

---

---

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

---

FORM 8-K

---

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

July 25, 2017  
(Date of report; date of  
earliest event reported)

Commission file number: 1-33026

---

**COMMVault**   
**COMMVault SYSTEMS, INC.**  
(Exact name of registrant as specified in its charter)

---

**Delaware**  
(State or other jurisdiction of incorporation or  
organization)

**22-3447504**  
(I.R.S. Employer Identification No.)

**1 Commvault Way**  
**Tinton Falls, New Jersey**  
**07724**  
(Address of principal executive offices)  
(Zip Code)

**(732) 870-4000**  
(Registrant's telephone number, including area code)

---

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

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

---

---

## **Item 2.02 Results of Operations and Financial Condition**

On July 25, 2017, Commvault Systems, Inc. issued a press release announcing its results for its first fiscal quarter ended June 30, 2017. A copy of the press release is attached hereto as Exhibit 99.1.

This information is being furnished pursuant to Item 2.02 and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities under that section and shall not be deemed to be incorporated by reference into filings under the Securities Act of 1933.

## **Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

Effective July 24, 2017, CommVault Systems, Inc. (“the Company”) amended its Amended and Restated Certificate of Incorporation to change its name to Commvault Systems, Inc. (the “Amendment”). The Amendment was duly approved by the Company’s Board of Directors and was effective with the Delaware Secretary of State on July 24, 2017. Stockholder approval of the Amendment was not required pursuant to Section 242(b)(1) of the General Corporation Law of the State of Delaware. A copy of the Certificate of Amendment is attached hereto as Exhibit 3.4. The Company’s common stock will continue to trade on the NASDAQ Global Select Market under the symbol “CVLT” and its CUSIP number will not change.

## **Item 9.01 Financial Statements and Exhibits**

(d) Exhibits:

- 99.1 Press Release dated July 25, 2017
- 3.4 Certificate of Amendment

## SIGNATURES

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

COMMVault SYSTEMS, INC.

Dated: July 25, 2017

/S/ BRIAN CAROLAN

---

Brian Carolan  
Vice President and Chief Financial Officer

**CERTIFICATE OF AMENDMENT**  
**OF**  
**AMENDED AND RESTATED**  
**CERTIFICATE OF INCORPORATION**  
**OF**  
**COMMVault SYSTEMS, INC.**

**July 24, 2017**

---

CommVault Systems, Inc. (the “Corporation”), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, as amended (the “DGCL”), DOES HEREBY CERTIFY as follows:

FIRST: That the Board of Directors of the Corporation adopted resolutions proposing and declaring advisable the following amendment to the Amended and Restated Certificate of Incorporation of the Corporation.

RESOLVED, that the Amended and Restated Certificate of Incorporation of the Corporation be amended so that Article I thereof shall read in its entirety as follows:

“The name of the Corporation is Commvault Systems, Inc.”

SECOND: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 of the DGCL.

[ REMAINDER OF PAGE INTENTIONALLY BLANK ]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be duly executed on its behalf as of the date first indicated above.

COMMVault SYSTEMS, INC.

By: /s/ Warren H. Mondschein

Name: Warren H. Mondschein

Title: VP, General Counsel and Secretary

**Investor Relations Contact:**  
 Michael Picariello, Commvault  
 732-728-5380  
 ir@commvault.com

**Media Relations Contact:**  
 Leo Tignini, Commvault  
 732-728-5378  
 ltignini@commvault.com

**Commvault Announces Fiscal 2018 First Quarter Financial Results**

*-- Overachievement on revenue expectations --*

*-- Record total first quarter revenue of \$166.0 million; Software revenue up 18% over prior year --*

*-- Financial results demonstrate continued business momentum --*

First Quarter Highlights Include:

	<b>First quarter</b>
<b>GAAP Results:</b>	
Revenues	\$166.0 million
Loss from Operations (EBIT)	\$(4.4) million
EBIT Margin	(2.6)%
Diluted Loss Per Share	\$(0.01)
<b>Non-GAAP Results:</b>	
Income from Operations (EBIT)	\$15.9 million
EBIT Margin	9.6%
Diluted Earnings Per Share	\$0.21

**Tinton Falls, N.J. – July 25, 2017** – Commvault [NASDAQ: CVLT] today announced its financial results for the first quarter ended June 30, 2017.

