

HENRY JACK & ASSOCIATES INC  
Form 10-K  
August 27, 2012

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

FORM 10-K

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

(Mark One)

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

For the fiscal year ended June 30, 2012

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 0-14112

JACK HENRY & ASSOCIATES, INC.  
(Exact name of registrant as specified in its charter)  
Delaware  
(State or Other Jurisdiction of Incorporation)

43-1128385  
(I.R.S Employer Identification No.)

663 Highway 60, P.O. Box 807, Monett, MO 65708  
(Address of Principle Executive Offices)  
(Zip Code)

417-235-6652  
(Registrant's telephone number, including area code)

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

Title of each class	Name of each exchange on which registered
Common Stock (\$0.01 par value)	NASDAQ Global Select Market

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

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

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

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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 Website, 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

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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K 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-K or any amendment to this Form 10-K. [ ]

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 [X]

Accelerated filer [ ]

Non-accelerated filer [ ]

(Do not check if a smaller reporting company)

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 [X]

As of August 22, 2012, the Registrant had 86,151,011 shares of Common Stock outstanding (\$0.01 par value). On December 31, 2011, the aggregate market value of the Common Stock held by persons other than those who may be deemed affiliates of Registrant was \$2,766,705,073 (based on the average of the reported high and low sales prices on NASDAQ on December 31, 2011).

#### DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Company's Notice of Annual Meeting of Stockholders and Proxy Statement for its 2012 Annual Meeting of Stockholders (the "Proxy Statement"), to the Table of Contents below, are incorporated by reference into Part II, Item 5 and into Part III of this Report.

## TABLE OF CONTENTS

	Page Reference
PART I	
ITEM 1. BUSINESS	<u>4</u>
ITEM 1A. RISK FACTORS	<u>12</u>
ITEM 1B. UNRESOLVED STAFF COMMENTS	<u>14</u>
ITEM 2. PROPERTIES	<u>14</u>
ITEM 3. LEGAL PROCEEDINGS	<u>15</u>
ITEM 4. MINE SAFETY DISCLOSURES	<u>15</u>
PART II	
ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES	<u>15</u>
ITEM 6. SELECTED FINANCIAL DATA	<u>17</u>
ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS	<u>17</u>
ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK	<u>30</u>
ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA	<u>31</u>
ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE	<u>58</u>
ITEM 9A. CONTROLS AND PROCEDURES	<u>58</u>
ITEM 9B. OTHER INFORMATION	<u>58</u>
PART III	
ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE	<u>59</u>
ITEM 11. EXECUTIVE COMPENSATION	<u>59</u>
ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS	<u>59</u>
ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE	<u>59</u>

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES 59

PART IV

ITEM 15 EXHIBITS AND FINANCIAL STATEMENT SCHEDULES 59

3

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In this report, all references to “JHA”, the “Company”, “we”, “us”, and “our”, refer to Jack Henry & Associates, Inc., and its consolidated subsidiaries.

#### FORWARD LOOKING STATEMENTS

Certain statements in this report, other than purely historical information, including estimates, projections, statements relating to our business plans, objectives and expected operating results, and the assumptions upon which those statements are based, are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements may appear throughout this report, including without limitation, in Management's Discussion and Analysis of Financial Condition and Results of Operations. Forward-looking statements generally are identified by the words “believe,” “project,” “expect,” “anticipate,” “estimate,” and similar expressions. Forward-looking statements are based on current expectations and assumptions that are subject to risks and uncertainties which may cause actual results to differ materially from the forward-looking statements. A detailed discussion of risks and uncertainties that could cause actual results and events to differ materially from such forward-looking statements is included in the section titled “Risk Factors” (Part I, Item 1A of this Form 10-K). We undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events, or otherwise.

#### PART I

##### ITEM 1. BUSINESS

Jack Henry & Associates, Inc. was founded in 1976 as a provider of core information processing solutions for community banks. Today, the Company's extensive array of products and services includes processing transactions, automating business processes, and managing information for more than 11,900 financial institutions and diverse corporate entities.

JHA provides its products and services through three marketed brands:

Jack Henry Banking is a leading provider of integrated data processing systems to more than 1,330 banks ranging from de novo or start-up institutions to mid-tier banks with assets of up to \$30 billion. Our banking solutions support both in-house and outsourced operating environments with three functionally distinct core processing platforms and more than 100 integrated complementary solutions.

Symitar is a leading provider of core data processing solutions for credit unions of all sizes, with over 750 credit union customers. Symitar markets two functionally distinct core processing platforms and more than 50 integrated complementary solutions that support both in-house and outsourced operating environments.

ProfitStars is a leading provider of highly specialized products and services to financial institutions that are primarily not core customers of the Company. ProfitStars offers highly specialized financial performance, imaging and payments processing, information security and risk management, retail delivery, and online and mobile solutions.

ProfitStars' products and services enhance the performance of financial services organizations of all asset sizes and charters, and diverse corporate entities with approximately 11,000 domestic and international customers.

Our products and services enable our customers to implement technology solutions that can be tailored to support their unique growth, service, operational, and performance goals. Our solutions also enable financial institutions to offer the high-demand products and services required to compete more successfully, and to capitalize on evolving trends shaping the financial services industry.

We are committed to exceeding our customers' service-related expectations. We measure and monitor customer satisfaction using formal annual surveys and online surveys initiated each day by routine support requests. The results of this extensive survey process confirm that our service consistently exceeds our customers' expectations and generates excellent customer retention rates.

We also focus on establishing long-term customer relationships, continually expanding and strengthening those relationships with cross sales of additional products and services, earning new traditional and nontraditional clients, and ensuring each product offering is highly competitive.

The majority of our revenue is derived from recurring outsourcing fees, transaction processing fees, and support and service fees that generally have contract terms of five years or greater. Less predictable software license fees, paid by customers implementing our software solutions in-house, and hardware sales, including all non-software products that

we re-market in order to support our software systems, complement our primary revenue sources. JHA's gross revenue has grown from \$742.9 million in fiscal 2008 to \$1,027.1 million in fiscal 2012, representing a compound annual growth rate during this challenging five-year period of 7 percent. Net income from continuing operations has grown from \$105.3 million to \$155.0 million during this same five-year period, representing a compound

annual growth rate of 8 percent. Information regarding the classification of our business into separate segments serving the banking and credit union industries is set forth in Note 13 to the Consolidated Financial Statements (see Item 8).

JHA's progress and performance have been guided by the focused work ethic and fundamental ideals fostered by the Company's founders over three decades ago:

- Do the right thing,
- Do whatever it takes, and
- Have fun.

We recognize that our associates and their collective contribution are ultimately responsible for JHA's past, present, and future success. Recruiting and retaining high-quality employees is essential to our ongoing growth and financial performance, and we have established a corporate culture that sustains high levels of employee satisfaction.

#### Industry Background

Jack Henry Banking primarily serves commercial banks and savings institutions with up to \$30.0 billion in assets. According to the Federal Deposit Insurance Corporation ("FDIC"), there were more than 7,300 commercial banks and savings institutions in this asset range as of December 31, 2011. Jack Henry Banking currently supports over 1,330 of these banks with its core information processing platforms and complementary products and services.

Symitar serves credit unions of all asset sizes. According to the Credit Union National Association ("CUNA"), there were more than 7,300 domestic credit unions as of December 31, 2011. Symitar currently supports nearly 750 of these credit unions with core information processing platforms and complementary products and services.

ProfitStars serves financial services organizations of all asset sizes and charters and other diverse corporate entities. ProfitStars currently supports nearly 11,000 institutions with specialized solutions for generating additional revenue and growth, increasing security, mitigating operational risks, and controlling operating costs.

The FDIC reports the number of commercial banks and savings institutions declined 15 percent from the beginning of calendar year 2008 to the end of calendar year 2011. Although the number of banks declined at a 3 percent compound annual rate during this period, aggregate assets increased at a compound annual rate of 5 percent and totaled \$12.6 trillion as of December 31, 2011. Comparing calendar years 2011 to 2010, new bank charters decreased 73 percent and mergers increased 1 percent.

CUNA reports the number of credit unions also declined 15 percent from the beginning of calendar year 2008 to the end of calendar year 2011. Although the number of credit unions declined at a 3 percent compound annual rate during this period, aggregate assets increased at a compound annual rate of 6 percent and totaled \$982.1 billion as of December 31, 2011.

Community and mid-tier banks and credit unions are important in the communities and to the consumers they serve. Bank customers and credit union members rely on these institutions to provide personalized, relationship-based service and competitive financial products and services available through the customer's delivery channel of choice. Institutions are recognizing that attracting and retaining customers/members in today's highly competitive financial industry and realizing near and long term performance goals are often technology-dependent. Financial institutions must implement technological solutions that enable them to:

- Maximize performance with accessible, accurate, and timely business intelligence information;
- Offer the high-demand products and services needed to successfully compete with traditional competitors and non-traditional competitors created by convergence within the financial services industry;
- Enhance the customer/member experience at varied points of contact;
- Expand existing customer/member relationships and strengthen exit barriers by cross selling additional products and services;
- Capitalize on new revenue and deposit growth opportunities;
- Increase operating efficiencies and reduce operating costs;
- Implement e-commerce strategies that provide the convenience-driven services required in today's financial services industry;
- Protect mission-critical information assets and operational infrastructure;
- Protect customers/members from fraud and related financial losses;
- Maximize the day-to-day use of technology and return on technology investments; and



Ensure full regulatory compliance.

JHA's extensive product and service offering enables diverse financial institutions to capitalize on these business

5

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opportunities and respond to these business challenges. We strive to establish a long-term, value-added technology partnership with each customer, and to continually expand our offering with the specific solutions our customers need to prosper in the evolving financial services industry.

#### Mission Statement

JHA's mission is to protect and increase the value of its stockholders' investment by providing quality products and services to our customers by:

- Concentrating our activities on what we know best - information systems and services for financial institutions;
- Providing outstanding commitment and service to our customers so that the perceived value of our products and services is consistent with the real value; and
- Maintaining a work environment that is personally, professionally, and financially rewarding to our employees.

#### Business Strategy

Our fundamental business strategy is to generate organic revenue and earnings growth supplemented by strategic acquisitions. We execute this strategy by:

- Providing commercial banks and credit unions with core software systems that provide excellent functionality, and support in-house and outsourced operating environments with identical functionality.
- Expanding each core customer relationship by cross-selling complementary products and services that enhance the functionality provided by our core information processing systems.
- Maintaining a company-wide commitment to customer service that consistently exceeds our customers' expectations and generates high levels of customer retention.
- Capitalizing on our focused diversification acquisition strategy.

#### Focused Diversification Acquisition Strategy

JHA's acquisition strategy, which complements and accelerates our organic growth, focuses on successful companies that provide in-demand products and services, excellent customer relationships, and strong management teams and employee bases.

Historically, our acquisition strategy focused on companies that:

- Expanded our base of core financial institution customers,
- Expanded our suite of complementary products and services that were cross sold to existing customers,
- Enabled our entry into adjacent markets within the financial services industry; and/or
- Provided additional outsourcing capabilities/opportunities.

In 2004, we adopted our focused diversification acquisition strategy and began acquiring companies and highly specialized products that are:

- Sold to existing core customers;
- Sold outside JHA's base of core bank and credit union customers to financial services organizations of all charters and asset sizes;
- Selectively sold outside the financial services industry to diverse corporate entities; and
- Selectively sold internationally.

Since our focused diversification strategy was adopted, JHA has completed 19 acquisitions that support it and assembled three distinct product brands that enable users to:

- Generate additional revenue and growth opportunities,
- Increase security and mitigate operational risks, and /or
- Control operating costs.

These products and services enable us to expand our reach well beyond our traditional markets with solutions that are appropriate for virtually any financial services organization, including thousands of institutions that we previously did not sell to.

Following are the acquisitions that have been made in the last five fiscal years to support JHA's focused diversification:

Fiscal Year	Company or Product Name	Products and Services
2010	iPay Technologies	Internet and telephone bill payment services
2010	PEMCO Technology Services	Payment processing solutions for credit unions
2010	Goldleaf Financial Solutions	Integrated technology and payment processing solutions
2008	AudioTel	Check and document imaging and electronic banking
2008	Gladiator Technology Solutions	Information Technology Security Services

Our proprietary solutions are marketed through three business brands:

Jack Henry Banking supports commercial banks with information and transaction processing platforms that provide enterprise-wide automation. Its solutions encompass three functionally distinct core processing systems and more than 100 complementary solutions, including business intelligence and bank management, retail and business banking, internet banking and electronic funds transfer (“EFT”), risk management and protection, and item and document imaging solutions. Our banking solutions have state-of-the-art functional capabilities, and we can provide the hardware required by each software system. Our banking solutions can be delivered in-house or through outsourced implementation, and are backed by a company-wide commitment to provide exceptional personal service. Jack Henry Banking is a recognized market leader, currently supporting nearly 1,330 banks with its technology platforms. Symitar supports credit unions of all sizes with information and transaction processing platforms that provide enterprise-wide automation. Its solutions include two functionally distinct core processing systems and more than 50 complementary solutions, including business intelligence and credit union management, member and member business services, Internet banking and EFT, risk management and protection, and item and document imaging solutions. Our credit union solutions also have state-of-the-art functional capabilities, and we can provide the hardware required by each software system. Our credit union solutions can be delivered in-house or through outsourced implementation, and are also backed by our company-wide commitment to provide exceptional personal service.

ProfitStars is a leading provider of specialized products and services assembled through our focused diversification acquisition strategy. These solutions are compatible with a wide variety of information technology platforms and operating environments, and include proven solutions for generating additional revenue and growth, increasing security and mitigating operational risks, and/or controlling operating costs. ProfitStars’ products and services are enhancing the performance of financial services organizations of all asset sizes and charters, and diverse corporate entities with nearly 11,000 domestic and international customers. These distinct products and services can be implemented individually or as solution suites to address specific business problems and enable effective responses to dynamic industry trends.

We will continue to develop and maintain functionally robust, integrated solutions that are supported with high service levels; regularly enhanced using an interactive customer enhancement process; compliant with relevant regulations; updated with proven advances in technology; and consistent with JHA’s reputation as a premium product and service provider.

#### Core Software Systems

Core software systems primarily consist of the integrated applications required to process deposit, loan, and general ledger transactions, and to maintain centralized customer/member information.

