-year period, the decrease in cash provided by operating activities in the nine months ended September 30, 2010

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was principally due to lower collections of receivables and an increase in the overall receivables balance, due to higher revenue. This impact was partially offset by an increase in net income as compared to the prior-year period.

Teradata's management uses a non-GAAP measure called free cash flow, which we define as net cash provided by operating activities less capital expenditures for property and equipment, and additions to capitalized software, as one measure of assessing the financial performance of the Company. Free cash flow does not have a uniform definition under GAAP; therefore, Teradata's definition of this measure may differ from the definition used by other companies. The components that are used to calculate free cash flow are GAAP measures taken directly from the Condensed Consolidated Statements of Cash Flows (Unaudited). We believe that free cash flow information is useful for investors because it relates the operating cash flow of the Company to the capital that is spent to continue and improve business operations. In particular, free cash flow indicates the amount of cash available after capital expenditures for, among other things, investments in the Company's existing businesses, strategic acquisitions and repurchase of Teradata common stock. Free cash flow does not represent the residual cash flow available for discretionary expenditures since there may be other non-discretionary expenditures that are not deducted from the measure. This non-GAAP measure should not be considered a substitute for, or superior to, cash flows from operating activities under GAAP.

The table below shows net cash provided by operating activities and capital expenditures for the following periods:

| In millions | Nine Months Ended | |
|---|--------------------------|---------------|
| | September 30, | |
| | 2010 | 2009 |
| Net cash provided by operating activities | \$ 265 | \$ 364 |
| Less: | | |
| Expenditures for property and equipment | (25) | (18) |
| Additions to capitalized software | (37) | (43) |
| Free cash flow | \$ 203 | \$ 303 |

Financing activities and certain other investing activities are not included in our calculation of free cash flow. Other investing activities in the first nine months of 2010 primarily consisted of two immaterial business acquisitions and an immaterial cost-method equity investment. These transactions are in line with our on-going strategic initiatives to extend the reach of Teradata's core technology and platform offerings, as well as to increase the number of solutions available on Teradata platforms. Other investing activities in the first nine months of 2009 primarily consisted of \$25 million in purchases of short-term investments and \$65 million in proceeds collected from maturities of short-term investments. Teradata's short-term investments consisted of bank time deposits with original maturities between three months and one year. Teradata's financing activities for the nine months ended September 30, 2010 and September 30, 2009 consisted primarily of cash outflows from our share repurchase activities. During the first nine months of 2010, the Company purchased 2.9 million shares of its common stock at an average price per share of \$29.57 under share repurchase programs authorized by our Board of Directors in 2008. The first program (the dilution offset program) authorizes the Company to purchase Teradata common stock to the extent of cash received from the exercise of stock options and the Teradata Employee Stock Purchase Plan. The second program (the general share repurchase program) initially authorized the Company to repurchase \$250 million of the Company's outstanding shares of common stock. On May 4, 2009, the Company's Board of Directors authorized an additional \$300 million increase to the Company's existing open market share repurchase program and extended the program for a two-year period ending in February 2012. As of September 30, 2010, the Company had \$161 million of authorization remaining under its general share repurchase program to repurchase outstanding shares of Teradata common stock. Our share repurchase activity depends on factors such as our working capital needs, our cash requirements for capital investments, our stock price, and economic and market conditions. Proceeds from the Employee Stock Purchase Plan and the exercise of stock options were \$21 million for the nine months ended September 30, 2010, and \$14 million for the nine months ended September 30, 2009. These proceeds are included in Other financing activities, net in the Condensed Consolidated Statement of Cash Flows (Unaudited).

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Teradata had no short- or long-term debt outstanding as of September 30, 2010, although the Company was in compliance with all covenants of the credit facility. Management believes current cash and short-term investment resources, Company cash flows from operations and its \$300 million credit facility will be sufficient to satisfy future working capital, research and development activities, capital expenditures, pension contributions, and other financing requirements for at least the next twelve months. The Company principally holds its cash, cash equivalents and short-term investments in bank deposits, money market funds and government treasuries.

The Company's ability to generate positive cash flows from operations is dependent on general economic conditions, competitive pressures, and other business and risk factors described in the Company's 2009 Annual Report on Form 10-K (the "2009 Annual Report"), and elsewhere in this Quarterly Report. If the Company is unable to generate sufficient cash flows from operations, or otherwise to comply with the terms of the credit facilities, the Company may be required to seek additional financing alternatives.

Contractual and Other Commercial Commitments. There has been no significant change in our contractual and other commercial commitments as described in the 2009 Annual Report. Our guarantees and product warranties are discussed in Note 6 of Notes to Condensed Consolidated Financial Statements (Unaudited).

Critical Accounting Policies and Estimates

There were no material changes to the Company's critical accounting policies and estimates previously disclosed in the 2009 Annual Report.

Our financial statements are prepared in accordance with GAAP. In connection with the preparation of these financial statements, we are required to make assumptions, estimates and judgments that affect the reported amounts of assets, liabilities, revenues, expenses and the related disclosure of contingent liabilities. These assumptions, estimates and judgments are based on historical experience and assumptions that are believed to be reasonable at the time. However, because future events and their effects cannot be determined with certainty, the determination of estimates requires the exercise of judgment. Our critical accounting policies are those that require assumptions to be made about matters that are highly uncertain. Different estimates could have a material impact on our financial results. Judgments and uncertainties affecting the application of these policies and estimates may result in materially different amounts being reported under different conditions or circumstances. Our management periodically reviews these estimates and assumptions to ensure that our financial statements are presented fairly and are materially correct.