N. Robert Hammer, Commvault's Chairman, President and CEO stated, "We began fiscal year 2018 with a solid first quarter, highlighted by 18% year-over-year software revenue growth. All of our global sales regions contributed to our year-over-year software revenue growth which was driven by a significant increase in the dollar amount of enterprise revenue transactions and strong initial results from our new committed subscription based pricing model. We continue to see improved business momentum as a result of our industry leading technology and services that provides customers the ability to move and manage applications and data in the cloud, as well as to easily migrate applications and data to more modern on-premise infrastructures. We have made very good progress across all aspects of the company and we continue to build the foundation for sustained solid revenue and earnings growth."

Total revenues for the first quarter of fiscal 2018 were \$166.0 million, an increase of 9% year-over-year, and flat sequentially. On a constant currency basis, total revenue increased 11% year-over-year. Software revenue was \$74.8 million, an increase of 18% year-over-year, and down 4% sequentially. On a year-over-year constant currency basis software revenue increased 19%. Services revenue in the quarter was \$91.2 million, an increase of 3% on both a year-over-year and sequential basis.

On a GAAP basis, loss from operations (EBIT) was \$4.4 million for the first quarter compared to a loss of \$3.2 million in the prior year. Non-GAAP EBIT increased 11% to \$15.9 million in the quarter compared to \$14.3 million in the prior year.

For the first quarter of fiscal 2018, Commvault reported a GAAP net loss of \$0.3 million, or \$0.01 per diluted share. Non-GAAP net income for the quarter increased to \$10.1 million, or \$0.21 per diluted share, from \$9.0 million, or \$0.20 per diluted share, in the first quarter of fiscal 2017.

Operating cash flow totaled \$19.9 million for the first quarter of fiscal 2018 compared to \$24.0 million in the prior year quarter. In the first quarter of fiscal 2018 Commvault made a \$3.0 million prepayment for software royalties related to solutions for hyper-converged environments and scale-out appliances. Total cash and short-term investments were \$481.0 million as of June 30, 2017 compared to \$450.2 million as of March 31, 2017.

As of July 25, 2017, there is \$125.0 million available under the share repurchase program that currently expires on March 31, 2018. There have been no borrowings against the line of credit during fiscal 2018.

A reconciliation of GAAP to non-GAAP results has been provided in Financial Statement Table IV included in this press release. An explanation of these measures is also included below under the heading "Use of Non-GAAP Financial Measures."

#### **Recent Business Highlights:**

- On June 1, 2017, Commvault announced that Capt. "Sully" Sullenberger and explorer Robert Swan OBE (Officer of the British Empire) will headline the keynote agenda at its second annual customer conference, Commvault GO 2017, to be held Nov. 6-8, 2017 in Washington D.C. At Commvault GO 2017, both Sullenberger and Swan will speak about their unique personal experiences accomplishing remarkable things, how data played a key role, and will provide attendees with insight on how they can leverage their own data to unlock new opportunities and strive for competitive advantages. More information on Commvault GO 2017 can be found at <https://www.commvault.com/events/commvault-go-2017>.

- On May 24, 2017, Commvault called on organizations to urgently prepare for the arrival of EU GDPR compliance regulations, or risk being among the first to be penalized when the regulations take effect. Corporate complacency is one of the biggest barriers to GDPR compliance with many organizations yet to implement either suitable processes or technology. With instances of intrusions such as ransomware and leakware on the rise, failure to implement a secure data management platform can result in organizations facing damaging financial penalties.
- On May 16, 2017, Commvault announced it had launched its new VM Backup and Recovery trial software for customers and partners with significant enhancements on user experience, disaster recovery and cloud on-ramp. Commvault's VM Backup and Recovery software expands the company's leadership in enabling customers to build, protect and optimize VMs throughout their lifecycle and migrate data and VMs to the public cloud of their choice, including AWS, Microsoft Azure and VMware. More information can be found at <https://www.commvault.com/demos-and-trials/vm-backup-and-recovery>.