Jack Henry Banking markets three core software systems to banks and Symitar markets two core software systems to credit unions. These core systems are available for in-house installation at customer sites or financial institutions can outsource ongoing information processing to JHA based on the core processing solution most compatible with their specific operational requirements.

Jack Henry Banking’s three core banking platforms are:

SilverLake® is a robust IBM® System i™-based system primarily designed for commercial-focused banks with assets ranging from \$500 million to \$30 billion. However, an increasing number of progressive smaller banks, including de novo, or recently chartered start-up banks, are now selecting SilverLake. This system has been implemented by over 420 banks, and now automates approximately 6 percent of the domestic banks with assets less than \$30 billion.

CIF 20/20® is a parameter-driven, easy-to-use system that now supports nearly 690 banks ranging from de novo institutions to those with assets exceeding \$2 billion. CIF 20/20 is the most widely used IBM System i-based core

processing system in the community bank market.

7

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Core Director® is a Windows®-based, client/server system that now supports over 220 banks ranging from de novo institutions to those with assets exceeding \$1 billion. Core Director is a cost-efficient operating platform and provides intuitive point-and-click operation.

Symitar's two functionally distinct core credit union platforms are:

Episys® is a robust IBM System p™-based system primarily designed for credit unions with more than \$50 million in assets. It has been implemented by over 570 credit unions and is ranked as the system implemented by more credit unions with assets exceeding \$25 million than any other alternative.

Cruise® is a Windows-based, client/server system designed primarily for credit unions with less than \$50 million in assets. It has been implemented by more than 180 credit unions, is cost-efficient, and provides intuitive point-and-click, drag-and-drop operation.

Customers electing to install our solutions in-house license the proprietary software systems based on initial license fees. The large majority of these customers pay ongoing annual software maintenance fees. We also re-market the hardware and peripheral equipment that is required by our software solutions; and we contract to perform software implementation, data conversion, training, ongoing support, and other related services. In-house customers generally license our core software systems under a standard license agreement that provides a fully paid, nonexclusive, nontransferable right to use the software on a single computer at a single location.

Customers can eliminate the significant up-front capital expenditures required by in-house installations and the responsibility for operating information and transaction processing infrastructures by outsourcing these functions to JHA. Our outsourcing services are provided through a national network of data centers in five physical locations and four image-enabled item processing centers. Customers electing to outsource their core processing typically sign contracts for five or more years that include transaction-based processing fees and minimum guaranteed payments during the contract period.

We support the dynamic business requirements of our core bank and credit union clients with ongoing enhancements to each core system, the regular introduction of new integrated complementary products, the ongoing integration of practical new technologies, and regulatory compliance initiatives. JHA also serves each core customer as a single point of contact, support, and accountability.

#### Complementary Products and Services

We provide more than 100 complementary products and services that are sold to our core bank and credit union customers, and selectively sold by our ProfitStars division to financial services organizations that use other core processing systems.

These complementary solutions enable core bank and credit union clients to respond to evolving customer/member demands, expedite speed-to-market with competitive offerings, increase operating efficiency, address specific operational issues, and generate new revenue streams. The highly specialized solutions sold by ProfitStars enable diverse financial services organizations and corporate entities to generate additional revenue and growth opportunities, increase security and mitigate operational risks, and control operating costs. As part of ProfitStars, iPay Technologies, our most recent acquisition, provides a configurable electronic payments platform and turnkey online bill payment solutions that can integrate with any online banking platform.

JHA regularly introduces new products and services based on demand for integrated complementary solutions from our existing core clients, and based on the growing demand among financial services organizations and corporate entities for specialized solutions capable of increasing revenue and growth opportunities, mitigating and controlling operational risks, and containing costs. The Company's Industry Research department solicits customer guidance on the business solutions they need, formally evaluates available solutions and competitive offerings, and manages the introduction of new product offerings. JHA's new complementary products and services are developed internally, acquired, or provided through strategic alliances.

#### Hardware Systems

Hardware sales support our software systems and include non-JHA products that we re-market.

Our software systems operate on a variety of hardware platforms. We have established remarketing agreements with IBM Corporation, Avnet, Inc., and other hardware providers that allow JHA to purchase hardware at a discount and resell it directly to our customers. We currently sell the IBM Power Systems and System x servers; Lenovo workstations; Dell servers and workstations; Burroughs, RDM, Panini, Digital Check, Canon check scanners; and

other devices that complement our software solutions.

**Implementation and Training**

While it is not essential, the majority of our core bank and credit union customers contract with us for implementation

8

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and training services in connection with their in-house systems.

A complete core system implementation typically includes detailed planning, project management, data conversion, and testing. Our experienced implementation teams travel to customer facilities to help manage the process and ensure that all data is transferred from the legacy system to the JHA system being implemented. Our implementation fees are fixed or hourly based on the core system being installed.

Implementation and training services also are provided in connection with new customers outsourcing their information processing to JHA.

We also provide extensive initial and ongoing education to our customers. Know-It-All Education is a comprehensive training program that supports new customers with basic training and longtime customers with continuing education. The curricula provide the ongoing training financial institutions need to maximize the use of JHA's core and complementary products, to optimize ongoing system enhancements, and to fully understand dynamic year-end legislative and regulatory requirements. Each basic, intermediate, and advanced course is delivered by system experts, supported by professional materials and training tools, and incorporates different educational media in a blended learning approach. Know-It-All Education supports distinct learning preferences with a variety of delivery channels, including classroom-based courses offered in JHA's regional training centers, Internet-based live instruction, eLearning courses, on-site training, and train-the-trainer programs.

#### Support and Services

We serve our customers as a single point of contact and support for the complex solutions we provide. The Company's comprehensive support infrastructure incorporates:

• Exacting service standards;

• Trained support staffs available 24 hours-a-day, 365 days-a-year;

• Assigned account managers;

• Sophisticated support tools, resources, and technology; and

• A best practices methodology developed and refined through the company-wide, day-to-day experience supporting more than 11,900 diverse clients.

JHA's experience converting diverse banks and credit unions to our core platforms from every competitive platform also provides highly effective change management and control processes.

Most in-house customers contract for annual software support services, and this represents a significant source of recurring revenue for JHA. These support services are typically priced at approximately 18 to 20 percent of the respective product's software license fee. These fees generally increase as customer assets increase and as additional complementary products are purchased. Annual software support fees are typically billed during June and are paid in advance for the entire fiscal year, with pro-ration for new product implementations that occur during the year.

Hardware support fees also are usually paid in advance for entire contract periods which typically range from one to five years. Most support contracts automatically renew unless the customer or JHA gives notice of termination at least 60 days prior to contract expiration.

High levels of support are provided to our outsourced customers by the same support infrastructure utilized for in-house customers. However, these support fees are included as part of monthly outsourcing fees.

JHA regularly measures customer satisfaction using formal annual surveys and online surveys initiated each year by routine support requests. This process shows that we consistently exceed our customers' service-related expectations.

#### Backlog

Backlog consists of contracted in-house products and services that have not been delivered. Backlog also includes the minimum monthly payments for the remaining portion of multi-year outsourcing contracts, and typically includes the minimum payments guaranteed for the remainder of the contract period.

Backlog as of June 30, 2012 totaled \$435.3 million, consisting of \$92.7 million for in-house products and services, and \$342.6 million for outsourcing services. Approximately \$268.3 million of the outsourcing services backlog as of June 30, 2012 is not expected to be realized during fiscal 2013 due to the long-term nature of many outsourcing contracts. Backlog as of June 30, 2011 totaled \$358.8 million, consisting of \$79.1 million for in-house products and services, and \$279.7 million for outsourcing services.

Our in-house backlog is subject to seasonal variations and can fluctuate quarterly. Our outsourcing backlog continues to experience growth based on new contracting activities and renewals of multi-year contracts, and although the

appropriate portion of this revenue will be recognized during fiscal 2013, the backlog is expected to trend up gradually for the foreseeable future due to renewals of existing relationships and new contracting activities.

9

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### Research and Development

We invest significant resources in ongoing research and development to develop new software solutions and services, and enhance existing solutions with additional functionality and features required to ensure regulatory compliance. Our core and complementary systems are typically enhanced once each year. Product-specific enhancements are largely customer-driven with recommended enhancements formally gathered through focus groups, change control boards, strategic initiatives meetings, annual user group meetings, and ongoing customer contact. We also continually evaluate and implement process improvements that expedite the delivery of new products and enhancements to our customers, and reduce related costs.

Research and development expenses for fiscal years 2012, 2011, and 2010 were \$60.9 million, \$63.4 million, and \$50.8 million, respectively. Capitalized software for fiscal years 2012, 2011, and 2010 was \$37.9 million, \$27.0 million, and \$25.6 million, respectively.

### Sales and Marketing

JHA serves established, well defined markets that provide ongoing sales and cross-sales opportunities.

Jack Henry Banking sells core processing systems and integrated complementary solutions to domestic commercial banks with assets up to \$30.0 billion. Symitar sells core processing systems and integrated complementary solutions to domestic credit unions of all asset sizes. The marketing and sales initiatives within these business lines are primarily focused on identifying banks and credit unions evaluating alternative core information and transaction processing solutions. Jack Henry Banking also has been successfully selling its core and complementary solutions to a significant number of the de novo banks chartered in recent years. ProfitStars sells specialized niche solutions that complement existing technology platforms to domestic financial services organizations of all asset sizes and charters.

Dedicated sales forces support each of JHA's three business brands. Sales executives are responsible for the activities required to earn new customers in assigned territories, and regional account executives are responsible for nurturing customer relationships and cross selling additional products and services. Our sales professionals receive base salaries and performance-based commission compensation. Brand-specific sales support staff provide a variety of services, including product and service demonstrations, responses to prospect-issued requests-for-proposals, and proposal and contract generation. A centralized marketing department supports all three business lines with lead generation and brand-building activities, including participation in state-specific, regional, and national trade shows; print and online advertising; telemarketing; customer newsletters; ongoing promotional campaigns; and media relations. JHA also hosts annual national user group meetings which provide opportunities to network with existing clients and demonstrate new products and services.

jhaDirect sells specific complementary solutions, and business forms and supplies that are compatible with JHA's software solutions. jhaDirect's offering consists of more than 4,000 items, including tax and custom forms, ATM and teller supplies, check imaging and reader/sorter supplies, magnetic media, laser printers and supplies, loan coupon books, and much more. New items are regularly added in response to dynamic regulatory requirements and to support JHA's ever-expanding product and service suite.

JHA sells select products and services in the Caribbean and, as a result of recent acquisitions, Europe and South America. International sales account for less than one percent of JHA's total revenue in each of the three years ended June 30, 2012, 2011, and 2010.

### Competition

The market for companies providing technology solutions to financial services organizations is competitive, and we expect that competition from both existing competitors and companies entering our existing or future markets will remain strong. Some of JHA's current competitors have longer operating histories, larger customer bases, and greater financial resources. The principal competitive factors affecting the market for technology solutions include product/service functionality, price, operating flexibility and ease-of-use, customer support, and existing customer references. For more than a decade there has been significant consolidation among providers of products and services designed for financial institutions, and this consolidation is expected to continue in the future.

Jack Henry Banking and Symitar compete with large vendors that provide information and transaction processing solutions to banks and credit unions, including Fidelity National Information Services, Inc.; Fiserv, Inc.; Open Solutions, Inc.; and Harland Financial Solutions – Ultradata. ProfitStars competes with an array of disparate vendors that provide niche solutions to financial services organizations and corporate entities.

Intellectual Property, Patents, and Trademarks

Although we believe our success depends upon our technical expertise more than our proprietary rights, our future success and ability to compete depend in part upon our proprietary technology. We have registered or filed applications

10

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for our primary trademarks. Most of our technology is not patented. Instead, we rely on a combination of contractual rights, copyrights, trademarks, and trade secrets to establish and protect our proprietary technology. We generally enter into confidentiality agreements with our employees, consultants, resellers, customers, and potential customers. Access to and distribution of our Company's source code is restricted, and the disclosure and use of other proprietary information is further limited. Despite our efforts to protect our proprietary rights, unauthorized parties can attempt to copy or otherwise obtain, or use our products or technology. We cannot be certain that the steps taken in this regard will be adequate to prevent misappropriation of our technology or that our competitors will not independently develop technologies that are substantially equivalent or superior to our technology.

#### Regulatory Compliance

JHA maintains a strict corporate commitment to address compliance issues and implement requirements imposed by the federal regulators prior to the effective date of such requirements when adequate prior notice is given. JHA's comprehensive compliance program is provided by a team of compliance analysts and auditors that possess extensive regulatory agency and financial institution experience, and a thorough working knowledge of JHA and our solutions. These compliance professionals leverage multiple channels to remain informed about potential and recently enacted regulatory requirements, including regular discussions on emerging topics with the Federal Financial Institutions Examination Council ("FFIEC") examination team and training sessions sponsored by various professional associations. JHA has a proven process to inform internal contacts of new and revised regulatory requirements. Upcoming regulatory changes also are presented to the Company's product-specific change control boards and the necessary product changes are included in the ongoing product development cycle. A representative of JHA's compliance organization serves on every change control board to ensure that the regulatory perspective is addressed in proposed product/service changes. We publish newsletters to keep our customers informed of regulatory changes that could impact their operations. Periodically, customer advisory groups are assembled to discuss significant regulatory changes, such as recent changes to the FDIC's overdraft fee guidance.

Internal audits of our systems, networks, operations, and applications are conducted and specialized outside firms are periodically engaged to perform testing and validation of our systems, processes, and security. Ensuring that confidential information remains private is a high priority, and JHA's initiatives to protect confidential information include regular third-party application reviews intended to better secure information access. Additional third-party reviews are performed throughout the organization, such as vulnerability tests, intrusion tests, and SSAE 16 reviews. The FFIEC conducts annual reviews throughout the Company and issues reports that are reviewed by the JHA Audit Committee of the Board of Directors.

#### Government Regulation

The financial services industry is subject to extensive and complex federal and state regulation. All financial institutions are subject to substantial regulatory oversight and supervision, with increased attention to consumer regulations with the addition of the Consumer Financial Protection Bureau. Our products and services must comply with the extensive and evolving regulatory requirements applicable to our customers, including but not limited to those mandated by federal truth-in-lending and truth-in-savings rules, the Privacy of Consumer Financial Information regulations, usury laws, the Equal Credit Opportunity Act, the Fair Housing Act, the Electronic Funds Transfer Act, the Fair Credit Reporting Act, the Bank Secrecy Act, the USA Patriot Act, the Gramm-Leach-Bliley Act, and the Community Reinvestment Act. The compliance of JHA's products and services with these requirements depends on a variety of factors, including the particular functionality, the interactive design, the classification of customers, and the manner in which the customer utilizes the products and services. Our customers are contractually responsible for assessing and determining what is required of them under these regulations and then we assist them in meeting their regulatory needs through our products and services. The impact of the Dodd-Frank Wall Street Reform and Consumer Protection Act is still evolving as the regulations are written to implement the various provisions of the law. We cannot predict the impact these regulations, any future amendments to these regulations or any newly implemented regulations will have on our business in the future.

