

Quadrant 4 Systems Corp
Form 10-Q
May 15, 2013

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

FORM 10-Q

(Mark One)

- QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended March 31, 2013
- TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT
For the transition period from _____ to _____

Commission File Number 33-42498

QUADRANT 4 SYSTEMS CORPORATION
(Exact name of registrant as specified in its charter)

Florida
(State or other jurisdiction of
incorporation or organization)

65-0254624
(IRS Employer
Identification No.)

2850 Golf Road, Suite 405, Rolling Meadows, IL 60008
(Address of principal executive offices)

(847) 871-9450
(Registrant's telephone number, including area code)

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

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

Edgar Filing: Quadrant 4 Systems Corp - Form 10-Q

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-Q or any amendment to this Form 10-Q. x

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

(Do not check if a smaller reporting company)

Indicate by checkmark whether the registrant is a shell company (as defined in Rule 126.2 of the Exchange Act). Yes No

The number of shares of common stock outstanding as of May 15, 2013 was 60,065,071.

Table of Contents

TABLE OF CONTENTS

PART I. FINANCIAL INFORMATION

Item 1.	<u>Financial Statements</u>	3
	<u>Consolidated Balance Sheets</u>	3
	<u>Consolidated Statements of Operations</u>	4
	<u>Consolidated Statements of Cash Flows</u>	5
	<u>Notes to Consolidated Financial Statements</u>	6
Item 2.	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	11
Item 3.	<u>Quantitative and Qualitative Disclosures About Market Risk</u>	17
Item 4.	<u>Controls and Procedures</u>	17

Part II. OTHER INFORMATION

Item 1.	<u>Legal Proceedings</u>	18
Item 1A.	<u>Risk Factors</u>	18
Item 2.	<u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	18
Item 3.	<u>Defaults Upon Senior Securities</u>	18
Item 4.	<u>Mine Safety Disclosures</u>	18
Item 5.	<u>Other Information</u>	18
Item 6.	<u>Exhibits</u>	19
Signatures		20

Table of Contents

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

QUADRANT 4 SYSTEMS CORPORATION
Consolidated Balance Sheets

	March 31, 2013 (Unaudited)	December 31, 2012 (Audited)
ASSETS		
Current Assets		
Cash	\$243,382	\$86,770
Accounts Receivables (net of allowance for doubtful accounts of \$ 719,753 and \$ 603,442 for March 31, 2013 and December 31, 2012 respectively)	6,661,158	4,267,766
Other current assets	1,119,968	1,199,907
Total current assets	8,024,508	5,554,443
Property and equipment - net	4,815	3,500
Other assets	2,457,114	2,566,470
Intangible assets, net	20,508,192	9,785,019
TOTAL ASSETS	\$30,994,629	\$17,909,432
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Accounts payable and accrued expenses	\$5,864,550	\$2,962,421
Note payable - Revolver	4,172,554	2,857,396
Current maturities - long term debts, less debt discount	1,949,489	688,891
Total current liabilities	11,986,593	6,508,708
Long term debt less current maturities	9,745,646	7,536,781
Common stock payable	2,704,423	1,163,673
Contingent Earn Outs	3,368,750	-
Derivative liability	191,660	249,164
Total liabilities	27,997,072	15,458,326
Stockholders' Equity		
Preferred stock - \$0.001 par value; authorized: 10,000,000,000 shares: issued and outstanding: none	-	-
Common stock - \$0.001 par value; authorized: 5,000,000,000 shares: issued and outstanding 58,065,071 and 54,609,615 at March 31, 2013 and December 31, 2012, respectively	58,065	54,609
Additional paid-in capital	12,760,098	11,631,644
Note receivable - Stockholder	(200,000)	-
Accumulated Deficit	(9,620,606)	(9,235,147)
Total stockholders' equity	2,997,557	2,451,106
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$30,994,629	\$17,909,432

See notes to the consolidated financial statements

Table of Contents

QUADRANT 4 SYSTEMS CORPORATION
Consolidated Statements of Operations

	Three months ending March	
	2013	2012
Revenue	\$ 9,907,455	\$ 6,727,639
Cost of revenue	7,543,851	5,316,123
Gross Margin	2,363,604	1,411,516
General and administrative expenses	(1,076,519)	(731,916)
Amortization and depreciation expense	(1,157,072)	(1,011,562)
Interest expense	(572,976)	(432,136)
Derivative gain/(loss)	57,504	(93,330)
Net loss before Income taxes	(385,459)	(857,428)
Income taxes	-	-
Net loss	\$ (385,459)	\$ (857,428)
Net loss per common share- basic and diluted	\$ (0.01)	\$ (0.02)
Weighted average common shares - basic and diluted	56,964,893	51,740,448