### **Use of Non-GAAP Financial Measures**

Commvault has provided in this press release the following non-GAAP financial measures: non-GAAP income from operations, non-GAAP income from operations margin, non-GAAP net income, and non-GAAP diluted earnings per share. This selected financial information has not been prepared in accordance with GAAP. Commvault uses these non-GAAP financial measures internally to understand, manage and evaluate its business and make operating decisions. In addition, Commvault believes these non-GAAP operating measures are useful to investors, when used as a supplement to GAAP financial measures, in evaluating Commvault's ongoing operational performance. Commvault believes that the use of these non-GAAP financial measures provide an additional tool for investors to use in evaluating ongoing operating results and trends, and in comparing its financial results with other companies in Commvault's industry, many of which present similar non-GAAP financial measures to the investment community. Commvault has also provided software, services and total revenues on a constant currency basis. Commvault analyzes revenue growth on a constant currency basis in order to provide a comparable framework for assessing how the business performed excluding the effect of foreign currency fluctuations. Finally, Commvault has provided free cash flow, which Commvault uses to measure the amount of cash flow the business is generating after capital expenditures.

All of these non-GAAP financial measures should be considered as a supplement to, and not as a substitute for or superior to, financial information prepared in accordance with GAAP. Investors are encouraged to review the reconciliation of these non-GAAP measures to their most directly comparable GAAP financial measures, which are provided in Table IV included in this press release.



**Non-GAAP income from operations and non-GAAP income from operations margin.** These non-GAAP financial measures exclude noncash stock-based compensation charges and additional FICA and related payroll tax expense incurred by Commvault when employees exercise in the money stock options or vest in restricted stock awards. Commvault believes that these non-GAAP financial measures are useful metrics for management and investors because they compare Commvault's core operating results over multiple periods. When evaluating the performance of Commvault's operating results and developing short and long term plans, Commvault does not consider such expenses. Although noncash stock-based compensation and the additional FICA and related payroll tax expenses are necessary to attract and retain employees, Commvault places its primary emphasis on stockholder dilution as compared to the accounting charges related to such equity compensation plans. In addition, because of the varying available valuation methodologies, subjective assumptions such as volatility, which are outside of Commvault's control and the variety of awards that companies can issue, Commvault believes that providing non-GAAP financial measures that exclude noncash stock-based compensation expense and the additional FICA and related payroll tax expenses incurred on stock option exercises and vesting of restricted stock awards allow investors to make meaningful comparisons between Commvault's operating results and those of other companies.

There are a number of limitations related to the use of non-GAAP income from operations and non-GAAP income from operations margin. The most significant limitation is that these non-GAAP financial measures exclude certain operating costs, primarily related to noncash stock-based compensation, which is of a recurring nature. Noncash stock-based compensation has been, and will continue to be for the foreseeable future, a significant recurring expense in Commvault's operating results. In addition, noncash stock-based compensation is an important part of Commvault's employees' compensation and can have a significant impact on their performance. Lastly, the components Commvault excludes in its non-GAAP financial measures may differ from the components that its peer companies exclude when they report their non-GAAP financial measures.

Commvault's management generally compensates for limitations described above related to the use of non-GAAP financial measures by providing investors with a reconciliation of the non-GAAP financial measure to the most directly comparable GAAP financial measure. Further, Commvault management uses non-GAAP financial measures only in addition to, and in conjunction with, results presented in accordance with GAAP.