In many cases, the accounting treatment of a particular transaction is specifically dictated by GAAP and does not require significant management judgment in its application. There are also areas in which management's judgment in selecting among available alternatives would not produce a materially different result. The significant accounting policies and estimates that we believe are the most critical to aid in fully understanding and evaluating our reported financial results are discussed in the 2009 Annual Report. Teradata's senior management has reviewed these critical accounting policies and related disclosures and determined there were no significant changes in our critical accounting policies in the nine months ended September 30, 2010. Also, there were no significant changes in our estimates associated with those policies.

New Accounting Pronouncements

See discussion in Note 2 of Notes to Condensed Consolidated Financial Statements (Unaudited) for new accounting pronouncements.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

There have not been any material changes to the market risk factors previously disclosed in Part II, Item 7A of the Company's 2009 Annual Report on Form 10-K.

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Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

Teradata maintains a system of disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934 (the Exchange Act)) that are designed to provide reasonable assurance that information required to be disclosed in its reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to management, including, as appropriate, the Chief Executive Officer and the Chief Financial Officer, to allow timely decisions regarding required disclosures. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives.

Based on their evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were effective to provide reasonable assurance as of September 30, 2010.

Changes in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting that occurred during the last fiscal quarter ended September 30, 2010 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Part II OTHER INFORMATION

Item 1. Legal Proceedings.

The information required by this item is included in the material under Note 6 of Notes to Condensed Consolidated Financial Statements (Unaudited) of this Quarterly Report on Form 10-Q and is incorporated herein by reference.

Item 1A. Risk Factors.

There have not been any material changes to the risk factors previously disclosed in Part I, Item IA of the Company's 2009 Annual Report on Form 10-K.

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

Purchase of Company Common Stock

During the third quarter of 2010, the Company executed purchases for approximately 0.6 million shares of its common stock at an average price per share of \$29.82 under the two share repurchase programs authorized by our Board of Directors in 2008. The first program (the dilution offset program) authorizes the Company to purchase Teradata common stock to the extent of cash received from the exercise of stock options and the Teradata Employee Stock Purchase Plan. The second program (the general share repurchase program) authorizes the Company to repurchase \$250 million of the Company's outstanding shares of common stock. On May 4, 2009, the Company's Board of Directors authorized an additional \$300 million increase to the Company's existing general share repurchase program. As of September 30, 2010, the Company had \$161 million of authorization remaining on the general share repurchase program to repurchase outstanding shares of Teradata common stock.

In addition to those share purchases, Section 16 officers occasionally sell vested shares of restricted stock to the Company at the current market price to cover their withholding taxes. For the nine months ended September 30, 2010, the total of these purchases was 22,118 shares at an average price of \$29.07 per share.

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The following table provides information relating to the Company's repurchase of common stock for the nine months ended September 30, 2010:

| Month | Total Number of Shares Purchased | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly Announced Dilution Offset Program | Total Number of Shares Purchased as Part of Publicly Announced General Share Repurchase Program | Maximum Dollar Value that May Yet Be Purchased Under the Dilution Offset Program | Maximum Dollar Value that May Yet Be Purchased Under the General Share Repurchase Program |
|-----------------------------|---|--|---|---|---|--|
| First Quarter Total | 2,369,181 | \$ 29.51 | 41,700 | 2,327,481 | \$ 4,562,666 | \$ 165,028,607 |
| Second Quarter Total | 193 | \$ 28.02 | 193 | | \$ 11,324,324 | \$ 165,028,607 |
| July 2010 | | N/A | | | \$ 12,098,339 | \$ 165,028,607 |
| August 2010 | 558,667 | \$ 29.82 | 408,667 | 150,000 | \$ 1,414,483 | \$ 160,604,657 |
| September 2010 | | N/A | | | \$ 7,856,851 | \$ 160,604,657 |
| Third Quarter Total | 558,667 | \$ 29.82 | 408,667 | 150,000 | \$ 7,856,851 | \$ 160,604,657 |

Item 3. Defaults Upon Senior Securities.

None

Item 5. Other Information.

None

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Item 6. Exhibits.

Reference Number

per Item 601 of

Regulation S-K

Description

| | |
|------|--|
| 2.1 | Form of Separation and Distribution Agreement between Teradata Corporation and NCR Corporation (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K dated September 11, 2007). |
| 3.1 | Amended and Restated Certificate of Incorporation of Teradata Corporation, as amended and restated on September 24, 2007 (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K dated September 25, 2007). |
| 3.2 | Amended and Restated Bylaws of Teradata Corporation, as amended and restated on December 2, 2008 (incorporated by reference to Exhibit 3.2 to the Current Report on Form 8-K dated December 8, 2008). |
| 4.1 | Common Stock Certificate of Teradata Corporation (incorporated by reference to Exhibit 4.1 to the Quarterly Report on Form 10-Q dated November 13, 2007). |
| 31.1 | Certification pursuant to Rule 13a-14(a), dated November 4, 2010. |
| 31.2 | Certification pursuant to Rule 13a-14(a), dated November 4, 2010. |
| 32 | Certification pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, dated November 4, 2010. |
| 101 | Interactive data files pursuant to Rule 405 of Regulation S-T: (i) the Condensed Consolidated Statement of Income for the three and nine month periods ended September 30, 2010 and 2009, (ii) the Condensed Consolidated Balance Sheet at September 30, 2010 and December 31, 2009, (iii) the Condensed Consolidated Statement of Cash Flows for the nine months ended September 30, 2010 and 2009 and (iv) the notes to the Condensed Consolidated Financial Statements, tagged as blocks of text. |

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SIGNATURES

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

Date: November 4, 2010

TERADATA CORPORATION

By: /s/ Stephen M. Scheppmann
Stephen M. Scheppmann
Executive Vice President and Chief Financial Officer