See notes to the consolidated financial statements

Table of Contents

QUADRANT 4 SYSTEMS CORPORATION
Consolidated Statements of Cash Flows

	For the Three Months Ending March 31,	
	2013	2012
Cash flows from operating activities:		
Net loss	\$ (385,459)	\$ (857,428)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Derivative Loss / (gain)	(57,504)	93,330
Accretion of interest	67,221	41,668
Amortization and depreciation	1,157,072	1,011,813
Doubtful accounts	78,610	69,977
Issuance of Stock for services and interest	(8,811)	-
Changes in assets and liabilities		
Accounts receivable	(2,472,002)	322,999
Other current assets	79,939	(805,458)
Other assets	(39,168)	109,841
Accounts payable and accrued expenses	1,538,879	24,779
Net cash (used in) provided by operating activities	(41,223)	11,521
Cash flows from investing activities:		
Purchase of fixed assets	(1,565)	-
Acquisition of assets (net of liabilities assumed of \$1,832,000, notes payable assumed of \$3,268,000, contingent payments of \$2,900,000 and issuance of common stock of \$2,330,000)	(1,550,000)	
Net cash used in investing activities	(1,551,565)	-
Cash flows from financing activities:		
Proceeds from sales of common stock	300,000	-
(Decrease) increase in note payable - factor	1,315,158	(548,110)
Payments of long-term debt	(705,758)	(325,000)
Payments of notes payable	-	(140,000)
Proceeds from long term debt	840,000	-
Net cash provided by (used in) financing activities	1,749,400	(1,013,110)
Net increase (decrease) in cash	156,612	(1,001,589)
Cash - Beginning of period	86,770	1,079,248
Cash - End of period	\$ 243,382	\$ 77,659

Supplemental disclosure of noncash information

Cash paid for:

Interest	\$	315,607	\$	576,191
Income taxes	\$	-	\$	-

Noncash transactions

Noncash considerations for acquisitions	\$	5,230,000	\$	-
-----------------------------------------	----	-----------	----	---

See notes to the consolidated financial statements

Table of Contents

QUADRANT 4 SYSTEMS CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

NOTE 1 – ORGANIZATION AND OPERATIONS

Organization

Quadrant 4 Systems Corporation (the “Company or Q4”) was incorporated in Florida on May 9, 1990, as Sun Express Group, Inc. and changed its business model and name on March 31, 2011. Q4 operated its business through its two wholly owned subsidiaries, Q4 Solutions, Inc. and Q4 Consulting, Inc. until December 2012. During the first quarter of 2013, Q4 formed two additional subsidiaries, namely Q4 Cloud, Inc. and Q4 Mobility, Inc. to launch its cloud and mobile businesses as part of its SMAC (Social – Mobile – Analytics – Cloud) business strategy.

Operations

The primary business model of the Company is to provide SMAC and IT related technology, products and services. Q4 is building an integrated platform that provides its clients a unified SMAC solution specific to the Healthcare, Retail and Financial Services verticals.

NOTE 2 – BASIS OF PRESENTATION

The accompanying unaudited interim financial statements have been prepared in accordance with generally accepted accounting principles and the rules and regulations under Regulation S-X of the U.S. Securities and Exchange Commission for Form 10-Q, and should be read in conjunction with the audited financial statements and notes thereto contained in the Annual Report on Form 10-K for Quadrant 4 Systems Corporation (the “Registrant” or the “Company”) for the year ended December 31, 2012. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements presentation. In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of financial position, results of operations and cash flows for the interim periods presented have been included. Notes to the financial statements which would substantially duplicate the disclosures contained in the audited financial statements for the most recent fiscal year ended December 31, 2012, as reported in the Form 10-K, have been omitted.

In preparing the interim unaudited consolidated financial statements, management was required to make certain estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, expenses and related disclosures at the financial reporting date and throughout the periods being reported upon. Certain of the estimates result from judgments that can be subjective and complex and consequently actual results may differ from these estimates. These financial statements should be read in conjunction with the financial statements of the Company together with the Company’s management discussion and analysis in Item 2 of this report and in the Company’s Form 10-K for the year ended December 31, 2012. The results of operations for interim periods are not necessarily indicative of the results to be expected for the full year.

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Consolidated Financial Statements

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, Q4 Consulting, Inc., Q4 Solutions, Inc., Q4 Cloud, Inc., and Q4 Mobility, Inc.

All significant intercompany accounts and transactions have been eliminated in consolidation.

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and revenues and expenses during the reporting period. Accordingly, actual results could differ from those estimates.

Table of Contents

Loss per Common Share

Basic loss per share is calculated using the weighted-average number of common shares outstanding during each period. Diluted income per share includes potentially dilutive securities such as outstanding options and warrants, using various methods such as the treasury stock or modified treasury stock method in the determination of dilutive shares outstanding during each period.

For the quarters ending March 31, 2013 and 2012, there were 12,266,947 and 10,983,614, respectively, potentially dilutive securities not included in the calculation of weighted-average common shares outstanding since they would be anti-dilutive.

Derivatives

We account for derivatives pursuant to ASC 815. All derivative instruments are recognized in the financial statements and measured at fair value regardless of the purpose or intent for holding them. We record our interest rate and foreign currency swaps at fair value based on discounted cash flow analysis and for warrants and other option type instruments based on option pricing models. The changes in fair value of these instruments are recorded in earnings.

Recent Accounting Pronouncements

Management does not believe that any recently issued, but not yet effective accounting pronouncements, if adopted, would have a material effect on the accompanying consolidated financial statements.

NOTE 4 – ACQUISITIONS

Teledata Technology Solutions, Inc.