**Non-GAAP net income and non-GAAP diluted EPS.** Non-GAAP net income excludes noncash stock-based compensation, the additional FICA and related payroll tax expenses incurred by Commvault when employees exercise in the money stock options or vest in restricted stock awards. Commvault has also excluded its share of earnings or loss from its equity method investment. In addition, non-GAAP net income and non-GAAP diluted EPS incorporate a non-GAAP effective tax rate of 37% in fiscal 2018 and fiscal 2017.

Commvault anticipates that in any given period its non-GAAP tax rate may be either higher or lower than the GAAP tax rate as evidenced by historical fluctuations. On an annual basis, the GAAP tax rate was 37% for fiscal 2014 and 34% for fiscal 2015. The GAAP tax rates for fiscal 2016, 2017 and fiscal 2018 are not meaningful percentages due to the dollar amount of GAAP pre-tax income. From a cash tax perspective, the cash tax rate is estimated to be 18% for fiscal 2014 and 26% for fiscal 2015. For the same reason as the GAAP tax rates, the estimated cash tax rates for fiscal 2016, 2017 and fiscal 2018 are not meaningful percentages. Estimated cash taxes for 2017 and 2016 are expected to be approximately \$5 million. Estimated cash taxes for 2018 are expected to be at similar levels. Commvault defines its cash tax rate as the total amount of cash income taxes payable for the fiscal year divided by consolidated GAAP pre-tax income. Over time, Commvault believes its GAAP and cash tax rates will align.

Commvault measured itself to non-GAAP tax rates of 37% in fiscal 2017 and will continue to measure itself to a non-GAAP tax rate of 37% in fiscal 2018. Commvault believes that the use of a non-GAAP tax rate is a useful measure as it allows management and investors to compare its operating results on a more consistent basis over the multiple periods presented in its earnings release without the impact of significant variations in the tax rate as more fully described above. Non-GAAP EPS is derived from non-GAAP net income divided by the weighted average shares outstanding on a fully diluted basis.

Commvault considers non-GAAP net income and non-GAAP diluted EPS useful metrics for Commvault management and its investors for the same basic reasons that Commvault uses non-GAAP income from operations and non-GAAP income from operations margin. In addition, the same limitations as well as management actions to compensate for such limitations described above also apply to Commvault's use of non-GAAP net income and non-GAAP EPS.

### **Conference Call Information**

Commvault will host a conference call today, July 25, 2017, at 8:30 a.m. Eastern Time (5:30 a.m. Pacific Time) to discuss its financial results. To access this call, dial 844-742-4247 (domestic) or 661-378-9470 (international). Investors can also access the webcast by visiting [www.commvault.com](http://www.commvault.com). The live webcast and replay will be hosted under the "Events" section of the website. An archived webcast of this conference call will also be available following the call.

### **About Commvault**

Commvault is a leading provider of data protection and information management solutions, helping companies worldwide activate their data to drive more value and business insight and to transform modern data environments. With solutions and services delivered directly and through a worldwide network of partners and service providers, Commvault solutions comprise one of the industry's leading portfolios in data protection and recovery, cloud, virtualization, archive, file sync and share. Commvault has earned accolades from customers and third party influencers for its technology vision, innovation, and execution as an independent and trusted expert. Without the distraction of a hardware business or other business agenda, Commvault's sole focus on data management has led to adoption by companies of all sizes, in all industries, and for solutions deployed on premise, across mobile platforms, to and from the cloud, and provided as-a-service. Commvault employs more than 2,500 highly skilled individuals across markets worldwide, is publicly traded on NASDAQ (CVLT), and is headquartered in Tinton Falls, New Jersey in the United States. To learn more about Commvault — and how it can help make your data work for you — visit [commvault.com](http://commvault.com).