JHA is not chartered by the Office of the Comptroller of Currency, the Board of Governors of the Federal Reserve System, the National Credit Union Administration or other federal or state agencies that regulate or supervise depository institutions.

Operating as a service provider to financial institutions, JHA's operations are governed by the same regulatory requirements as those imposed on financial institutions, and subject to periodic reviews by FFIEC regulators who have broad supervisory authority to remedy any shortcomings identified in such reviews.

JHA provides outsourced data and item processing through geographically dispersed OutLink™ Data Centers, electronic transaction processing through our PassPort and Enterprise Payments Solutions™, Internet banking through

NetTeller, ProfitStar's Teleweb, and MemberConnect™ online solutions, and business recovery services through Centurion Disaster Recovery.

The services provided by our OutLink Data Centers are subject to examination by the Federal Financial Institution Examination Council regulators under the Bank Service Company Act. These outsourcing services also are subject to examination by state banking authorities on occasion.

#### Employees

As of June 30, 2012 and 2011, JHA had 4,872 and 4,667 full-time employees, respectively. Of our full-time employees, approximately 862 are employed in the credit union segment of our business, with the remainder employed in the bank segment or in general and administrative functions that serve both segments. Our employees are not covered by a collective bargaining agreement and there have been no labor-related work stoppages.

#### Available Information

JHA's Website is easily accessible to the public at [www.jackhenry.com](http://www.jackhenry.com). The "For Investors" portion of the Website provides key corporate governance documents, the code of conduct, an archive of press releases, and other relevant Company information. Our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and other filings and amendments thereto that are made with the U.S. Securities and Exchange Commission (SEC) also are available free of charge on our Website as soon as reasonably practical after these reports have been filed with or furnished to the SEC.

### ITEM 1A. RISK FACTORS

The Company's business and the results of its operations are affected by numerous factors and uncertainties, some of which are beyond our control. The following is a description of some of the important risks and uncertainties that may cause the actual results of the Company's operations in future periods to differ from those expected or desired.

Our business may be adversely impacted by U.S. and global market and economic conditions. We derive most of our revenue from products and services we provide to the financial services industry. Given this concentration, we may be particularly exposed to the current difficult and unsettled economic climate. If the economic environment remains poor, it may result in significant decreases in demand by current and potential clients for our products and services, which could have a material adverse effect on our business, results of operations and financial condition.

Changes in the banking and credit union industry could reduce demand for our products. Cyclical fluctuations in economic conditions affect profitability and revenue growth at commercial banks and credit unions. Unfavorable economic conditions negatively affect the spending of banks and credit unions, including spending on computer software and hardware. Such conditions could reduce both our sales to new customers and upgrade/complementary product sales to existing customers. The Company could also experience the loss of customers due to their financial failure.

Competition or general economic conditions may result in decreased demand or require price reductions or other concessions to customers which could result in lower margins and reduce income. We vigorously compete with a variety of software vendors in all of our major product lines. We compete on the basis of product quality, reliability, performance, ease of use, quality of support and services, integration with other products and pricing. Some of our competitors may have advantages over us due to their size, product lines, greater marketing resources, or exclusive intellectual property rights. If competitors offer more favorable pricing, payment or other contractual terms, warranties, or functionality, or if general economic conditions decline such that customers are less willing or able to pay the cost of our products and services, we may need to lower prices or offer favorable terms in order to successfully compete.

Security problems could damage our reputation and business. We rely on industry-standard encryption, network and Internet security systems, most of which we license from third parties, to provide the security and authentication necessary to effect secure transmission of data. Our services and infrastructure are increasingly reliant on the Internet. Computer networks and the Internet are vulnerable to unauthorized access, computer viruses and other disruptive problems such as denial of service attacks and other forms of cyber-terrorism. Individual personal computers can be stolen, and customer data media can be lost in shipment. Under state and proposed federal laws requiring consumer notification of security breaches, the costs to remediate security breaches can be substantial. Advances in computer capabilities, new discoveries in the field of cryptography or other events or developments may render our security

measures inadequate. Security risks may result in liability to us and also may deter financial institutions from purchasing our products. We will continue to expend significant capital and other resources protecting against the threat of security breaches, and we may need to expend resources alleviating problems caused by breaches. Eliminating computer viruses and addressing other security problems may result in interruptions, delays or cessation of service to users, any of which could harm our business. Failures associated with payment transactions could result in a financial loss. The volume and dollar amount

of payment transactions that we process is very large and continues to grow. We settle funds on behalf of financial institutions, other businesses and consumers and receive funds from clients, card issuers, payment networks and consumers on a daily basis for a variety of transaction types. Transactions facilitated by us include debit card, credit card, electronic bill payment transactions, Automated Clearing House (“ACH”) payments and check clearing that supports consumers, financial institutions and other businesses. If the continuity of operations, integrity of processing, or ability to detect or prevent fraudulent payments were compromised in connection with payments transactions, this could result in a financial as well as reputational loss to us. In addition, we rely on various financial institutions to provide ACH services in support of funds settlement for certain of our products. If we are unable to obtain such ACH services in the future, that could have a material adverse effect on our business, financial position and results of operations. In addition, we may issue credit to consumers, financial institutions or other businesses as part of the funds settlement. A default on this credit by a counterparty could result in a financial loss to us.

If we fail to adapt our products and services to changes in technology, we could lose existing customers and be unable to attract new business. The markets for our software and hardware products and services are characterized by changing customer requirements and rapid technological changes. These factors and new product introductions by our existing competitors or by new market entrants could reduce the demand for our existing products and services and we may be required to develop or acquire new products and services. Our future success is dependent on our ability to enhance our existing products and services in a timely manner and to develop or acquire new products and services. If we are unable to develop or acquire new products and services as planned, or if we fail to sell our new or enhanced products and services, we may incur unanticipated expenses or fail to achieve anticipated revenues.

Consolidation and failures of financial institutions will continue to reduce the number of our customers and potential customers. Our primary market consists of approximately 7,300 commercial and savings banks and 7,300 credit unions. The number of commercial banks and credit unions has decreased because of failures over the last few years and mergers and acquisitions over the last several decades and is expected to continue to decrease as more consolidation occurs.

The services we provide to our customers are subject to government regulation that could hinder the development of portions of our business or impose constraints on the way we conduct our operations. The financial services industry is subject to extensive and complex federal and state regulation. As a supplier of services to financial institutions, portions of our operations are examined by the Office of the Comptroller of the Currency, the Federal Reserve Board, the Federal Deposit Insurance Corporation, and the National Credit Union Association, among other regulatory agencies. These agencies regulate services we provide and the manner in which we operate, and we are required to comply with a broad range of applicable laws and regulations. In addition, existing laws, regulations, and policies could be amended or interpreted differently by regulators in a manner that has a negative impact on our existing operations or that limits our future growth or expansion. Our customers are also regulated entities, and actions by regulatory authorities could determine both the decisions they make concerning the purchase of data processing and other services and the timing and implementation of these decisions. Concerns are growing with respect to the use, confidentiality, and security of private customer information. Regulatory agencies, Congress and state legislatures are considering numerous regulatory and statutory proposals to protect the interests of consumers and to require compliance with standards and policies that have not been defined.

The software we provide to our customers is also affected by government regulation. We are generally obligated to our customers to provide software solutions that comply with applicable federal and state regulations. In particular, numerous new regulations have been proposed and are still being written to implement the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010. Substantial software research and development and other corporate resources have been and will continue to be applied to adapt our software products to this evolving, complex and often unpredictable regulatory environment. Our failure to provide compliant solutions could result in significant fines or consumer liability on our customers, for which we may bear ultimate liability.

An operational failure in our outsourcing facilities could cause us to lose customers. Damage or destruction that interrupts our outsourcing operations could damage our relationship with customers and may cause us to incur substantial additional expense to repair or replace damaged equipment. Our back-up systems and procedures may not prevent disruption, such as a prolonged interruption of our transaction processing services. In the event that an interruption of our network extends for more than several hours, we may experience data loss or a reduction in

revenues by reason of such interruption. In addition, a significant interruption of service could have a negative impact on our reputation and could lead our present and potential customers to choose other service providers. Our growth may be affected if we are unable to find or complete suitable acquisitions. We have augmented the growth of our business with a number of acquisitions and we plan to continue to acquire appropriate businesses, products and services. This strategy depends on our ability to identify, negotiate and finance suitable acquisitions. Substantial recent merger and acquisition activity in our industry has affected the availability and pricing of such



acquisitions. If we are unable to acquire suitable acquisition candidates, we may experience slower growth. Acquisitions may be costly and difficult to integrate. We have acquired a number of businesses in the last several years and will continue to explore acquisitions in the future. We may not be able to successfully integrate acquired companies. We may encounter problems with the integration of new businesses including: financial control and computer system compatibility; unanticipated costs; unanticipated quality or customer problems with acquired products or services; differing regulatory and industry standards; diversion of management's attention; adverse effects on existing business relationships with suppliers and customers; loss of key employees; and significant amortization expenses related to acquired assets. To finance future acquisitions, we may have to increase our borrowing or sell equity or debt securities to the public. If we fail to integrate our acquisitions, our business, financial condition and results of operations could be materially and adversely affected. Failed acquisitions could also produce material and unpredictable impairment charges as we periodically review our acquired assets.

The loss of key employees could adversely affect our business. We depend on the contributions and abilities of our senior management. Our Company has grown significantly in recent years and our management remains concentrated in a small number of key employees. If we lose one or more of our key employees, we could suffer a loss of sales and delays in new product development, and management resources would have to be diverted from other activities to compensate for this loss. We do not have employment agreements with any of our executive officers.

If others claim that we have infringed their intellectual property rights, we could be liable for significant damages. We have agreed to indemnify many of our customers against claims that our products and services infringe on the proprietary rights of others. We anticipate that the number of infringement claims will increase as the number of our software solutions and services increases and the functionality of our products and services expands. Any such claims, whether with or without merit, could be time-consuming, result in costly litigation and may not be resolved on terms favorable to us.

We may not be able to manage growth. We have grown both internally and through acquisitions. Our expansion has and will continue to place significant demands on our administrative, operational, financial and management personnel and systems. We may not be able to enhance and expand our product lines, manage costs, adapt our infrastructure and modify our systems to accommodate future growth.

Expansion of services to non-traditional customers could expose us to new risks. Some of our recent acquisitions include business lines that are marketed outside our traditional, regulated, and litigation-averse base of financial institution customers. These non-regulated customers may entail greater operational, credit and litigation risks than we have faced before and could result in increases in bad debts and litigation costs.

Failure to achieve favorable renewals of service contracts could negatively affect our outsourcing business. Our contracts with our customers for outsourced data processing services generally run for a period of five or more years. Because of the rapid growth of our outsourcing business over the last five years, we will experience greater numbers of these contracts coming up for renewal over the next few years. Renewal time presents our customers with the opportunity to consider other providers or to renegotiate their contracts with us. If we are not successful in achieving high renewal rates upon favorable terms, our outsourcing revenues and profit margins will suffer.

#### ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

#### ITEM 2. PROPERTIES

We own 154 acres located in Monett, Missouri on which we maintain nine office buildings, plus shipping & receiving and maintenance buildings. We also own buildings in Houston, Texas; Allen, Texas; Albuquerque, New Mexico; Birmingham, Alabama; Lenexa, Kansas; Angola, Indiana; Shawnee Mission, Kansas; Rogers, Arkansas; Oklahoma City, Oklahoma; Elizabethtown, Kentucky; Springfield, Missouri and San Diego, California. Our owned facilities represent approximately 1,000,000 square feet of office space in ten states. We have 39 leased office facilities in 21 states, which total approximately 374,000 square feet. All of our owned and leased office facilities are for normal business purposes.

Of our facilities, the credit union segment uses office space totaling approximately 151,000 square feet in ten facilities. The majority of our San Diego, California offices are used in the credit union segment, as are portions of

nine other office facilities. The remainder of our leased and owned facilities, approximately 1,223,000 square feet of office space, is primarily devoted to serving our bank segment or supports our whole business. We own four aircraft. Many of our customers are located in communities that do not have an easily accessible commercial airline service. We primarily use our airplanes in connection with implementation, sales of systems and internal

requirements for day-to-day operations. Transportation costs for implementation and other customer services are billed to our customers. We lease property, including real estate and related facilities, at the Monett, Missouri municipal airport.

### ITEM 3. LEGAL PROCEEDINGS

We are subject to various routine legal proceedings and claims arising in the ordinary course of business. We do not expect that the results in any of these legal proceedings will have a material adverse effect on our business, financial condition, results of operations or cash flows.

### ITEM 4. MINE SAFETY DISCLOSURES

None.

## PART II

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

The Company's common stock is quoted on the NASDAQ Global Select Market ("NASDAQ"), formerly known as the NASDAQ National Market, under the symbol "JKHY". The following table sets forth, for the periods indicated, the high and low sales price per share of the common stock as reported by NASDAQ.

	Fiscal 2012		Fiscal 2011	
	High	Low	High	Low
Fourth Quarter	\$34.76	\$32.17	\$34.17	\$28.45
Third Quarter	35.37	32.11	33.94	28.96
Second Quarter	34.50	27.33	29.97	25.35
First Quarter	31.15	24.41	26.30	23.19

The Company established a practice of paying quarterly dividends at the end of fiscal 1990 and has paid dividends with respect to every quarter since that time. Quarterly dividends per share paid on the common stock for the two most recent fiscal years ended June 30, 2012 and 2011 are as follows:

	Fiscal 2012	Fiscal 2011
Fourth Quarter	\$0.115	\$0.105
Third Quarter	0.115	0.105
Second Quarter	0.105	0.095
First Quarter	0.105	0.095

The declaration and payment of any future dividends will continue to be at the discretion of our Board of Directors and will depend upon, among other factors, our earnings, capital requirements, contractual restrictions, and operating and financial condition. The Company does not currently foresee any changes in its dividend practices.