Effective February 1, 2013, the Company acquired the assets of Teledata Technology Solutions, Inc. and its subsidiaries, Abaris, Inc., Alphasoft Services Corporation and TTS Consulting, Inc. (collectively “TTS”). Upon consummation of the transaction, whereby the Company acquired certain assets including but not limited to client contracts, trademarks, software technology, employees and other resources in exchange for: (i) the assumption of certain liabilities of \$5,100,000; (ii) cash of \$900,000; (iii) earn-out payments equal to \$1,500,000 as defined in the Agreement; (iv) 3,000,000 common shares valued at \$1,000,000.

TTS had revenues of approximately \$20 million for the calendar year 2012.

Acquisition of Momentum Mobile, LLC

On February 26, 2013, effective February 1, 2013, the Company completed acquisition of certain the assets of Momentum Mobile, LLC. The assets including client contracts and employees were transferred in exchange for: (i) cash of \$400,000; (ii) earn-out payments up to \$800,000 as defined in the Agreement; (iii) 1,000,000 common shares valued at \$330,000.

Momentum Mobile had revenues of approximately \$1,100,000 for the calendar year 2012.

Acquisition of BlazerFish, LLC

On February 26, 2013, effective February 1, 2013, the Company completed acquisition of certain assets of BlazerFish, LLC. The assets including client contracts, intellectual property and employees were transferred in exchange for: (i)

cash of \$250,000; (ii) earn-out payments equal to \$600,000 as defined in the Agreement; (iii) 3,000,000 common shares valued at \$1,000,000.

BlazerFish had revenues of approximately \$1,500,000 for the calendar year 2012.

Table of Contents

The following table summarizes the consideration transferred for the three acquisitions and the estimated amounts of identified assets acquired and liabilities assumed on the effective date of the acquisitions:

Fair value of consideration transferred from the acquisitions:

	TTS	Momentum	BlazerFish	Total
Cash	\$ 900,000	\$ 400,000	\$ 250,000	\$ 1,550,000
Common stock	1,000,000	330,000	1,000,000	2,330,000
Contingent payments	1,500,000	800,000	600,000	2,900,000
	\$ 3,400,000	\$ 1,530,000	\$ 1,850,000	\$ 6,780,000
Recognized amounts of identifiable assets acquired and liabilities assumed:				
Customer lists intangibles	\$ 7,650,000	\$ 1,530,000	\$ 185,000	\$ 9,365,000
Technology stack intangibles	850,000		1,665,000	2,515,000
Certain accounts payable and accrued liabilities	(1,832,000)	-	-	(1,832,000)
Notes payable	(3,268,000)	-	-	(3,268,000)
	\$ 3,400,000	\$ 1,530,000	\$ 1,850,000	\$ 6,780,000

Each of the acquisitions include certain contingent consideration arrangements that require quarterly cash payments beginning June 30, 2013 through March 31, 2015 if the respective entity's revenue run rate (as defined in the agreements) is 75% or more of its defined base. The range of undiscounted amounts the Company could owe under these arrangements is between \$0 and \$2,900,000. The fair value of contingent consideration on the acquisition date(s) of approximately \$2,900,000 was estimated based on the projected revenues of each asset purchase through 2015. The calculations and projections are based on significant inputs not observable in the market, which ASC 820 refers to as level 3 inputs. Key assumptions include the maintenance of certain customers as well as utilizing certain technology across the Company's existing client base.

The following unaudited proforma summary presents consolidated information of the company as if these business combinations occurred on January 1, 2013 and includes the amortization of acquired intangibles:

Gross Sales:	\$11,464,408
Net Loss:	\$(492,089)

NOTE 5 – INTANGIBLE ASSETS

Intangible assets consisted of the following:

	March 31, 2013	December 31, 2012
Customer list – Q4 Consulting	\$ 7,131,196	\$ 7,131,196
Customer list – Q4 Solutions	5,561,000	5,561,000
Technology stack – Q4 Solutions	5,600,000	5,600,000
Technology stack – Empower HR	175,000	175,000
Customer list – Q4 Cloud	7,650,000	-
Technology stack – Q4 Cloud	850,000	-
Customer list – Q4 Mobility	1,715,000	-
Technology stack – Q4 Mobility	1,665,000	-
	30,347,196	18,467,196
Accumulated amortization	(9,839,004)	(8,682,177)
	\$ 20,508,192	\$ 9,785,019

Table of Contents

For the three months ending March 31, 2013, the change in intangible assets was as follows:

Beginning of the Year	\$ 9,785,019
Additions	11,880,000
Amortization	(1,156,827)
End of the quarter	\$ 20,508,192

For the quarters ending March 31, 2013 and 2012, amortization expense was \$1,156,827 and \$ 1,011,563, respectively.

NOTE 6 – NOTE PAYABLE - REVOLVER

As amended in February 2013, the Company entered into an agreement with a financing company providing a revolving line of credit. Under the agreement, the Company assigned certain accounts receivable, including purchased accounts receivable, to the financing company in return for a maximum line of credit of \$6,500,000. The agreement is automatically renewable on the anniversary unless cancelled by the parties. Fees under the agreement consist of a commitment fee of \$65,000, a service fee of 0.825% per month, and interest at prime (at minimum of 5%) plus 2% per annum.