#### Safe Harbor Statement

This press release may contain forward-looking statements, including statements regarding financial projections, which are subject to risks and uncertainties, such as competitive factors, difficulties and delays inherent in the development, manufacturing, marketing and sale of software products and related services, general economic conditions, outcome of litigation and others. For a discussion of these and other risks and uncertainties affecting Commvault's business, see "Item 1A. Risk Factors" in our annual report in Form 10-K and "Item 1A. Risk Factors" in our most recent quarter report in Form 10-Q. Statements regarding Commvault's beliefs, plans, expectations or intentions regarding the future are forward-looking statements, within the meaning of Section 27A of the Securities Act of 1933, as amended and Section 21E of the Securities Exchange Act of 1934, as amended. All such forward-looking statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Actual results may differ materially from anticipated results. Commvault does not undertake to update its forward-looking statements. The development and timing of any product release as well as any of its features or functionality remain at our sole discretion.

©1999-2017 Commvault Systems, Inc. All rights reserved. Commvault, Commvault and logo, the "C hexagon" logo, Commvault Systems, Solving Forward, SIM, Singular Information Management, OnePass, Commvault Galaxy, Unified Data Management, QiNetix, Quick Recovery, QR, CommNet, GridStor, Vault Tracker, InnerVault, Quick Snap, QSnap, IntelliSnap, Recovery Director, CommServe, CommCell, ROMS, Commvault Edge, and CommValue are trademarks or registered trademarks of Commvault Systems, Inc. All other third party brands, products, service names, trademarks, or registered service marks are the property of and used to identify the products or services of their respective owners. All specifications are subject to change without notice.

## Commvault Systems, Inc.

**Consolidated Statements of Loss**  
**(In thousands, except per share data)**  
**(Unaudited)**

	<b>Three Months Ended</b>	
	<b>June 30,</b>	
	<b>2017</b>	<b>2016 <sup>(1)</sup></b>
Revenues:		
Software	\$ 74,761	\$ 63,413
Services	91,211	88,361
Total revenues	165,972	151,774
Cost of revenues:		
Software	805	761
Services	20,856	20,234
Total cost of revenues	21,661	20,995
Gross margin	144,311	130,779
Operating expenses:		
Sales and marketing	99,909	92,731
Research and development	22,545	19,228
General and administrative	23,851	19,938
Depreciation and amortization	2,367	2,110
Total operating expenses	148,672	134,007
Loss from operations	(4,361)	(3,228)
Interest expense	(232)	(246)
Interest income	433	255
Equity in income (loss) of affiliate	39	(86)
Loss before income taxes	(4,121)	(3,305)
Income tax benefit	(3,837)	(695)
Net loss	\$ (284)	\$ (2,610)
Net loss per common share:		
Basic	\$ (0.01)	\$ (0.06)
Diluted	\$ (0.01)	\$ (0.06)
Weighted average common shares outstanding:		
Basic	45,128	44,244
Diluted	45,128	44,244

(1) Adjusted for the retrospective adoption of ASC 606, *Revenue from Contracts with Customers*

**Commvault Systems, Inc.**  
**Condensed Consolidated Balance Sheets**  
**(In thousands)**  
**(Unaudited)**

	June 30,	March 31,
	2017	2017 <sup>(1)</sup>
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 349,522	\$ 329,491
Short-term investments	131,466	120,693
Trade accounts receivable, net	131,357	140,084
Other current assets	24,496	15,791
<b>Total current assets</b>	<b>636,841</b>	<b>606,059</b>
Deferred tax assets, net	51,401	50,228
Property and equipment, net	131,209	132,319
Equity method investment	3,660	3,621
Deferred commissions cost	29,953	30,378
Other assets	7,747	7,273
<b>Total assets</b>	<b>\$ 860,811</b>	<b>\$ 829,878</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current Liabilities:		
Accounts payable	\$ 446	\$ 117
Accrued liabilities	69,231	78,701
Deferred revenue	217,539	209,099
<b>Total current liabilities</b>	<b>287,216</b>	<b>287,917</b>
Deferred revenue, less current portion	75,004	70,803
Other liabilities	3,594	4,226
<b>Total stockholders' equity</b>	<b>494,997</b>	<b>466,932</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$ 860,811</b>	<b>\$ 829,878</b>