Information regarding the Company's equity compensation plans is set forth under the caption "Equity Compensation Plan Information" in the Company's definitive Proxy Statement and is incorporated herein by reference.

On August 22, 2012, there were approximately 43,000 holders of the Company's common stock. On that same date the last sale price of the common shares as reported on NASDAQ was \$37.13 per share.

#### Issuer Purchases of Equity Securities

The following shares of the Company were repurchased during the quarter ended June 30, 2012:

Table of Contents

	Total Number of Shares Purchased	Average Price of Share	Total Number of Shares Purchased as Part of Publicly Announced Plans	Maximum Number of Shares that May Yet Be Purchased Under the Plans (1)
April 1 - April 30, 2012	—	\$—	—	5,583,981
May 1 - May 31, 2012	717,099	32.92	717,099	4,866,882
June 1 - June 30, 2012	328,330	32.78	328,330	4,538,552
Total	1,045,429	32.88	1,045,429	4,538,552

(1) Purchases made under the stock repurchase authorization approved by the Company's Board of Directors on October 4, 2002 with respect to 3.0 million shares, increased by 2.0 million shares on April 29, 2005, by 5.0 million shares on August 28, 2006, by 5.0 million shares on February 4, 2008, and by 5.0 million shares on August 25, 2008. These authorizations have no specific dollar or share price targets and no expiration dates.

## Performance Graph

The following chart presents a comparison for the five-year period ended June 30, 2012, of the market performance of the Company's common stock with the S & P 500 Index and an index of peer companies selected by the Company:

The following information depicts a line graph with the following values:

	2007	2008	2009	2010	2011	2012
JKHY	100.00	84.98	82.97	96.96	123.57	144.10
Old Peer Group	100.00	73.12	72.29	76.75	107.02	126.72
New Peer Group	100.00	73.30	71.10	79.71	106.69	124.52
S & P 500	100.00	86.88	64.10	73.35	95.87	101.09

This comparison assumes \$100 was invested on June 30, 2007, and assumes reinvestments of dividends. Total returns are calculated according to market capitalization of peer group members at the beginning of each period. Peer companies selected are in the business of providing specialized computer software, hardware and related services to financial institutions and other businesses. In fiscal year 2012, we changed our peer group of companies used for this analysis to maintain alignment with peer companies selected by our Compensation Committee for use in determining compensation for executive management. Companies in the New Peer Group are Bottomline Technology, Inc., Cerner

Table of Contents

Corp., DST Systems, Inc., Euronet Worldwide, Inc., Fair Isaac Corp., Fidelity National Information Services, Inc., Fiserv, Inc., Online Resources Corp., SEI Investments Company, Telecommunications Systems, Inc., and Tyler Technologies Corp.

Companies in the Old Peer Group are Bottomline Technology, Inc., Cerner Corp., DST Systems, Inc., Euronet Worldwide, Inc., Fair Isaac Corp., Fidelity National Financial, Inc., Fiserv, Inc., Online Resources Corp., S1 Corp., SEI Investments Company, Telecommunications Systems, Inc., and Tyler Technologies Corp.

## ITEM 6. SELECTED FINANCIAL DATA

## Selected Financial Data

(In Thousands, Except Per Share Data)

Income Statement Data	YEAR ENDED JUNE 30,				
	2012	2011	2010	2009	2008
Revenue (1)	\$1,027,109	\$966,897	\$836,586	\$745,593	\$742,926
Income from continuing operations	\$154,984	\$137,471	\$117,870	\$103,102	\$105,287
Basic net income per share, continuing operations	\$1.79	\$1.60	\$1.39	\$1.23	\$1.19
Diluted net income per share, continuing operations	\$1.78	\$1.59	\$1.38	\$1.22	\$1.17
Dividends declared per share	\$0.44	\$0.40	\$0.36	\$0.32	\$0.28
Balance Sheet Data					
Working capital	\$66,406	\$(26,561 )	\$(51,283 )	\$15,239	\$(11,418 )
Total assets	\$1,619,492	\$1,505,797	\$1,560,560	\$1,050,700	\$1,021,044
Long-term debt	\$106,166	\$127,939	\$272,732	\$—	\$24
Stockholders' equity	\$983,056	\$879,776	\$750,372	\$626,506	\$601,451

(1) Revenue includes license sales, support and service revenues, and hardware sales, less returns and allowances.

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

The following section provides management's view of the financial condition and results of operations and should be read in conjunction with the Selected Financial Data, the audited Consolidated Financial Statements, and related notes included elsewhere in this report.

## OVERVIEW

Jack Henry & Associates, Inc. (JHA) is headquartered in Monett, Missouri, employs approximately 4,900 associates nationwide, and is a leading provider of technology solutions and payment processing services primarily for financial services organizations. Its solutions serve more than 11,900 customers and are marketed and supported through three primary brands. Jack Henry Banking® supports banks ranging from community to mid-tier, multi-billion dollar institutions with information and transaction processing solutions. Symitar® is a leading provider of information and transaction processing solutions for credit unions of all sizes. ProfitStars® provides specialized products and services that enable financial institutions of every asset size and charter, and diverse corporate entities outside the financial services industry to mitigate and control risks, optimize revenue and growth opportunities, and contain costs. JHA's integrated solutions are available for in-house installation and outsourced and hosted delivery.

Each of our brands share the fundamental commitment to provide high quality business solutions, service levels that consistently exceed customer expectations, integration of solutions and practical new technologies. The quality of our solutions, our high service standards, and the fundamental way we do business typically foster long-term customer relationships, attract prospective customers, and have enabled us to capture substantial market share.

Through internal product development, disciplined acquisitions, and alliances with companies offering niche solutions that complement our proprietary solutions, we regularly introduce new products and services and generate new cross-sales opportunities across our three marketed brands. We provide compatible computer hardware for our in-house installations and secure processing environments for our outsourced and hosted solutions. We perform data

conversions, software implementations, initial and ongoing customer training, and ongoing customer support services. Our primary competitive advantage is customer service. Our support infrastructure and strict standards provide service levels we believe to be the highest in the markets we serve and generate high levels of customer satisfaction and

17

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Table of Contents

retention. We consistently measure customer satisfaction using comprehensive annual surveys and random surveys we receive in our everyday business. Dedicated surveys are also used to grade specific aspects of our customer experience, including product implementation, education, and consulting services.

The majority of our revenue is derived from recurring outsourcing fees, transaction processing fees, and support and service fees that generally have contract terms of five years or greater. Less predictable software license fees and hardware sales complement our primary revenue sources. We continually seek opportunities to increase revenue while at the same time containing costs to expand margins.

During the last five fiscal years, our revenues have grown from \$742,926 in fiscal 2008 to \$1,027,109 in fiscal 2012. Income from continuing operations has grown from \$105,287 in fiscal 2008 to \$154,984 in fiscal 2012. This growth has resulted primarily from internal expansion supplemented by strategic acquisitions.

Our three most recent acquisitions were completed in fiscal 2010. All of these acquisitions were accounted for using the purchase method of accounting and our consolidated financial statements include the results of operations of the acquired companies from their respective acquisition dates.

We have two reportable segments: bank systems and services and credit union systems and services. The respective segments include all related license, support and service, and hardware sales along with the related cost of sales.

We are cautiously optimistic regarding ongoing economic improvement and expect to continue investing in the products and services our clients need to improve their operating efficiencies and performance. We anticipate consolidation within the financial services industry to continue, including bank failures and increased merger and acquisition activity. Regulatory conditions and legislation such as the Dodd-Frank Wall Street Reform Act and Consumer Protection Act will continue to impact the financial services industry and potentially motivate some financial institutions to postpone discretionary spending.

A detailed discussion of the major components of the results of operations follows. All dollar amounts are in thousands and discussions compare fiscal 2012 to fiscal 2011 and compare fiscal 2011 to fiscal 2010.

**RESULTS OF OPERATIONS**

**FISCAL 2012 COMPARED TO FISCAL 2011**

In fiscal 2012, revenues increased 6% or \$60,212 compared to the prior year due primarily to strong growth in our electronic payment services and our outsourcing services, as well as continued revenue growth in all three of our components of revenue (license, support and service, and hardware). During fiscal 2012, the Company continued to focus on cost management and also reduced interest cost through our sustained repayment of long-term debt. These changes have resulted in a 13% increase in net income.

The current condition of the U.S. financial markets continues to impact the overall demand and spending for new products and services by some of our customers. The profitability of many financial institutions continues to improve, but in many cases remains low and this appears to have resulted in some reduction of demand for new products and services. During the past four years, a number of financial institutions have closed or merged due to regulatory action. We believe that regulatory closings will continue to decline through fiscal 2013, absent a significant downturn in the economy. Furthermore, the increase in bank failures and forced consolidations has been, to some extent, offset by a general decline in the level of acquisition activity among financial institutions.

We move into fiscal 2013 with cautious optimism following strong fourth quarter fiscal 2012 results. Significant portions of our business continue to come from recurring revenue, and increases in backlog coupled with a healthy sales pipeline are also encouraging. Our customers continue to face regulatory and operational challenges which our products and services address, and in these times they have an even greater need for our solutions that directly address institutional profitability and efficiency. Our strong balance sheet, access to extensive lines of credit, the strength of our existing product line and an unwavering commitment to superior customer service position us well to address current and future opportunities to extend our customer base and produce returns for our stockholders.

Table of Contents

## REVENUE

License Revenue	Year Ended		% Change	
	June 30,			
	2012	2011		
License	\$54,811	\$53,067	3	%
Percentage of total revenue	5	% 6	%	

License revenue represents the sale and delivery of application software systems contracted with us by the customer. We license our proprietary software products under standard license agreements that typically provide the customer with a non-exclusive, non-transferable right to use the software on a single computer and for a single financial institution.

The increase in license revenue is due to strong results from our Silverlake® and Episys® core systems and related complementary products including 4iSight™ Item Imaging and our ProfitStar® financial management and budgeting solutions. The increase was partially offset by reduced revenue from our Alogent® products (our suite of deposit and image capture products targeted at large financial institutions) and our Argo products (our suite of retail solutions, including branch sales automation) which have both reduced slightly from a particularly strong prior year.

While license fees will fluctuate, recent trends indicate that our customers are increasingly electing to contract for our products via outsourced delivery rather than a traditional license as our outsourced delivery does not require an up-front capital investment in license fees. We expect this trend to continue in the long term.

Support and Service Revenue	Year Ended		% Change	
	June 30,			
	2012	2011		
Support and service	\$909,176	\$852,253	7	%
Percentage of total revenue	89	% 88	%	
	Year over Year Change			
	\$ Change	% Change		
In-House Support & Other Services	\$6,891	2	%	
Electronic Payment Services	36,546	12	%	
Outsourcing Services	9,560	5	%	
Implementation Services	3,926	6	%	
Total Increase	\$56,923			

Support and service revenues are generated from annual support to assist the customer in operating their systems and to enhance and update the software, electronic payment services, outsourced data processing services and implementation services (including conversion, installation, configuration and training). There was strong growth in support and service revenue in fiscal 2012.

In-house support and other services revenue increased due to annual maintenance fee increases (as our customers' assets have grown) and increased revenues from our system conversion services. Revenue from our complementary products has also grown as the total number of supported in-house products has grown.

Electronic payment services continue to experience the largest growth. The revenue increases are attributable to strong performance across our electronic payment products, particularly from debit/credit card processing services, online bill payment services and ACH processing.

Outsourcing services for banks and credit unions continue to drive revenue growth as customers continue to show a preference for outsourced delivery of our solutions. We expect the trend towards outsourced product delivery to benefit outsourcing services revenue for the foreseeable future. Revenues from outsourcing services are typically earned under multi-year service contracts and therefore provide a long-term stream of recurring revenues.

Implementation services revenue increased due mainly to increased Episys® credit union core product implementation revenues as well as higher online bill payment services implementation revenues.



Table of Contents

Hardware Revenue	Year Ended		% Change	
	June 30, 2012	2011		
Hardware	\$63,122	\$61,577	3	%
Percentage of total revenue	6	% 6	%	

The Company has entered into remarketing agreements with several hardware manufacturers under which we sell computer hardware, hardware maintenance and related services to our customers. Revenue related to hardware sales is recognized when the hardware is shipped to our customers.

Hardware revenue increased slightly due to an increase in the number of third party hardware systems and components delivered as existing customers upgraded their hardware systems. Although there will be continuing fluctuations, we expect there to be an overall decreasing trend in hardware sales due to the change in sales mix towards outsourcing contracts (which typically do not include hardware) and the deflationary trend of computer prices generally.

**COST OF SALES AND GROSS PROFIT**

Cost of license represents the cost of software from third party vendors through remarketing agreements associated with license fee revenue. These costs are recognized when license revenue is recognized. Cost of support and service represents costs associated with conversion and implementation efforts, ongoing support for our in-house customers, operation of our data and item centers providing services for our outsourced customers, electronic payment services and direct operating costs. These costs are recognized as they are incurred. Cost of hardware consists of the direct and indirect costs of purchasing the equipment from the manufacturers and delivery to our customers. These costs are recognized at the same time as the related hardware revenue is recognized. Ongoing operating costs to provide support to our customers are recognized as they are incurred.

	Year Ended		% Change	
	June 30, 2012	2011		
Cost of License	\$6,111	\$6,285	(3	)%
Percentage of total revenue	1	% 1	%	
License Gross Profit	\$48,700	\$46,782	4	%
Gross Profit Margin	89	% 88	%	
Cost of support and service	\$551,285	\$515,917	7	%
Percentage of total revenue	54	% 53	%	
Support and Service Gross Profit	\$357,891	\$336,336	6	%
Gross Profit Margin	39	% 39	%	
Cost of hardware	\$45,983	\$45,361	1	%
Percentage of total revenue	4	% 5	%	
Hardware Gross Profit	\$17,139	\$16,216	6	%
Gross Profit Margin	27	% 26	%	
TOTAL COST OF SALES	\$603,379	\$567,563	6	%
Percentage of total revenue	59	% 59	%	
TOTAL GROSS PROFIT	\$423,730	\$399,334	6	%
Gross Profit Margin	41	% 41	%	

Cost of license depends greatly on third party reseller agreement software vendor costs. During the current year, sales of third party software products has increased slightly compared to last year, but has decreased as a percentage of total license revenue leading to lower related costs and slightly increased gross profit margins.