All borrowings under this revolving line of credit are collateralized by the accounts receivable and substantially all other assets of the Company.

NOTE 7 – LONG-TERM DEBT

Long-term debt consisted of the following:

	March 31, 2013	December 31, 2012
Note payable due December 31, 2014, as extended, plus interest at 5% per annum	\$ 1,160,825	\$ 1,153,658
Seller note payable due December 31, 2014, as extended, plus interest at 5% per annum	5,430,807	5,850,807
Convertible debenture payable to a finance company due April 1, 2014, plus interest at 16% per annum	350,000	350,000
Convertible Debenture payable to a finance company due July 1, 2013, plus interest at 16% per annum	679,867	679,867
Note payable due December 31, 2014 plus interest at 15% per annum	324,624	364,671
Note payable due February 6, 2015 plus interest at 10% per annum (a)	1,000,000	-
Note payable due May 6, 2014 plus interest at 16% per annum (a)	1,585,500	-
Note payable due May 9, 2013 plus interest at 16% per annum (a)	674,057	-
Note payable due June 30, 2013 plus interest at 12% per annum (b)	314,833	-
Note payable due June 30, 2013 plus interest at 12% per annum (c)	280,730	-
Less Discount	(106,110)	(173,331)
Total debts	11,695,135	8,225,672
Less: Current maturities	(1,949,489)	(688,891)
Total long-term debt	\$ 9,745,646	\$ 7,536,781

(a) On February 8th, 2013, the Company issued three separate notes of varying maturity and varying amounts for the purchase of Teledata Technology Solutions' assets.

- (b) During the first quarter, the Company borrowed short term funds of \$314,833 at the interest rate of 12% per annum to be retired in full on or before June 30th, 2013.
- (c) During the first quarter, the Company borrowed short term funds of \$280,730 at the interest rate of 12% per annum to be retired in full on or before June 30th, 2013.

Table of Contents

NOTE 8 - DERIVATIVE LIABILITY/FAIR VALUE

The derivative liability consists of the following:

	March 31, 2013	December 31, 2012
Warrants	\$ 191,660	\$ 249,164
Conversion feature	-	-
Derivative liability	\$ 191,660	\$ 249,164

The derivative liability related to the outstanding warrants was valued using the Black-Scholes option valuation model and the following assumptions at March 31, 2013:

	March 31, 2013		December 31, 2012	
Risk free interest rate	.72	%	.72	%
Expected volatility	440	%	449	%
Expected dividend yield	0		0	

The derivative liability associated with the convertible debt conversion feature was reviewed by management and the fair value of the conversion price exceeded the trading value (fair value) of the common stock into which it converts.

NOTE 9 – STOCKHOLDERS' EQUITY

Preferred Stock

The Company's board of directors may designate preferred stock with preferences, participations, rights, qualifications, limitations, restrictions, etc., as required. No preferred shares are presently designated.

Reserved Shares

As of March 31, 2013, the Company has reserved the following shares of common stock:

Warrants – financing and stock subscription	9,966,944
Conversion – financing	2,059,734
Warrants – Proposed, but unissued, for directors, management and consultants	2,500,000
	14,526,678

NOTE 10 – CONTINGENCIES

In July 2012, a claim was made against the Company seeking payment of an "exclusivity fee" and other expenses arising from a proposed financing in the amount of approximately \$500,000. The Company believes that this particular claim is without merit and intends to vigorously defend this action. The Company has also filed a counterclaim relating to the improper nature of the litigation.

In the normal course of business, the Company may become subject to claims or assessments. Such matters are subject to many uncertainties, and outcomes, which are not readily predictable with assurance. The Company has

insurance to cover such claims.

NOTE 11 – FOREIGN OPERATIONS

The Company's headquarters and operations are located in the United States. However, the Company does have some key suppliers and subcontractors located in India. The Company and its management team have no ownership, directly or indirectly, in these key suppliers and subcontractors. Payments made to India suppliers and subcontractors were \$ 970,000 and \$1,161,935 for the three months ending March 31, 2013 and March 31, 2012.

Table of Contents

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

The following discussion should be read in conjunction with our financial statements and notes thereto appearing elsewhere in this report.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This Form 10-Q for the quarter ending March 31, 2013 contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amending, and Section 21E of the Securities Exchange Act of 1934, as amending. Forward-looking statements may be identified by the use of forward-looking terminology, such as "may", "shall", "could", "expect", "estimate", "anticipate", "predict", "probable", "possible", "should", "continue", or similar terms those terms or the negative of those terms. The forward-looking statements specified in the following information have been compiled by our management on the basis of assumptions made by management and are considered by management to be reasonable. Our future operating results, however, are impossible to predict and no representation, guaranty, or warranty is to be inferred from those forward-looking statements.