(1) Adjusted for the retrospective adoption of ASC 606, *Revenue from Contracts with Customers*

## Commvault Systems, Inc.

**Consolidated Statements of Cash Flows**  
(In thousands)  
(Unaudited)

	Three Months Ended June 30,	
	2017	2016 <sup>(1)</sup>
<b>Cash flows from operating activities</b>		
Net loss	\$ (284)	\$ (2,610)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	2,772	2,502
Noncash stock-based compensation	19,564	17,340
Excess tax benefits from stock-based compensation (2)	—	(292)
Deferred income taxes	(1,330)	(4,088)
Equity in income (loss) of affiliate	(39)	86
Amortization of deferred commissions cost	4,601	3,840
Changes in operating assets and liabilities:		
Trade accounts receivable	11,097	14,084
Other current assets and Other assets	(9,225)	(2,672)
Deferred commissions cost	(3,610)	(3,488)
Accounts payable	328	(145)
Accrued liabilities	(11,076)	(3,553)
Deferred revenue	7,418	2,865
Other liabilities	(283)	178
Net cash provided by operating activities	19,933	24,047
<b>Cash flows from investing activities</b>		
Purchase of short-term investments	(44,072)	(33,299)
Proceeds from maturity of short-term investments	33,299	24,438
Purchase of property and equipment	(1,474)	(1,033)
Net cash used in investing activities	(12,247)	(9,894)
<b>Cash flows from financing activities</b>		
Proceeds from stock-based compensation plans	5,570	1,550
Excess tax benefits from stock-based compensation (2)	—	292
Net cash provided by financing activities	5,570	1,842
Effects of exchange rate — changes in cash	6,775	(1,855)
Net increase in cash and cash equivalents	20,031	14,140
Cash and cash equivalents at beginning of period	329,491	288,107
Cash and cash equivalents at end of period	<u>\$ 349,522</u>	<u>\$ 302,247</u>

(1) Adjusted for the retrospective adoption of ASC 606, *Revenue from Contracts with Customers*

(2) In fiscal 2018, the Company adopted ASU No. 2016-09, *Improvements to Employee Share-Based Payment Accounting*, which requires cash flows from excess tax benefits to be classified as operating cash flows. Cash flows related to excess taxes prior to fiscal 2018 remain classified as financing cash flows.

## Commvault Systems, Inc.

**Reconciliation of GAAP to Non-GAAP Financial Measures and Other Financial Information**  
**(In thousands, except per share data)**  
**(Unaudited)**

	Three Months Ended June 30,	
	2017	2016 <sup>(7)</sup>
<b>Non-GAAP financial measures and reconciliation:</b>		
GAAP loss from operations	\$ (4,361)	\$ (3,228)
Noncash stock-based compensation (1)	19,564	17,340
FICA and related payroll tax expense on stock option exercises and vesting on restricted stock awards (2)	653	216
<b>Non-GAAP income from operations</b>	<b>\$ 15,856</b>	<b>\$ 14,328</b>
GAAP net loss	\$ (284)	\$ (2,610)
Noncash stock-based compensation (1)	19,564	17,340
FICA and related payroll tax expense on stock option exercises and vesting on restricted stock awards (2)	653	216
Equity in (income) loss of affiliate (3)	(39)	86
Non-GAAP provision for income taxes adjustment (4)	(9,778)	(5,999)
<b>Non-GAAP net income</b>	<b>\$ 10,116</b>	<b>\$ 9,033</b>
Diluted weighted average shares outstanding (5)	47,469	45,963
<b>Non-GAAP diluted net income per share</b>	<b>\$ 0.21</b>	<b>\$ 0.20</b>
<b>Three Months Ended June 30, 2017</b>		
	<b>Sequential</b>	<b>Year Over Year</b>
<b>Non-GAAP software revenue reconciliation</b>		
GAAP software revenue	\$ 74,761	\$ 74,761
Adjustment for currency impact	(867)	861
<b>Non-GAAP software revenue on a constant currency basis (6)</b>	<b>\$ 73,894</b>	<b>\$ 75,622</b>
<b>Three Months Ended June 30, 2017</b>		
	<b>Sequential</b>	<b>Year Over Year</b>
<b>Non-GAAP services revenue reconciliation</b>		
GAAP services revenue	\$ 91,211	\$ 91,211
Adjustment for currency impact	(519)	1,292
<b>Non-GAAP services revenue on a constant currency basis (6)</b>	<b>\$ 90,692</b>	<b>\$ 92,503</b>
<b>Three Months Ended June 30, 2017</b>		
	<b>Sequential</b>	<b>Year Over Year</b>
<b>Non-GAAP total revenue reconciliation</b>		
GAAP total revenues	\$ 165,972	\$ 165,972
Adjustment for currency impact	(1,386)	2,153
<b>Non-GAAP total revenues on a constant currency basis (6)</b>	<b>\$ 164,586</b>	<b>\$ 168,125</b>