Cost of support and service increased commensurate with the increase in support and services revenue, as evidenced by the consistent gross profit margins.

In general, changes in cost of hardware trend consistently with hardware revenue. For the fiscal year, increased sales of higher margin products related to hardware upgrades has driven higher hardware margins compared to last year.



Table of Contents

## OPERATING EXPENSES

Selling and Marketing	Year Ended		% Change	
	June 30, 2012	2011		
Selling and marketing	\$76,500	\$68,061	12	%
Percentage of total revenue	7	% 7	%	

Dedicated sales forces, inside sales teams, technical sales support teams and channel partners conduct our sales efforts for our two reportable segments, and are overseen by regional sales managers. Our sales executives are responsible for pursuing lead generation activities for new core customers. Our account executives nurture long-term relationships with our client base and cross sell our many complementary products and services.

Selling and marketing expenses for the year have increased mainly due to higher commission expenses. This is in line with increased sales volume of long term service contracts on which commissions are paid as a percentage of total revenue.

Research and Development	Year Ended		% Change	
	June 30, 2012	2011		
Research and development	\$60,876	\$63,395	(4	)%
Percentage of total revenue	6	% 7	%	

We devote significant effort and expense to develop new software, service products and continually upgrade and enhance our existing offerings. Typically, we upgrade our various core and complementary software applications once per year. We believe our research and development efforts are highly efficient because of the extensive experience of our research and development staff and because our product development is highly customer-driven.

Research and development expenses decreased primarily due to increased capitalization of costs for ongoing software development projects, which has also driven the decreases in the percentage of total revenue.

General and Administrative	Year Ended		% Change	
	June 30, 2012	2011		
General and administrative	\$50,119	\$51,561	(3	)%
Percentage of total revenue	5	% 5	%	

General and administrative costs include all expenses related to finance, legal, human resources, plus all administrative costs. General and administrative expenses decreased due mainly to decreased legal expenses compared to the same period last year.

INTEREST INCOME AND EXPENSE	Year Ended		% Change	
	June 30, 2012	2011		
Interest Income	\$1,176	\$125	841	%
Interest Expense	\$(5,743	) \$(8,930	) (36	)%

The significant increase in interest income in the current year relates mainly to contractual interest income on previously uncollected deconversion revenues of \$782 following a favorable legal judgment. The related deconversion revenue not previously recognized of \$1,593 is included in support and services revenue in the current fiscal year.

Interest expense decreased due mainly to decreases in the outstanding balances on our revolving credit facility and term loan through fiscal 2012, which have reduced interest costs this year compared to last year.

## PROVISION FOR INCOME TAXES

The provision for income taxes was \$76,684 or 33.1% of income before income taxes in fiscal 2012 compared with \$70,041 or 33.8% of income before income taxes in fiscal 2011. The decrease in the effective tax rate was primarily due to the completion of the Internal Revenue Service audit of the tax returns for the fiscal years June 30, 2008 and 2009, partially offset by the Research and Experimentation Tax Credit not being extended, effective December 31,



Table of Contents

2011.

## NET INCOME

Net income increased, moving from \$137,471, or \$1.59 per diluted share in fiscal 2011 to \$154,984, or \$1.78 per diluted share in fiscal 2012.

## FISCAL 2011 COMPARED TO FISCAL 2010

In fiscal 2011, revenues increased 16% or \$130,311 compared to the prior year due primarily to strong organic growth and the prior year acquisitions of Goldleaf Financial Solutions, Inc. (“GFSI”), PEMCO Technology Services, Inc. (“PTSI”) and iPay Technologies Holding Company, LLC (“iPay”). During fiscal 2011, the Company’s management continued to focus on cost management that, when combined with the growth in revenue, resulted in a 17% increase in net income.

Slow recovery from the US financial crisis remains a primary concern as it continues to threaten our customers and our industry. The profits of many financial institutions remain low and this has resulted in some reduction of demand for new products and services. During the past two years, a number of financial institutions have failed or been subject to government intervention. To date, such actions have not materially impacted our revenue or results of operations. In each of the past two years, approximately 1% of all financial institutions in the United States have closed or merged due to regulatory action. We believe that the number of regulatory actions will continue to decline through fiscal 2012, absent a significant downturn in the economy. The increase in bank failures and forced consolidations has been offset to some extent by a general decline in the level of acquisition activity among financial institutions. A consolidation can benefit us when a newly combined institution is processed on our platform, or elects to move to one of our platforms, and can negatively impact us when a competing platform is elected. Consolidations and acquisitions also positively impact our financial results in the short-term due to early termination fees which are generally provided for in multi-year outsourced contracts. These fees are primarily generated when an existing outsourced client is acquired by another financial institution and can vary from period to period based on the number and size of clients that are acquired and how early in the contract term the contract is terminated. We generally do not receive contract termination fees when a financial institution is subject to a government action or from a customer that has selected in-house processing.

Despite the difficult economic climate, we remain cautiously optimistic, with increasing portions of our business coming from recurring revenue, increases in backlog and an encouraging sales pipeline. Our customers will continue to face regulatory and operational challenges which our products and services address, and in these times they have an even greater need for some of our solutions that directly address institutional profitability and efficiency. We continue to have a strong balance sheet, access to extensive lines of credit, and an unwavering commitment to superior customer service, and we believe that we are well positioned to address current opportunities as well as those which will arise as the economic recovery strengthens. Our cautious optimism was expressed through our acquisitions of GFSI, PTSI and iPay during fiscal 2010 and these acquisitions, the three largest in our Company’s history, combined with our existing solutions present us with opportunities to extend our customer base and produce returns for our stockholders.

## REVENUE

License Revenue	Year Ended		% Change	
	June 30, 2011	2010		
License	\$53,067	\$52,225	2	%
Percentage of total revenue	6	% 6	%	

License revenue represents the sale and delivery of application software systems contracted with us by the customer. We license our proprietary software products under standard license agreements that typically provide the customer with a non-exclusive, non-transferable right to use the software on a single computer and for a single financial institution location.

The increase in license revenue for the current year is primarily due to increased organic revenue from our Alogent® products (our suite of deposit and image capture products targeted at large financial institutions) and an additional quarter of revenues from GFSI (acquired in the second quarter of fiscal 2010).

This increase has been partially offset by decreases in our core software and imaging software license revenues, for which the average deal size was smaller compared to a year ago. We believe our customers are continuing to postpone major capital investments in technology, including software, due to the slowly recovering economy. In addition, our customers are increasingly electing to contract for our products via outsourced delivery rather than a traditional license

Table of Contents

agreement. Our outsourced delivery does not require our customers to make a large, up-front capital investment in license fees.

Support and Service Revenue	Year Ended		% Change	
	June 30,			
	2011	2010		
Support and service	\$852,253	\$720,504	18	%
Percentage of total revenue	88	% 86	%	
	Year Over Year Change			
	\$ Change	% Change		
In-House Support & Other Services	\$16,286	6	%	
Electronic Payment Services	93,870	43	%	
Outsourcing Services	15,574	10	%	
Implementation Services	6,019	9	%	
Total Increase	\$131,749			

Support and service revenues are generated from implementation services (including conversion, installation, configuration and training), annual support to assist the customer in operating their systems and to enhance and update the software, outsourced data processing services and electronic payment services. There was strong growth in all support and service revenue components in fiscal 2011.

In-house support and other services revenue increased as the acquisition of GFSI contributed additional revenue of \$5,648 compared to a year ago. Additionally, annual maintenance fees have increased as our customers' assets have grown and revenue from our complementary products has grown as the total number of supported in-house customers has grown.

Electronic payment services includes ATM, debit and credit card transaction processing, online bill payment services, remote deposit capture and transaction processing services, with revenues being primarily derived from transaction fees typically under five-year service contracts with our customers. Electronic payment services continued to experience the largest percentage revenue growth. The revenue growth is attributable to the acquisitions of GFSI, PTSI and iPay, which combined to add \$68,663 during the current year, and organic revenue growth within electronic payment services, excluding the effects of the acquisitions, continues to be strong with an increase of 12% over the prior fiscal year.

Outsourcing services are performed through our data and item processing centers, with revenues primarily derived from monthly usage or transaction fees typically under five-year service contracts with our customers. Outsourcing services for banks and credit unions continue to drive revenue growth as customers continue to choose outsourcing for the delivery of our solutions. We expect the trend towards outsourced product delivery to benefit outsourcing services revenue for the foreseeable future.

The increase in implementation services revenue is primarily related to acquisition related revenues of \$2,683 for GFSI (acquired in the second quarter of fiscal 2010) and increased revenue from merger conversions of \$3,754 for existing customers that acquired other financial institutions.

Hardware Revenue	Year Ended		% Change	
	June 30,			
	2011	2010		
Hardware	\$61,577	\$63,857	(4	)%
Percentage of total revenue	6	% 8	%	

The Company has entered into remarketing agreements with several hardware manufacturers under which we sell computer hardware, hardware maintenance and related services to our customers. Revenue related to hardware sales is recognized when the hardware is shipped to our customers.

Hardware revenue decreased slightly due to a decrease in the number of hardware systems and components delivered compared to last year. Hardware revenue has been generally commensurate with the trends in license revenue; however, we expect the overall decreasing trend in hardware sales to continue due to the trend towards outsourcing contracts, which typically do not include hardware.

**COST OF SALES AND GROSS PROFIT**

Cost of license represents the cost of software from third party vendors through remarketing agreements associated

23

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Table of Contents

with license fee revenue. These costs are recognized when license revenue is recognized. Cost of support and service represents costs associated with conversion and implementation efforts, ongoing support for our in-house customers, operation of our data and item centers providing services for our outsourced customers, electronic payment services and direct operating costs. These costs are recognized as they are incurred. Cost of hardware consists of the direct and indirect costs of purchasing the equipment from the manufacturers and delivery to our customers. These costs are recognized at the same time as the related hardware revenue is recognized. Ongoing operating costs to provide support to our customers are recognized as they are incurred.

Cost of Sales and Gross Profit	Year Ended		% Change	
	June 30, 2011	2010		
Cost of License	\$6,285	\$5,827	8	%
Percentage of total revenue	1	% 1		%
License Gross Profit	\$46,782	\$46,398	1	%
Gross Profit Margin	88	% 89		%
Cost of support and service	\$515,917	\$438,476	18	%
Percentage of total revenue	53	% 52		%
Support and Service Gross Profit	\$336,336	\$282,028	19	%
Gross Profit Margin	39	% 39		%
Cost of hardware	\$45,361	\$47,163	(4	)%
Percentage of total revenue	5	% 6		%
Hardware Gross Profit	\$16,216	\$16,694	(3	)%
Gross Profit Margin	26	% 26		%
TOTAL COST OF SALES	\$567,563	\$491,466	15	%
Percentage of total revenue	59	% 59		%
TOTAL GROSS PROFIT	\$399,334	\$345,120	16	%
Gross Profit Margin	41	% 41		%

Cost of license depends greatly on third party reseller agreement software vendor costs. During the current year, these costs have increased as a percentage of license revenue as complementary software sales that have associated third party vendor costs have increased.

Cost of support and service increased for the year commensurate with the increase in support and services revenue. Support and service gross profit has increased over the prior year as a result of the acquisitions of GFSI, PTSI and iPay, which combined to contribute additional support and service gross profit of \$38,177 over last year. Support and service gross profit margin remained consistent year over year with the additional combined margins for GFSI and iPay of 45% being offset by lower margins achieved for PTSI of 30%.

Cost of hardware has fluctuated in line with hardware revenue for the current year.

**OPERATING EXPENSES**

Selling and Marketing	Year Ended		% Change	
	June 30, 2011	2010		
Selling and marketing	\$68,061	\$60,875	12	%
Percentage of total revenue	7	% 7		%

Dedicated sales forces, inside sales teams, technical sales support teams and channel partners conduct our sales efforts for our two reportable segments, and are overseen by regional sales managers. Our sales executives are responsible for pursuing lead generation activities for new core customers. Our account executives nurture long-term relationships with our client base and cross sell our many complementary products and services.

For the 2011 fiscal year, selling and marketing expenses increased primarily due to increasing personnel costs, including commission expenses, for the additional employees acquired in the fiscal 2010 acquisitions, which added \$6,001 to this line during the current year. Selling and marketing expenses have remained consistent as a percentage of total



Table of Contents

revenue due to the continued focus on cost management throughout the Company.

Research and Development	Year Ended		% Change	
	June 30,			
	2011	2010		
Research and development	\$63,395	\$50,820	25	%
Percentage of total revenue	7	% 6		%

We devote significant effort and expense to develop new software, service products and continually upgrade and enhance our existing offerings. Typically, we upgrade our various core and complementary software applications once per year. We believe our research and development efforts are highly efficient because of the extensive experience of our research and development staff and because our product development is highly customer-driven.

Research and development expenses increased due to the acquisitions in fiscal 2010 and increased personnel, consultant, and independent contractor costs compared to the same period a year ago. This also caused the increase from 6% of total revenue in fiscal 2010 to 7% in fiscal 2011.

General and Administrative	Year Ended		% Change	
	June 30,			
	2011	2010		
General and administrative	\$51,561	\$51,172	1	%
Percentage of total revenue	5	% 6		%

General and administrative costs include all expenses related to finance, legal, human resources, plus all administrative costs.

General and administrative expenses increased slightly for the year due to additional personnel and other costs from the prior year acquisitions. This increase was partially offset by one-time acquisition transaction costs incurred in fiscal 2010 of \$4,237 with no comparable costs in fiscal 2011.

**INTEREST INCOME (EXPENSE)**

Interest income decreased 22% from \$161 to \$125 due primarily to lower interest rates on invested balances. Interest expense increased from \$1,618 to \$8,930 due to increased borrowings made in the fourth quarter of fiscal 2010 to consummate the acquisition of iPay.

**PROVISION FOR INCOME TAXES**

The provision for income taxes was \$70,041 or 33.8% of income before income taxes in fiscal 2011 compared with \$62,926 or 34.8% of income before income taxes fiscal 2010. The decrease in the effective tax rate was primarily due to the extension of the Research and Experimentation Credit ("R&E Credit"), effective January 1, 2010, as well as the increase in the applicable deduction percentage for Domestic Production Activities (IRC Section 199), effective for fiscal 2011.

**NET INCOME**

Net income increased, moving from \$117,870, or \$1.38 per diluted share in fiscal 2010 to \$137,471, or \$1.59 per diluted share in fiscal 2011.