The assumptions used for purposes of the forward-looking statements specified in the following information represent estimates of future events and are subject to uncertainty as to possible changes in economic, legislative, industry, and other circumstances. As a result, the identification and interpretation of data and other information and their use in developing and selecting assumptions from and among reasonable alternatives require the exercise of judgment. To the extent that the assumed events do not occur, the outcome may vary substantially from anticipated or projected results, and, accordingly, no opinion is expressed on the achievability of those forward-looking statements. No assurance can be given that any of the assumptions relating to the forward-looking statements specified in the following information are accurate, and we assume no obligation to update any such forward-looking statements.

Overview

QUADRANT 4 SYSTEMS CORPORATION ("Q4", "we", "us", "our", or the "Company") is a publicly held company engaged in the information technology sector focusing on the SMAC offerings. The Company was incorporated by the Florida Department of State on May 9, 1990 as Sun Express Group, Inc. and changed its business model and name in June 2010. Q4 operates four wholly owned subsidiaries, namely Q4 Consulting, Inc., Q4 Solutions, Inc., Q4 Cloud, Inc., and Q4 Mobility, Inc.

The Company completed certain significant acquisitions in this quarter which are reflected in the accompanying financial statements. The Company is actively pursuing a business model to position itself as a leader in the SMAC segment of the IT business.

Business Strategy

Our objectives are to maximize stockholder value and enhance our position as a leading provider of information technology, consulting and business process outsourcing services. We implement the following core strategies to achieve these objectives:

Growth through Reinvestment: Historically, we have invested significant portion of our profit back into our business. This investment is primarily focused in the areas of: strengthening and expanding our portfolio of services; developing new technology platforms and software applications, continuing to expand both sales and delivery organizations; training our technical staff in a broader range of service offerings; recognizing and rewarding exceptional performance by our employees; and maintaining a level of resources, trained in a broad range of service offerings, to be well positioned to respond to our client requests, as described below.

Expand Service Offerings and Solutions: We have several teams dedicated to creating technology-based innovative solutions and developing new, high value services. The teams collaborate with customers to develop these services. For example, we are currently developing new offerings in Business and IT Consulting and industry-oriented IT solutions atop innovative technologies. We invest in internal research and development and promote knowledge building and sharing across the organization to advance the development of new services and solutions. Furthermore, we continue to enhance our capabilities and service offerings in the areas of CRM, ERP, EIM, Software Testing, Infrastructure Management, industry-oriented BPO services and SMAC technologies.

Table of Contents

We believe that the continued expansion of our service offerings will provide new sources of revenue, reduce our reliance on any one technology initiative and help foster long-term relationships with our customers by allowing us to better serve their needs. Additionally, as part of our vision to continue our growth and anticipate our clients' and the markets' rapidly changing demands in the near-term, mid-term and long-term, we are investing in emerging opportunities which seek to transform client and user platforms to internet, cloud and mobile-based experiences.

Research and Development and Competency Centers: We have project experience and expertise across multiple architectures and technologies, and have made significant investments in our competency centers and in research and development to keep abreast of the latest technology developments. Most of our technical staff is trained in multiple technologies and architectures. As a result, we are able to react to clients' needs quickly and efficiently redeploy our technical staff to different technologies. Also, to develop and maintain this flexibility, we have made a substantial investment in our competency centers so that the experience gained from particular projects and research and development efforts is leveraged across our entire organization. Through our investment in research and development activities and the continuing education of our technical personnel, we enlarge our knowledge base and develop the necessary skills to keep pace with emerging technologies. We believe that our ability to work in new technologies allows us to foster long-term relationships by having the capacity to continually address the needs of both existing and new clients.

Growth through synergistic and Accretive acquisitions: We believe that opportunities continue to exist in the fragmented market in which we operate to expand our business through selective strategic acquisitions, joint ventures and strategic alliances. We believe that acquisition and joint venture candidates may enable us to expand our geographic presence, service offering and capabilities more rapidly. For example, in 2012 we completed the acquisition of empowHR Inc., a provider of SaaS based solution for Healthcare Benefits Administration solutions. This acquisition allowed us to accelerate development of our Healthcare Information Exchange (HIX) product platform by integrating acquired technologies into our platform. The Company will continue to carefully evaluate such opportunities available to enter into transactions that will help Q4 accelerate both technology development and client acquisition to complement its organic growth strategies.

Global Delivery Model: We have a global architecture for service delivery and operations, consisting of employees co-located at clients' sites, local or in-country delivery centers, regional delivery centers and global delivery centers. Our extensive facilities, technology and communications infrastructure facilitate the seamless integration of our global workforces. This is accomplished by permitting team members in different locations to access common project information and to work directly on client projects. This infrastructure allows for rapid completion of projects, highest level of quality, efficient use of clients' technological resources and real-time access to project information by the on-site account manager or the client. In addition, for large projects with short time frames, our offshore facilities allow for parallel processing of various development phases to accelerate delivery time.

Highly-Skilled Workforce: Our managers and senior technical personnel provide in-depth project management expertise to clients. To maintain this level of expertise, we place significant emphasis on recruiting and training our workforce of highly-skilled professionals. We have built a global delivery organization that include over 1000 technology personnel (both employees and dedicated/exclusive Q4 consultants), project management personnel and service delivery staff around the world. We also maintain programs and personnel to hire and train the best available technical professionals. We provide extensive combined classroom and on-the-job training to newly-hired technical staff, as well as additional annual training programs designed to enhance the business practices, tools, technology and consulting skills of our professional staff.