	Three Months Ended June 30,	
	2017	2016
<b>Non-GAAP free cash flow reconciliation:</b>		
Net cash provided by operating activities	\$ 19,933	\$ 24,047
Purchase of property and equipment	(1,474)	(1,033)
<b>Non-GAAP free cash flow</b>	<b>\$ 18,459</b>	<b>\$ 23,014</b>

	Three Months Ended June 30, 2017			
	Americas	EMEA	APAC	Total
Software Revenue	\$ 40,011	\$ 23,772	\$ 10,978	\$ 74,761
Customer Support Revenue	56,189	17,111	8,590	81,890
Professional Services	4,861	2,545	1,915	9,321
<b>Total Revenue</b>	<b>\$ 101,061</b>	<b>\$ 43,428</b>	<b>\$ 21,483</b>	<b>\$ 165,972</b>

	Three Months Ended June 30, 2016			
	Americas	EMEA	APAC	Total
Software Revenue	\$ 35,801	\$ 17,633	\$ 9,979	\$ 63,413
Customer Support Revenue	53,603	16,626	8,038	78,267
Professional Services	6,025	2,816	1,253	10,094
<b>Total Revenue</b>	<b>\$ 95,429</b>	<b>\$ 37,075</b>	<b>\$ 19,270</b>	<b>\$ 151,774</b>

#### Footnotes - Adjustments

- (1) Represents noncash stock-based compensation charges associated with stock options, restricted stock units granted and our Employee Stock Purchase Plan. Those amounts are represented as follows:

	Three Months Ended June 30,	
	2017	2016
Cost of services revenue	\$ 751	\$ 871
Sales and marketing	9,440	7,671
Research and development	2,070	1,678
General and administrative	7,303	7,120
<b>Stock-based compensation expense</b>	<b>\$ 19,564</b>	<b>\$ 17,340</b>

- (2) Represents additional FICA and related payroll tax expenses incurred by Commvault when employees exercise in the money stock options or vest in restricted stock awards.
- (3) Represents Commvault's share of income or loss from its investment in Laittek, Inc.
- (4) The provision for income taxes is adjusted to reflect Commvault's estimated non-GAAP effective tax rate of approximately 37% in fiscal 2018 and fiscal 2017.



- (5) For GAAP purposes the potentially dilutive impact of options and shares associated with our stock-based compensation programs were excluded from the calculation of GAAP loss per share in the three months ended June 30, 2017 and 2016 because they would have been anti-dilutive. For purposes of non-GAAP income per share the impact of dilutive options and shares has been included.
- (6) Revenues on a constant currency basis are calculated using the average foreign exchange rates from a previous period and applying these rates to foreign-denominated revenues in the corresponding period of fiscal 2018. The difference between revenue calculated based on these foreign exchange rates and revenues calculated in accordance with GAAP is listed as Adjustment for currency impact in the table above.
- (7) Adjusted for the retrospective adoption of ASC 606, *Revenue from Contracts with Customers*