**REPORTABLE SEGMENT DISCUSSION**

The Company is a provider of integrated computer systems that perform data processing (available for in-house installations or outsourced services) for banks and credit unions. The Company's operations are classified into two reportable segments: bank systems and services ("Bank") and credit union systems and services ("Credit Union"). The Company evaluates the performance of its segments and allocates resources to them based on various factors, including prospects for growth, return on investment, and return on revenue.

**Bank Systems and Services**

	2012	% Change	2011	% Change	2010
Revenue	\$778,455	4	\$746,892	11	\$672,282
Gross profit	\$321,515	2	\$315,994	12	\$283,100
Gross profit margin	41	%	42	%	42



Table of Contents

In fiscal 2012, revenue increased 4% overall in the Bank systems and services reportable segment compared to the prior year. The increase was due mainly to 12% growth in electronic transaction processing services and a 4% increase in outsourcing services. The increasing proportion of support and service revenue at 40% gross margin has driven the small decrease in gross margin compared to last year.

In fiscal 2011, revenue increased 11% overall in the bank systems and services reportable segment compared to the prior year. The increase was due primarily to the acquisitions of GFSI and iPay, which added \$40,150 of additional revenue in fiscal 2011, mainly in support and services in the bank systems and services reportable segment which increased 14% over the prior year, coupled with electronic payment services organic revenue growth of nearly 12% over the prior year. Gross profit margin remained consistent year over year, with GFSI and iPay margins performing within expectations.

## Credit Union Systems and Services

	2012	% Change	2011	% Change	2010
Revenue	\$248,654	13	\$220,005	34	\$164,304
Gross profit	\$102,215	23	\$83,340	34	\$62,020
Gross profit margin	41	%	38	%	38

In fiscal 2012, revenue in the Credit Union systems and services reportable segment has increased in all three of our revenue areas (license, support & service and hardware). Support & service revenues grew 14% through increases in all components, particularly electronic payment services due to the continuing growth of our transaction processing and debit/credit card processing services and implementation services due to increased Episys® installations. Gross profit margins for the Credit Union segment have increased mainly due to increased license revenue (achieving 93% margin) and increased electronic payment services margins from incremental transaction-based revenues.

In fiscal 2011, revenues in the credit union systems and services reportable segment increased 34% from fiscal 2010. All components of revenue increased, particularly support and service revenue, which increased by 38% over the prior year. This was due primarily to the acquisitions of PTSI and iPay, which added revenue of \$38,482 to current year revenue, and electronic payment services which experienced 11% organic revenue growth. Gross profit margins have remained constant as a result of strong iPay margins being offset by slightly lower margins from the PTSI products.

## LIQUIDITY AND CAPITAL RESOURCES

We have historically generated positive cash flow from operations and have generally used funds generated from operations and short-term borrowings on our revolving credit facility to meet capital requirements. We expect this trend to continue in the future.

The Company's cash and cash equivalents increased to \$157,313 at June 30, 2012 from \$63,125 at June 30, 2011. The cash balance at June 30, 2011 was lower than the balance at June 30, 2012 primarily due to repayments of the \$100,000 bullet loan and the \$120,000 revolving credit facility during last fiscal year.

The following table summarizes net cash from operating activities in the statement of cash flows:

	Year Ended June 30,		
	2012	2011	2010
Net income	\$154,984	\$137,471	\$117,870
Non-cash expenses	125,377	116,788	92,317
Change in receivables	(10,795	) 940	(1,539
Change in deferred revenue	896	19,487	10,775
Change in other assets and liabilities	(5,912	) (34,554	) (725
Net cash provided by operating activities	\$264,550	\$240,132	\$218,698

Cash provided by operating activities increased 10% compared to last year. Cash from operations is primarily used to repay debt, pay dividends and fund acquisitions and other capital expenditures. The increase compared to last year reflects increased earnings driven by continued strong revenue growth, ongoing cost control and decreased interest costs.

Cash used in investing activities for the fiscal year ended June 30, 2012 totaled \$76,262. The largest use of cash included capital expenditures on facilities and equipment of \$41,441, including build-out of our Allen, TX facility,

computer equipment purchases and related purchased software. Other major uses of cash included \$37,873 for the development of software and \$720 for the acquisition of customer contracts. This expenditure has been partially offset

## Table of Contents

by \$2,772 proceeds from sale of assets, mainly from an aircraft sale. Cash used in investing activities for the fiscal year ended June 30, 2011 was \$59,038 and included capital expenditures for facilities and equipment of \$32,085 and \$26,954 for the development of software.

Financing activities used cash of \$94,100 during the current year. There were cash outflows to repay long and short term borrowings on our credit facilities of \$35,280, dividends paid to stockholders of \$38,128 and repurchases of treasury shares of \$34,371. Cash used was partially offset by \$13,679 net proceeds from the issuance of stock and tax related to stock-based compensation. During fiscal 2011, net cash used by financing activities was \$243,487 and included \$229,854 repayments on our lines of credit and \$34,391 in dividend payments to shareholders, partially offset by \$20,359 of net proceeds from the issuance of stock and tax related to stock-based compensation.

The Company generally uses existing resources and funds generated from operations to meet its capital requirements. Capital expenditures in the fiscal year were made primarily for additional equipment and the improvement of existing facilities. These additions were funded from cash generated by operations.

The Board of Directors has authorized the Company to repurchase shares of its common stock. Under this authorization, the Company may finance its share repurchases with available cash reserves or short-term borrowings on its existing credit facilities. The share repurchase program does not include specific price targets or timetables and may be suspended at any time. At June 30, 2012, there were 15,452 shares in treasury stock and the Company had the remaining authority to repurchase up to 4,539 additional shares. The total cost of treasury shares at June 30, 2012 is \$343,956. During fiscal 2012, the Company repurchased 1,045 treasury shares for \$34,371. There were no repurchases of treasury stock in fiscal 2011.

On August 24, 2012, the Company's Board of Directors declared a cash dividend of \$0.115 per share on its common stock, payable on September 28, 2012 to shareholders of record on September 7, 2012. Current funds from operations are adequate for this purpose. The Board has indicated that it plans to continue paying dividends as long as the Company's financial picture continues to be favorable.

The Company has entered into a bank credit facility agreement that includes a revolving loan and a term loan.

### Revolving credit facility

The long term revolving loan allows for borrowings of up to \$150,000, which may be increased by the Company at any time until maturity to \$250,000. The revolving loan terminates June 4, 2015. At June 30, 2012, there was no outstanding revolving loan balance.

### Term loan

The term loan had an original principal balance of \$150,000, with quarterly principal payments of \$5,625 that began on September 30, 2011. The remaining outstanding balance on June 4, 2015 is due and payable on that date. At June 30, 2012, the outstanding balance of \$127,500 was bearing interest at a rate of 2.47%, and \$22,500 will be maturing within the next twelve months.

Each of the above loans bear interest at a variable rate equal to (a) a rate based on LIBOR or (b) an alternate base rate (the greater of (a) the Federal Funds Rate plus 0.5%, (b) the Prime Rate or (c) LIBOR plus 1.0%), plus an applicable percentage in each case determined by the Company's leverage ratio. The loans are secured by pledges of capital stock of certain subsidiaries of the Company. The loans are also guaranteed by certain subsidiaries of the Company. The credit facility is subject to various financial covenants that require the Company to maintain certain financial ratios as defined in the agreement. As of June 30, 2012, the Company was in compliance with all such covenants.

### Capital leases

The Company has entered into various capital lease obligations for the use of certain computer equipment. Long term capital lease obligations were entered into of which \$3,518 remains outstanding at June 30, 2012 and \$2,352 will be maturing within the next twelve months. The Company also has short term capital lease obligations totaling \$206 at June 30, 2012.

### Other lines of credit

The Company renewed an unsecured bank credit line on April 29, 2012 which provides for funding of up to \$5,000 and bears interest at the prime rate less 1% (2.25% at June 30, 2012). The credit line was renewed through April 29, 2014. At June 30, 2012, no amount was outstanding.

**OFF BALANCE SHEET ARRANGEMENTS AND CONTRACTUAL OBLIGATIONS**

At June 30, 2012 the Company's total off balance sheet contractual obligations were \$35,371. This balance consists of \$23,426 of long-term operating leases for various facilities and equipment which expire from 2013 to 2018 and the



Table of Contents

remaining \$11,945 is for purchase commitments related to property and equipment. The contractual obligations table below excludes \$6,385 of liabilities for uncertain tax positions as we are unable to reasonably estimate the ultimate amount or timing of settlement.

Contractual obligations by period as of June 30, 2012	Less than 1 year	1-3 years	3-5 years	More than 5 years	TOTAL
Operating lease obligations	\$6,852	\$9,697	\$5,427	\$1,450	\$23,426
Capital lease obligations	2,558	1,166	—	—	3,724
Notes payable, including accrued interest	23,103	45,000	60,000	—	128,103
Purchase obligations	11,945	—	—	—	11,945
Total	\$44,458	\$55,863	\$65,427	\$1,450	\$167,198

**RECENT ACCOUNTING PRONOUNCEMENTS**

The Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2011-04, Fair Value Measurement in May 31, 2011, which became effective for the Company on January 1, 2012. The updated explanatory guidance on measuring fair value did not have a significant impact on our fair value calculations and no additional fair value measurements were required as a result of the update.

The FASB also issued ASU No. 2011-05, Comprehensive Income in June 2011, which is effective for the Company beginning July 1, 2012 and will be applied retrospectively. The updated guidance requires non-owner changes in stockholders' equity to be reported either in a single continuous statement of comprehensive income or in two separate but consecutive statements, rather than as part of the statement of changes in stockholders' equity. No changes in disclosure are anticipated as a result of the update.

In September 2011, the FASB issued ASU No. 2011-08, Testing Goodwill for Impairment, which is effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011, although early adoption is permitted. The amendments in the update permit an entity to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test. The provisions in this update will be effective for the Company beginning July 1, 2012.

In July 2012, the FASB issued ASU No. 2012-02, Intangibles - Goodwill and Other. The amendments in the update permit an entity to first assess qualitative factors to determine whether it is more likely than not that the fair value of an indefinite-lived intangible asset is impaired as a basis for determining whether it is necessary to perform the quantitative impairment test. The provisions in this update will be effective for the Company beginning July 1, 2013.

**CRITICAL ACCOUNTING POLICIES**

We prepare our consolidated financial statements in accordance with accounting principles generally accepted in the United States ("U.S. GAAP"). The significant accounting policies are discussed in Note 1 to the consolidated financial statements. The preparation of consolidated financial statements in accordance with U.S. GAAP requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenue and expenses, as well as disclosure of contingent assets and liabilities. We base our estimates and judgments upon historical experience and other factors believed to be reasonable under the circumstances. Changes in estimates or assumptions could result in a material adjustment to the consolidated financial statements.

We have identified several critical accounting estimates. An accounting estimate is considered critical if both: (a) the nature of the estimates or assumptions is material due to the levels of subjectivity and judgment involved, and (b) the impact of changes in the estimates and assumptions would have a material effect on the consolidated financial statements.

**Revenue Recognition**

We recognize revenue in accordance with generally accepted accounting principles and with guidance provided within Staff Accounting Bulletins issued by the Securities and Exchange Commission. The application of these pronouncements requires judgment, including whether a software arrangement includes multiple elements, whether

any elements are essential to the functionality of any other elements, and whether vendor-specific objective evidence (“VSOE”) of fair value exists for those elements. Customers receive certain elements of our products over time. Changes to the elements in a software arrangement or in our ability to identify VSOE for those elements could materially impact

28

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## Table of Contents

the amount of earned and unearned revenue reflected in the financial statements.

**License Fee Revenue.** For software license agreements that do not require significant modification or customization of the software, the Company recognizes software license revenue when persuasive evidence of an arrangement exists, delivery of the product has occurred, the license fee is fixed and determinable and collection is probable. The Company's software license agreements generally include multiple products and services or "elements." None of these elements alone are deemed to be essential to the functionality of the other elements. Generally accepted accounting principles require revenue earned on software arrangements involving multiple elements to be allocated to each element based on VSOE of fair value. Fair value is determined for license fees based upon the price charged when sold separately. When we determine that VSOE does not exist for one or more of the delivered elements of a software arrangement, but does exist for all of the undelivered elements, revenue is recognized following the residual method allowed by current accounting pronouncements. Under the residual method, a residual amount of the total arrangement fee is recognized as revenue for the delivered elements after the established fair value of all undelivered elements has been deducted.

**Support and Service Fee Revenue.** Implementation services are generally for installation, implementation, and configuration of our systems and for training of our customer's employees. These services are not considered essential to the functionality of the related software. VSOE of fair value is established by pricing used when these services are sold separately. Generally, revenue is recognized when services are completed. On certain larger implementations, revenue is recognized based on milestones during the implementation. Milestones are triggered by tasks completed or based on direct labor hours.

Maintenance support revenue is recognized pro-rata over the contract period, typically one year. VSOE of fair value is determined based on contract renewal rates.

Outsourced data processing services and ATM, debit card, and other transaction processing services revenues are recognized in the month the transactions were processed or the services were rendered.

**Hardware Revenue:** Hardware revenue is recognized upon delivery to the customer, when title and risk of loss are transferred. In most cases, we do not stock in inventory the hardware products we sell, but arrange for third-party suppliers to drop-ship the products to our customers on our behalf. Some of our hardware revenues are derived under "arrangements" as defined within U.S. GAAP. To the extent hardware revenue is part of such an arrangement and is not deemed essential to the functionality of any of the other elements to the arrangement, it is recognized based on VSOE of fair value at the time of delivery. The Company also remarkets maintenance contracts on hardware to our customers. Hardware maintenance revenue is recognized ratably over the agreement period.

### **Depreciation and Amortization Expense**

The calculation of depreciation and amortization expense is based on the estimated economic lives of the underlying property, plant and equipment and intangible assets, which have been examined for their useful life and determined that no impairment exists. We believe it is unlikely that any significant changes to the useful lives of our tangible and intangible assets will occur in the near term, but rapid changes in technology or changes in market conditions could result in revisions to such estimates that could materially affect the carrying value of these assets and the Company's future consolidated operating results. All long lived assets are tested for valuation and potential impairment on a scheduled annual basis.