Continue to be an Employer of Choice in the Industry: As a rapidly growing professional services firm, a key attribute of our continued success is the ability to continually hire, assimilate, motivate and retain the best talent possible in the industry. We have developed strong relationships with key universities around the world, particularly in India, to

provide a continual pipeline of talented staff from Tier One schools. We continue to expand our presence and brand in our key supply markets, further enhancing our ability to hire experienced professionals from competing IT services firms and industry to support our client needs and growth. We invest heavily in training programs, motivational programs and career development to ensure personal professional growth for each of our employees.

Further Develop Long-Term Client Relationships: We have strong long-term strategic relationships with our clients and business partners. We seek to establish long-term relationships that present recurring revenue opportunities, frequently trying to establish relationships with our clients' chief information officers, or other IT and business decision makers, by offering a wide array of cost-effective high quality services. Approximately 65% of our revenues for the year ended December 31, 2012 were derived from clients who had been using our services at the end of 2011. We also seek to leverage our experience with a client's IT systems into new business opportunities. Knowledge of a client's processes and IT systems gained during the performance of application maintenance services, for example, may provide us with a competitive advantage in securing additional maintenance, development and other projects from that client.

Table of Contents

Core Business

We are a leading provider of information technology (IT) products and services, targeted to helping the world's leading companies build stronger businesses by leveraging benefits of Social Media, Mobility, Analytics and Cloud (SMAC) technology stack. Our clients engage us to help them build more efficient operations; provide solutions to critical business and technology problems, and to help them drive technology-based innovation and growth. Our revenue is primarily generated from sale and licensing of proprietary technology and Software as a Service (SaaS) Platforms as well as from a wide range of IT services. Our core competencies include: Business, Process, Operations and IT Consulting, Application Development and Systems Integration, Enterprise Information Management, Application Migration, Testing and Maintenance, IT Infrastructure Services, or IT IS, and Business and Knowledge Process Outsourcing, or BPO and KPO. We blend these services with our technology platforms to offer client specific and industry specific solutions. Our technology platforms and consulting services are tailored for Healthcare, Retail, Financial Services, Logistics and Manufacturing industry segments. We deliver the solutions utilizing a seamless global delivery organization of over 800 people located in North America and in India.

Competition

While the Company currently operates in a highly competitive industry, we believe the Company will be able to compete effectively against well-capitalized competitors that have extensive experience, established distribution channels and facilities by building a scalable yet robust platform that allows the Company to be responsive to the needs of its customers with quality services with competitive pricing, a well-developed recruiting and retention model that ultimately provides a successful delivery to the customers.

Management's Discussion and Analysis of Financial Condition and Results of Operations

The Company is actively executing on its business model which consists of delivery of consulting services in the targeted market segments. The nature of our model involves engaging employees and consultants to provide services to our customers with billing accrued and due in normal billing cycles. We incur debt to meet payroll obligations, the largest component of our expenses, and service debt with the payments received from our customers. Many of our employees and consultants are assisted in the immigration process which process is an expense component. The Company utilizes few major capital items in the delivery of its services and requires no significant plant expenses beyond ordinary commercial office space for both use by the employees on a limited basis and the back-office support for those employees. Our financial statements reflect primarily income from billing for our consulting services and expenses incurred to pay employees and consultants, including financing to meet payroll in anticipation of receipt of billing income from customers as well as general administration expenses to manage the Company.

Results of Operations

The revenues and expenses reflect the assets acquired and new businesses acquired during the past two years.

	Three months ending March 30,			
	2013	2012	Increase/ (Decrease)	Percent
Revenue	\$ 9,907,455	\$ 6,727,639	\$ 3,179,816	47%
Cost of Revenue	(7,543,851)	(5,316,123)	2,227,728	42%
Gross Margin	2,363,604	1,411,516	952,088	67%
General and administrative expenses	(1, 076,519)	(731,916)	344,603	47%
Amortization of intangible assets	(1, 157,072)	(1,011,562)	145,510	14%

Edgar Filing: Quadrant 4 Systems Corp - Form 10-Q

Interest and derivative expense	(572,976)	(432,136)	140,810	33%
Derivative gain/(loss)	57,504	(93,330)	150,834	162%
Net loss	\$ (385,459)	\$ (857,428)	\$ 471,969	55%

13

Table of Contents

Comparison of Three Months Ending March 31, 2013 and 2012

REVENUES

Revenues for the first quarter ending March 31, 2013 totaled \$9,907,455 compared to \$6,727,639 of revenue during the same period in 2012. The increase in revenues of \$3,179,816 or 47% over the previous first quarter was primarily due to acquisition of assets during this quarter. Revenues were comprised of service-related sales of software programming, consulting and development services.

Revenues were comprised of service-related sales of software programming, consulting and development services.

COST OF REVENUES

Cost of revenue for the first quarter ending March 31, 2013 totaled \$7,543,851 compared to \$5,316,123 during the same period in 2012. The increase in cost of revenue of \$2,227,728, or 42% over the previous first quarter, was due primarily increase in revenues in the first quarter of 2013. Cost of revenue is comprised primarily of the direct costs of employee and contract labor and related expenses.