### **Capitalization of software development costs**

We capitalize certain costs incurred to develop commercial software products and to develop or purchase internal-use software. Significant estimates and assumptions include: determining the appropriate period over which to amortize the capitalized costs based on the estimated useful lives, estimating the marketability of the commercial software products and related future revenues, and assessing the unamortized cost balances for impairment. For commercial software products, determining the appropriate amortization period is based on estimates of future revenues from sales of the products. We consider various factors to project marketability and future revenues, including an assessment of alternative solutions or products, current and historical demand for the product, and anticipated changes in technology that may make the product obsolete. A significant change in an estimate related to one or more software products could result in a material change to our results of operations.

Estimates used to determine current and deferred income taxes

We make certain estimates and judgments in determining income tax expense for financial statement purposes. These estimates and judgments occur in the calculation of certain tax assets and liabilities, which arise from differences in the timing of recognition of revenue and expense for tax and financial statement purposes. We also must determine the likelihood of recoverability of deferred tax assets, and adjust any valuation allowances accordingly. Considerations include the period of expiration of the tax asset, planned use of the tax asset, and historical and projected taxable

Table of Contents

income as well as tax liabilities for the tax jurisdiction to which the tax asset relates. Valuation allowances are evaluated periodically and will be subject to change in each future reporting period as a result of changes in one or more of these factors. Also, liabilities for uncertain tax positions require significant judgment in determining what constitutes an individual tax position as well as assessing the outcome of each tax position. Changes in judgment as to recognition or measurement of tax positions can materially affect the estimate of the effective tax rate and consequently, affect our financial results.

**Assumptions related to purchase accounting and goodwill**

We account for our acquisitions using the purchase method of accounting. This method requires estimates to determine the fair values of assets and liabilities acquired, including judgments to determine any acquired intangible assets such as customer-related intangibles, as well as assessments of the fair value of existing assets such as property and equipment. Liabilities acquired can include balances for litigation and other contingency reserves established prior to or at the time of acquisition, and require judgment in ascertaining a reasonable value. Third party valuation firms may be used to assist in the appraisal of certain assets and liabilities, but even those determinations would be based on significant estimates provided by us, such as forecast revenues or profits on contract-related intangibles. Numerous factors are typically considered in the purchase accounting assessments, which are conducted by Company professionals from legal, finance, human resources, information systems, program management and other disciplines. Changes in assumptions and estimates of the acquired assets and liabilities would result in changes to the fair values, resulting in an offsetting change to the goodwill balance associated with the business acquired.

As goodwill is not amortized, goodwill balances are regularly assessed for potential impairment. Such assessments require an analysis of future cash flow projections as well as a determination of an appropriate discount rate to calculate present values. Cash flow projections are based on management-approved estimates, which involve the input of numerous Company professionals from finance, operations and program management. Key factors used in estimating future cash flows include assessments of labor and other direct costs on existing contracts, estimates of overhead costs and other indirect costs, and assessments of new business prospects and projected win rates. The Company's most recent assessment indicates that no reporting units are currently at risk of impairment; however, significant changes in the estimates and assumptions used in purchase accounting and goodwill impairment testing could have a material effect on the consolidated financial statements.

**ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Market risk refers to the risk that a change in the level of one or more market prices, interest rates, indices, volatilities, correlations or other market factors such as liquidity, will result in losses for a certain financial instrument or group of financial instruments. We are currently exposed to credit risk on credit extended to customers and interest risk on outstanding debt. We do not currently use any derivative financial instruments. We actively monitor these risks through a variety of controlled procedures involving senior management.

Based on the controls in place and the credit worthiness of the customer base, we believe the credit risk associated with the extension of credit to our customers will not have a material adverse effect on our consolidated financial position, results of operations or cash flows.

Based on our outstanding debt with variable interest rates as of June 30, 2012, a 1% increase in our borrowing rate would increase annual interest expense in fiscal 2013 by less than \$1,300.

Table of Contents

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Index to Financial Statements

Report of Independent Registered Public Accounting Firm 32

Management's Annual Report on Internal Control over Financial Reporting 33

Report of Independent Registered Public Accounting Firm 34

Financial Statements

Consolidated Statements of Income,  
Years Ended June 30, 2012, 2011, and 2010 35

Consolidated Balance Sheets,  
June 30, 2012 and 2011 36

Consolidated Statements of Changes in Stockholders' Equity,  
Years Ended June 30, 2012, 2011, and 2010 37

Consolidated Statements of Cash Flows,  
Years Ended June 30, 2012, 2011 and 2010 38

Notes to Consolidated Financial Statements 39

Financial Statement Schedules

There are no schedules included because they are not applicable or the required information is shown in the consolidated financial statements or notes thereto.

Table of Contents

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of  
Jack Henry & Associates, Inc.  
Monett, Missouri

We have audited the accompanying consolidated balance sheets of Jack Henry & Associates, Inc. and subsidiaries (the "Company") as of June 30, 2012 and 2011, and the related consolidated statements of income, changes in stockholders' equity, and cash flows for each of the three years in the period ended June 30, 2012. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of Jack Henry & Associates, Inc. and subsidiaries as of June 30, 2012 and 2011, and the results of their operations and their cash flows for each of the three years in the period June 30, 2012, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of June 30, 2012, based on the criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated August 27, 2012 expressed an unqualified opinion on the Company's internal control over financial reporting.

/s/ DELOITTE & TOUCHE LLP  
Kansas City, Missouri  
August 27, 2012

Table of Contents

MANAGEMENT'S ANNUAL REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The management of Jack Henry & Associates, Inc. is responsible for establishing and maintaining adequate internal control over financial reporting. The Company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Company's consolidated financial statements for external reporting purposes in accordance with accounting principles generally accepted in the United States of America.

The Company's internal control over financial reporting includes policies and procedures pertaining to the maintenance of records that, in reasonable detail, accurately and fairly reflect transactions and dispositions of assets; provide reasonable assurance transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with accounting principles generally accepted in the United States of America, and receipts and expenditures are being made only in accordance with authorizations of management and the directors of the Company; and provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the Company's consolidated financial statements. All internal controls, no matter how well designed, have inherent limitations. Therefore, even where internal control over financial reporting is determined to be effective, it can provide only reasonable assurance.

Projections of any evaluation of effectiveness to future periods are subject to the risk controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate.

As of the end of the Company's 2012 fiscal year, management conducted an assessment of the effectiveness of the Company's internal control over financial reporting based on the framework established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on this assessment, management has determined the Company's internal control over financial reporting as of June 30, 2012 was effective.

The Company's internal control over financial reporting as of June 30, 2012 has been audited by the Company's independent registered public accounting firm, as stated in their report appearing on the next page.



Table of Contents

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of  
Jack Henry & Associates, Inc.  
Monett, Missouri

We have audited the internal control over financial reporting of Jack Henry & Associates, Inc. and subsidiaries (the “Company”) as of June 30, 2012, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company’s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management’s Annual Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company’s internal control over financial reporting based on our audit.

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

A company's internal control over financial reporting is a process designed by, or under the supervision of, the company's principal executive and principal financial officers, or persons performing similar functions, and effected by the company's board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of June 30, 2012, based on the criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements as of and for the year ended June 30, 2012 of the Company and our report dated August 27, 2012 expressed an unqualified opinion on those financial statements.

/s/ DELOITTE & TOUCHE LLP  
Kansas City, Missouri  
August 27, 2012

Table of Contents

JACK HENRY & ASSOCIATES, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF INCOME  
(In Thousands, Except Per Share Data)

	Year Ended June 30,		
	2012	2011	2010
REVENUE			
License	\$54,811	\$53,067	\$52,225
Support and service	909,176	852,253	720,504
Hardware	63,122	61,577	63,857
Total revenue	1,027,109	966,897	836,586
COST OF SALES			
Cost of license	6,111	6,285	5,827
Cost of support and service	551,285	515,917	438,476
Cost of hardware	45,983	45,361	47,163
Total cost of sales	603,379	567,563	491,466
GROSS PROFIT	423,730	399,334	345,120
OPERATING EXPENSES			
Selling and marketing	76,500	68,061	60,875
Research and development	60,876	63,395	50,820
General and administrative	50,119	51,561	51,172
Total operating expenses	187,495	183,017	162,867
OPERATING INCOME	236,235	216,317	182,253
INTEREST INCOME (EXPENSE)			
Interest income	1,176	125	161
Interest expense	(5,743)	) (8,930	) (1,618
Total interest income (expense)	(4,567)	) (8,805	) (1,457
INCOME BEFORE INCOME TAXES	231,668	207,512	180,796
PROVISION FOR INCOME TAXES	76,684	70,041	62,926
NET INCOME	\$154,984	\$137,471	\$117,870
Diluted earnings per share	\$1.78	\$1.59	\$1.38
Diluted weighted average shares outstanding	87,287	86,687	85,381
Basic earnings per share	\$1.79	\$1.60	\$1.39
Basic weighted average shares outstanding	86,599	85,948	84,558
Cash dividends paid per share	\$0.440	\$0.400	\$0.360

See notes to consolidated financial statements.



Table of Contents

JACK HENRY & ASSOCIATES, INC. AND SUBSIDIARIES  
 CONSOLIDATED BALANCE SHEETS  
 (In Thousands, Except Share and Per Share Data)

	June 30, 2012	June 30, 2011
<b>ASSETS</b>		
<b>CURRENT ASSETS:</b>		
Cash and cash equivalents	\$157,313	\$63,125
Investments, at amortized cost	—	1,000
Receivables, net	218,305	207,510
Income tax receivable	8,476	17,116
Prepaid expenses and other	61,261	45,938
Prepaid cost of product	23,294	19,261
Total current assets	468,649	353,950
<b>PROPERTY AND EQUIPMENT, net</b>	<b>276,730</b>	<b>270,186</b>
<b>OTHER ASSETS:</b>		
Non-current prepaid cost of product	21,344	19,083
Computer software, net of amortization	115,785	110,836
Other non-current assets	30,523	28,492
Customer relationships, net of amortization	162,561	179,133
Trade names, net of amortization	10,380	10,597
Goodwill	533,520	533,520
Total other assets	874,113	881,661
Total assets	\$1,619,492	\$1,505,797
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES:</b>		
Accounts payable	\$16,317	\$12,829
Accrued expenses	58,260	49,479
Deferred income tax liability	26,256	15,274
Notes payable and current maturities of long term debt	25,503	26,092
Deferred revenues	275,907	276,837
Total current liabilities	402,243	380,511
<b>LONG TERM LIABILITIES:</b>		
Non-current deferred revenues	20,093	18,267
Non-current deferred income tax liability	100,932	89,304
Debt, net of current maturities	106,166	127,939
Other long-term liabilities	7,002	10,000
Total long term liabilities	234,193	245,510
Total liabilities	636,436	626,021
<b>STOCKHOLDERS' EQUITY</b>		
Preferred stock - \$1 par value; 500,000 shares authorized, none issued	—	—
Common stock - \$0.01 par value; 250,000,000 shares authorized;		
Shares issued at 06/30/12 were 101,482,461	1,015	1,008
Shares issued at 06/30/11 were 100,766,173		
Additional paid-in capital	381,919	361,131
Retained earnings	944,078	827,222
Less treasury stock at cost		
15,452,064 shares at 06/30/12, 14,406,635 shares at 06/30/11	(343,956	) (309,585

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Total stockholders' equity	983,056	879,776
Total liabilities and equity	\$1,619,492	\$1,505,797
See notes to consolidated financial statements.		

36

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Table of Contents

JACK HENRY & ASSOCIATES, INC. AND SUBSIDIARIES  
 CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY  
 (In Thousands, Except Share and Per Share Data)

	YEAR ENDED JUNE 30,		
	2012	2011	2010
PREFERRED SHARES:	—	—	—
COMMON SHARES:			
Shares, beginning of year	100,766,173	99,808,367	98,020,796
Shares issued for equity-based payment arrangements	594,428	857,348	1,689,457
Shares issued for Employee Stock Purchase Plan	121,860	100,458	98,114
Shares, end of year	101,482,461	100,766,173	99,808,367
COMMON STOCK - PAR VALUE \$0.01 PER SHARE:			
Balance, beginning of year	\$1,008	\$998	\$980
Shares issued for equity-based payment arrangements	6	9	17
Shares issued for Employee Stock Purchase Plan	1	1	1
Balance, end of year	\$1,015	\$1,008	\$998
ADDITIONAL PAID-IN CAPITAL:			
Balance, beginning of year	\$361,131	\$334,817	\$298,378
Shares issued upon exercise of stock options	6,886	16,837	26,569
Shares issued for Employee Stock Purchase Plan	3,321	2,456	1,953
Tax benefits from share-based compensation	3,631	2,298	4,666
Stock-based compensation expense	6,950	4,723	3,251
Balance, end of year	\$381,919	\$361,131	\$334,817
RETAINED EARNINGS:			
Balance, beginning of year	\$827,222	\$724,142	\$636,733
Net income	154,984	137,471	117,870
Dividends	(38,128)	) (34,391	) (30,461
Balance, end of year	\$944,078	\$827,222	\$724,142
TREASURY STOCK:			
Balance, beginning of year	\$(309,585)	) \$(309,585	) \$(309,585
Purchase of treasury shares	(34,371	) —	—
Balance, end of year	\$(343,956)	) \$(309,585	) \$(309,585
TOTAL STOCKHOLDERS' EQUITY	\$983,056	\$879,776	\$750,372
See notes to consolidated financial statements.			