GROSS MARGIN

The increase in gross margin of \$952,088, or 67% over the previous first quarter, resulted primarily from increased revenues, the gross margin percentage increased to approximately 24% from 21% during the same period of 2012.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSES

Selling, general & administrative expenses for the first quarter ending March 31, 2013 totaled \$1,076,519 compared to \$731,916 during the same period in 2012. The increase in selling, general & administrative expenses of \$344,603 or 47% over the previous first quarter was due to increased costs of integrating the acquisitions and building new vertical sales force during the first quarter of 2013.

AMORTIZATION AND WRITE-DOWN OF INTANGIBLE ASSETS

Amortization expense for the first quarter ending March 31, 2013 totaled \$1,157,072 compared to \$1,011,562 during the same period in 2012. The increase in amortization expense of \$145,510 was due to acquisition occurred during the first quarter of 2013. Amortization periods on the acquired intangibles range from 5 – 7 years.

INTEREST AND DERIVATIVE EXPENSE

Financing and interest costs and derivative expenses for the first quarter ending March 31, 2013 totaled \$515,472 compared to \$525,466 during the same period in 2012. The increase in financing, interest costs and derivative expenses of \$9,994 or less than 1% over the previous first quarter.

NET LOSS

The Company reported a net loss of \$385,459 for the first quarter ending March 31, 2013 compared to \$857,428 for the same period in 2012. The decrease of \$471,969, or 55% over the previous first quarter, was due to increase in revenues, a increase in gross profit margin, in the current period as compared to the prior period.

Table of Contents

EBITDA

Earnings before interest, taxes, depreciation and amortization (“EBITDA”) for the first quarters ending March 31, 2013 and March 31, 2012 is calculated as follows:

	March 31, 2013	March 31, 2012
Net Loss (GAAP Basis)	\$ (385,459)	\$ (857,428)
Interest expense	572,976	432,136
Derivative (gain)/loss	(57,504)	93,330
Amortization and depreciation expense	1,157,072	1,011,562
Income Taxes	-	-
EBITDA	\$ 1,287,085	\$ 679,600

Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA) for the first quarter ending March 31, 2013 increased by \$607,485 or 89% over the previous first quarter due to improved performance and acquisition of additional assets.

LIQUIDITY AND CAPITAL RESOURCES

At March 31, 2013, we had an accumulated deficit of \$9,620,606 as compared to \$9,235,147 at December 31, 2012. As of March 31, 2013, we had a working capital deficit of \$3,962,085 as compared to \$954,265 at December 31, 2012.

We have no material commitments for capital expenditures.

Net cash used by operations for the three months ending March 31, 2013 was \$41,223 as compared to cash provided by operating activities of \$11,521 for the three months ending March 31, 2012. The decrease in cash used in operating activities in 2013 compared to 2012 was primarily due to increase in revenue and accounts receivable during three months period ending March 31, 2013.

Net cash used for investing activities was \$1,551,565 for the three months ending March 31, 2013 compared to nil during the same three months ending March 31, 2012. The increase was primarily due to acquisition of assets.

Net cash provided in financing activities for the three months ending March 31, 2013 was \$1,749,400 as compared to cash used \$1,013,110 for the three months ending March 31, 2012. The increase in cash provided in financing activities in 2013 compared to 2012 was primarily due to equity contribution and additional debt.

Liquidity. The Company is continuing to expand its IT business operations through acquisitions and organic internal growth. Acquisitions of target company assets will require additional financing. Currently the Company anticipates that additional financing to fund these acquisitions of assets will be provided by sales of stock or borrowings. Also, the Company is exploring alternatives for its trade receivable factoring which carries a very high interest rate. Refinancing of this receivable factoring financing will reduce the Company’s interest expenses thereby increasing the Company’s liquidity position.

The Company is currently discussing with the lenders whose loans are coming due to extend their terms. The Company believes its resources are adequate to fund its current operations for the next 12 months.

Off Balance Sheet Arrangements

There are no off balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors.

Table of Contents

Impact of Inflation

We believe that inflation has not had a material impact on our results of operations for the three months ending March 31, 2013. We cannot assure you that future inflation will not have an adverse impact on our operating results and financial condition.

CRITICAL ACCOUNTING POLICIES

A summary of significant accounting policies is included in Note 3 to the unaudited financial statements included elsewhere in this Report and in Note 2 to the financial statements included in our Annual Report filed under Form 10-K for the year ending December 31, 2012. We believe that the application of these policies on a consistent basis enables us to provide useful and reliable financial information about our operating results and financial condition. The following are a summary of the significant accounting estimates and policies that we believe are most critical to aid in fully understanding and evaluating our reported financial results.

Critical Accounting Estimates and Policies

General

The Consolidated Financial Statements of the Company are prepared in accordance with U.S. generally accepted accounting principles, which require management to make estimates, judgments and assumptions that affect the reported amounts of assets, liabilities, net revenue and expenses, and the disclosure of contingent assets and liabilities. Management bases its estimates on historical experience and on various other assumptions that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Senior management has discussed the development, selection and disclosure of these estimates with the audit committee of our Board of Directors.

An accounting policy is deemed to be critical if it requires an accounting estimate to be made based on assumptions about matters that are highly uncertain at the time the estimate is made, if different estimates reasonably could have been used, or if changes in the estimate that are reasonably likely to occur could materially impact the financial statements. Management believes the following critical accounting policies reflect the significant estimates and assumptions used in the preparation of the Consolidated Financial Statements.

A summary of significant accounting policies is included in Note 3 to the consolidated financial statements included elsewhere in this Report. We believe that the application of these policies on a consistent basis enables us to provide useful and reliable financial information about our operating results and financial condition. The following are a summary of the significant accounting estimates and policies.

Estimates. The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and revenues and expenses during the reporting period. Accordingly, actual results could differ from those estimates. We have made estimates for doubtful accounts of accounts receivable, fair values of our customer lists and the estimated useful lives for the amortization of our customer lists. Management believes that the accounting estimates employed and the resulting balances are reasonable; however, actual results may differ from these estimates under different assumptions or conditions. The most significant accounting estimates inherent in the preparation of our financial statements include estimates as to the value of customer lists and other intangible assets, values which are not readily apparent from other sources.

Fair Value of Financial Instruments. The Company considers the carrying amounts of financial instruments, including cash, accounts receivable and accounts payable and accrued expenses to approximate their fair values because of their relatively short maturities and notes payable.

Accounts and Unbilled Receivables. Accounts and unbilled receivables consist of amounts due from customers. The Company records a provision for doubtful receivables, if necessary, to allow for any amounts which may be unrecoverable, which is based upon an analysis of the Company's prior collection experience, customer creditworthiness and current economic trends.

Table of Contents

Intangible Assets. Intangible assets are recorded at fair value and amortized on the straight-line method over the estimated useful lives of the related assets. The carrying value of intangible assets are reviewed for impairment by management at least annually or upon the occurrence of an event which may indicate that the carrying amount may be greater than its fair value. If impaired, the Company will write-down the intangible assets for such impairment. In addition, the useful life of the intangible assets will be evaluated by management at least annually or upon the occurrence of an event which may indicate that the useful life may have changed. Customer lists were valued based on management's forecast of expected future net cash flows, with revenues based on projected revenues from customers acquired and are being amortized over five years.

Revenue Recognition. Revenue is recognized when it has persuasive evidence of an arrangement, the fee is fixed and determinable, performance of service has occurred and collection is reasonably assured. Revenue is recognized in the period the services are provided.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Not required.

Item 4. Controls and Procedures

Evaluation of disclosure controls and procedures.

The Company's management, with the participation of the Company's principal executive officer and principal financial officer, respectively, has evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) as of the end of the period covered by this report. Based on such evaluation, the Company's principal executive officer and principal financial officer, respectively, have concluded that, as of the end of such period, the Company's disclosure controls and procedures are effective.

Changes in internal control over financial reporting. There has been no change in the Company's internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the 1934 Act) during the first quarter of fiscal 2013 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Table of Contents

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

In July 2012, a claim was made against the Company seeking payment of an "exclusivity fee" and other expenses arising from a proposed receivable financing and acquisition financing arrangements. The plaintiff is seeking a \$500,000 fee for issuance of a term sheet for financing which was ultimately not provided and which the Company contends was not available because the plaintiff was unable to deliver. The amount sought appears in all respects to be an excessive penalty relative to the financing which penalties are not generally enforced by courts. The Company believes that this particular claim is without merit and intends to vigorously defend this action. The case and all claims are still pending; no final date has been set for trial or other adjudication.

We are not currently subject to any other legal proceedings, nor, to our knowledge, is any other legal proceeding threatened against us. From time to time, we may be a party to certain legal proceedings in the ordinary course of business, including proceedings relating to the enforcement of our rights under contracts. While the outcome of these legal proceedings, if any, cannot be predicted with certainty, we do not expect that these proceedings will have a material effect upon our financial condition or results of operations.

Item 1A. Risk Factors

Not required.

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

There were no sales of unregistered equity securities in the first quarter of 2013.

Item 3. Defaults Upon Senior Securities

None

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None

Table of Contents

Item 6. Exhibits

Item 601 of Regulation S-K

Exhibit No.:	Exhibit
31.1	<u>Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer of the Company</u>
31.2	<u>Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer of the Company</u>
32.1	<u>Section 1350 Certification by Chief Executive Officer and Chief Financial Officer</u>
101	The following financial information from Quadrant 4 Systems Corporation's Quarterly Report on Form 10-Q for the quarter ending March 31, 2013, formatted in XBRL (eXtensible Business Reporting Language): (i) Consolidated Balance Sheets at March 31, 2013 (unaudited) and December 31, 2012; (ii) Consolidated Statements of Income (Unaudited) for the three months ending March 31, 2013 and 2012, (iii) Consolidated Statements of Cash Flows (Unaudited) for the three months ending March 31, 2013 and 2012

Table of Contents

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

QUADRANT 4 SYSTEMS CORPORATION

May 13, 2013

By:

/s/ Dhru Desai

Dhru Desai
Chief Financial Officer and Director