Table of Contents

JACK HENRY & ASSOCIATES, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(In Thousands)

	Year Ended		
	June 30,		
	2012	2011	2010
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Net Income	\$ 154,984	\$ 137,471	\$ 117,870
Adjustments to reconcile net income to net cash from operating activities:			
Depreciation	45,322	41,912	36,589
Amortization	49,297	48,602	34,919
Change in deferred income taxes	22,610	20,526	16,694
Expense for stock-based compensation	6,950	4,723	3,251
(Gain)/loss on disposal of assets	1,198	1,025	864
Changes in operating assets and liabilities:			
Change in receivables	(10,795	) 940	(1,539
Change in prepaid expenses, prepaid cost of product and other	(22,962	) (24,543	) (6,458
Change in accounts payable	3,488	(671	) 630
Change in accrued expenses	7,770	1,593	741
Change in income taxes	5,792	(10,933	) 4,362
Change in deferred revenues	896	19,487	10,775
Net cash from operating activities	264,550	240,132	218,698
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>			
Payment for acquisitions, net of cash acquired	—	—	(426,653
Capital expenditures	(41,441	) (32,085	) (54,509
Proceeds from sale of assets	2,772	—	1,032
Customer contracts acquired	(720	) —	—
Computer software developed	(37,873	) (26,954	) (25,586
Proceeds from investments	3,000	4,000	4,000
Purchase of investments	(2,000	) (3,999	) (3,999
Net cash from investing activities	(76,262	) (59,038	) (505,715
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>			
Borrowings on credit facilities	—	399	448,647
Repayments on credit facilities	(35,280	) (229,854	) (145,487
Purchase of treasury stock	(34,371	) —	—
Dividends paid	(38,128	) (34,391	) (30,461
Debt acquisition costs	—	—	(7,598
Excess tax benefits from stock-based compensation	3,465	1,056	661
Proceeds from issuance of common stock upon exercise of stock options	11,004	19,375	31,204
Minimum tax withholding payments related to share based compensation	(4,112	) (2,529	) (4,635
Proceeds from sale of common stock, net	3,322	2,457	1,953
Net cash from financing activities	(94,100	) (243,487	) 294,284
<b>NET CHANGE IN CASH AND CASH EQUIVALENTS</b>	<b>\$ 94,188</b>	<b>\$(62,393)</b>	<b>) \$ 7,267</b>
<b>CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD</b>	<b>\$ 63,125</b>	<b>\$ 125,518</b>	<b>\$ 118,251</b>
<b>CASH AND CASH EQUIVALENTS, END OF PERIOD</b>	<b>\$ 157,313</b>	<b>\$ 63,125</b>	<b>\$ 125,518</b>

See notes to consolidated financial statements

38

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Table of Contents

JACK HENRY & ASSOCIATES, INC. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
(In Thousands, Except Per Share Amounts)

NOTE 1. NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
DESCRIPTION OF THE COMPANY

Jack Henry & Associates, Inc. and Subsidiaries (“JHA” or the “Company”) is a provider of integrated computer systems and services that has developed and acquired a number of banking and credit union software systems. The Company's revenues are predominately earned by marketing those systems to financial institutions nationwide together with computer equipment (hardware) and by providing the conversion and software implementation services for financial institutions to utilize JHA software systems, and by providing other related services. JHA also provides continuing support and services to customers using in-house or outsourced systems.

CONSOLIDATION

The consolidated financial statements include the accounts of JHA and all of its subsidiaries, which are wholly-owned, and all intercompany accounts and transactions have been eliminated.

USE OF ESTIMATES

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

REVENUE RECOGNITION

The Company derives revenue from the following sources: license fees, support and service fees and hardware sales. There are no rights of return, condition of acceptance or price protection in the Company's sales contracts.

License Fee Revenue: For software license agreements that do not require significant modification or customization of the software, the Company recognizes software license revenue when persuasive evidence of an arrangement exists, delivery of the product has occurred, the license fee is fixed and determinable and collection is probable. The Company's software license agreements generally include multiple products and services or “elements.” None of these elements are deemed to be essential to the functionality of the other elements. Accounting principles generally accepted in the United States of America (“U.S. GAAP”) generally require revenue earned on software arrangements involving multiple elements to be allocated to each element based on vendor-specific objective evidence (“VSOE”) of fair value. Fair value is determined for license fees based upon the price charged when sold separately or, if the product is not yet sold separately, the price determined by management with relevant authority. In the event that we determine that VSOE does not exist for one or more of the delivered elements of a software arrangement, but does exist for all of the undelivered elements, revenue is recognized using the residual method. Under the residual method, a residual amount of the total arrangement fee is recognized as revenue for the delivered elements after the established fair value of all undelivered elements has been deducted.

Arrangements with customers that include significant customization, modification, or production of software are accounted for under contract accounting, with the revenue being recognized using the percentage-of-completion method.

Support and Service Fee Revenue: Implementation services are generally for installation, training, implementation, and configuration. These services are not considered essential to the functionality of the related software. VSOE of fair value is established by pricing used when these services are sold separately or, if the services are not yet sold separately, the price determined by management with relevant authority. Generally revenue is recognized when services are completed. On certain larger implementations, revenue is recognized based on milestones during the implementation. Milestones are triggered by tasks completed or based on direct labor hours.

Maintenance support revenue is recognized pro-rata over the contract period, typically one year. VSOE of fair value is determined based on contract renewal rates.

Outsourced data processing and ATM, debit card, and other transaction processing services revenue is recognized in the month the transactions are processed or the services are rendered.

**Hardware Revenue:** Hardware revenue is recognized upon delivery to the customer, when title and risk of loss are transferred. In most cases, we do not stock in inventory the hardware products we sell, but arrange for third-party suppliers to drop-ship the products to our customers on our behalf. To the extent hardware revenue is part of such an

## Table of Contents

arrangement and is not deemed essential to the functionality of any of the other elements to the arrangement, it is recognized based on fair value at the time of delivery. The Company also remarkets maintenance contracts on hardware to our customers. Hardware maintenance revenue is recognized ratably over the agreement period. Revenue-based taxes collected from customers and remitted to governmental authorities are presented on a net basis (i.e. excluded from revenues).

### PREPAID COST OF PRODUCT

Costs for remarketed hardware and software maintenance contracts, which are prepaid, are recognized ratably over the life of the contract, generally one to five years, with the related revenue amortized from deferred revenues.

### DEFERRED REVENUES

Deferred revenues consist primarily of prepaid annual software support fees and prepaid hardware maintenance fees. Hardware maintenance contracts are multi-year; therefore, the deferred revenue and maintenance are classified in accordance with the terms of the contract. Software and hardware deposits received are also reflected as deferred revenues.

### COMPUTER SOFTWARE DEVELOPMENT

The Company capitalizes new product development costs incurred from the point at which technological feasibility has been established through the point at which the product is ready for general availability. Software development costs that are capitalized are evaluated on a product-by-product basis annually and are assigned an estimated economic life based on the type of product, market characteristics, and maturity of the market for that particular product. These costs are amortized based on current and estimated future revenue from the product or on a straight-line basis, whichever yields greater amortization expense.

### CASH EQUIVALENTS

The Company considers all highly liquid investments with maturities of three months or less at the time of acquisition to be cash equivalents.

### INVESTMENTS

The Company invests its cash that is not required for current operations primarily in U.S. government securities and money market accounts. The Company has the positive intent and ability to hold its debt securities until maturity and accordingly, these securities are classified as held-to-maturity and are carried at historical cost adjusted for amortization of premiums and accretion of discounts. Premiums and discounts are amortized and accreted, respectively, to interest income using the level-yield method over the period to maturity. The held-to-maturity securities typically mature in less than one year. Interest on investments in debt securities is included in income when earned.

There were no held-to-maturity securities at June 30, 2012. At June 30, 2011, the amortized cost of held-to-maturity securities was \$1,000. Fair values of these securities did not differ significantly from amortized cost due to the nature of the securities and minor interest rate fluctuations during the periods.

### PROPERTY AND EQUIPMENT AND INTANGIBLE ASSETS

Property and equipment is stated at cost and depreciated using the straight-line method over the estimated useful lives of the assets.

Intangible assets consist of goodwill, customer relationships, computer software, and trade names acquired in business acquisitions in addition to internally developed computer software. The amounts are amortized, with the exception of those with an indefinite life (such as goodwill), over an estimated economic benefit period, generally five to twenty years.

The Company reviews its long-lived assets and identifiable intangible assets with finite lives for impairment whenever events or changes in circumstances have indicated that the carrying amount of its assets might not be recoverable. The Company evaluates goodwill and other indefinite-lived intangible assets for impairment of value on an annual basis as of January 1 and between annual tests if events or changes in circumstances indicate that the asset might be impaired.

### COMPREHENSIVE INCOME

Comprehensive income for each of the years ended June 30, 2012, 2011, and 2010 equals the Company's net income.

### REPORTABLE SEGMENT INFORMATION

In accordance with U.S. GAAP, the Company's operations are classified as two reportable segments: bank systems and services and credit union systems and services (see Note 13). Revenue by type of product and service is presented

40

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## Table of Contents

on the face of the consolidated statements of income. Substantially all the Company's revenues are derived from operations and assets located within the United States of America.

### COMMON STOCK

The Board of Directors has authorized the Company to repurchase shares of its common stock. Under this authorization, the Company may finance its share repurchases with available cash reserves or short-term borrowings on its existing credit facilities. The share repurchase program does not include specific price targets or timetables and may be suspended at any time. At June 30, 2012, there were 15,452 shares in treasury stock and the Company had the remaining authority to repurchase up to 4,539 additional shares. The total cost of treasury shares at June 30, 2012 is \$343,956. During fiscal 2012, the Company repurchased 1,045 treasury shares for \$34,371. At June 30, 2011, there were 14,407 shares in treasury stock and the Company has the authority to repurchase up to 5,584 additional shares. There were no repurchases of treasury stock in fiscal 2011.

### INCOME PER SHARE

Per share information is based on the weighted average number of common shares outstanding during the year. Stock options have been included in the calculation of income per diluted share to the extent they are dilutive. The difference between basic and diluted weighted average shares outstanding is the dilutive effect of outstanding stock options (see Note 10).

### INCOME TAXES

Deferred tax liabilities and assets are recognized for the tax effects of differences between the financial statement and tax bases of assets and liabilities. A valuation allowance would be established to reduce deferred tax assets if it is more likely than not that a deferred tax asset will not be realized.

The Company recognizes the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based upon the technical merits of the position. The tax benefits recognized in the financial statements from such a position is measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement. Also, interest and penalties expense are recognized on the full amount of deferred benefits for uncertain tax positions. Our policy is to include interest and penalties related to unrecognized tax benefits in income tax expense.

### RECENT ACCOUNTING PRONOUNCEMENTS

The Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2011-04, Fair Value Measurement in May 31, 2011, which became effective for the Company on January 1, 2012. The updated explanatory guidance on measuring fair value did not have a significant impact on our fair value calculations and no additional fair value measurements were required as a result of the update.

The FASB also issued ASU No. 2011-05, Comprehensive Income in June 2011, which is effective for the Company beginning July 1, 2012 and will be applied retrospectively. The updated guidance requires non-owner changes in stockholders' equity to be reported either in a single continuous statement of comprehensive income or in two separate but consecutive statements, rather than as part of the statement of changes in stockholders' equity. No changes in disclosure are anticipated as a result of the update.

In September 2011, the FASB issued ASU No. 2011-08, Testing Goodwill for Impairment, which is effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011, although early adoption is permitted. The amendments in the update permit an entity to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test. The provisions in this update will be effective for the Company beginning July 1, 2012.

In July 2012, the FASB issued ASU No. 2012-02, Intangibles - Goodwill and Other. The amendments in the update permit an entity to first assess qualitative factors to determine whether it is more likely than not that the fair value of an indefinite-lived intangible asset is impaired as a basis for determining whether it is necessary to perform the quantitative impairment test. The provisions in this update will be effective for the Company beginning July 1, 2013.

### NOTE 2. FAIR VALUE OF FINANCIAL INSTRUMENTS

Fair values for held-to-maturity securities are based on quoted market prices. For cash equivalents, amounts receivable or payable and short-term borrowings, fair values approximate carrying value, based on the short-term nature of the assets and liabilities. The fair value of long term debt also approximates carrying value as estimated using discounted cash flows based on the Company's current incremental borrowing rates or quoted prices in active markets.

Table of Contents

The Company's estimates of the fair value for financial assets and financial liabilities are based on the framework established in the fair value accounting guidance. The framework is based on the inputs used in valuation, gives the highest priority to quoted prices in active markets, and requires that observable inputs be used in the valuations when available. The three levels of the hierarchy are as follows:

Level 1: observable inputs such as quoted prices in active markets

Level 2: inputs other than the quoted prices in active markets that are observable either directly or indirectly

Level 3: unobservable inputs in which there is little or no market data, which requires the Company to develop its own assumptions

Fair value of financial assets, included in cash and cash equivalents, is as follows:

	Estimated Fair Value Measurements			Total Fair Value
	Quoted Prices in Active Markets (Level 1)	Significant Observable Other Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
June 30, 2012				
Financial Assets:				
Money market funds	\$116,013	\$—	\$—	\$116,013
June 30, 2011				
Financial Assets:				
Money market funds	\$24,695	\$—	\$—	\$24,695

**NOTE 3. PROPERTY AND EQUIPMENT**

The classification of property and equipment, together with their estimated useful lives is as follows:

	June 30, 2012	2011	Estimated Useful Life
Land	\$25,011	\$25,011	
Land improvements	25,954	25,882	5 - 20 years
Buildings	141,733	137,580	20 - 30 years
Leasehold improvements	22,185	24,440	5 - 20 years <sup>(1)</sup>
Equipment and furniture	262,497	230,346	5 - 8 years
Aircraft and equipment	35,029	41,605	6 - 12 years
Construction in progress	5,750	8,972	
	518,159	493,836	
Less accumulated depreciation	241,429	223,650	
Property and equipment, net	\$276,730	\$270,186	

(1) Lesser of lease term or estimated useful life

The Company had no material commitments to purchase property and equipment related to the construction of new facilities at June 30, 2012, compared to \$1,622 at June 30, 2011. Property and equipment included \$457 and \$332 that was in accrued liabilities at June 30, 2012 and 2011, respectively. Also, the Company acquired \$13,488 and \$6,020 of computer equipment through capital leases for the years ended June 30, 2012 and 2011, respectively. These amounts were excluded from capital expenditures on the statement of cash flows.

**NOTE 4. OTHER ASSETS****Goodwill**

The carrying amount of goodwill for the years ended June 30, 2012 and 2011, by reportable segments, are \$403,949 for Banking Systems and Services and \$129,571 for Credit Union Systems and Services, totaling \$533,520. There





Table of Contents

were no changes in the carrying amount of goodwill in either of the periods presented.

Trade names & Customer relationships

Information regarding other identifiable intangible assets is as follows:

	June 30, 2012	2011	
Customer relationships	\$275,005	\$278,617	
Less accumulated amortization	(112,444	) (99,484	)
Customer relationships, net	\$162,561	\$179,133	
Trade names	\$11,064	\$11,064	
Less accumulated amortization	(684	) (467	)
Trade names, net	\$10,380	\$10,597	
Computer software	\$246,707	\$209,458	
Less accumulated amortization	(130,922	) (98,622	)
Computer software, net	\$115,785	\$110,836	

Most of our trade name assets have been determined to have indefinite lives and are not amortized. Customer relationships have lives ranging from 5 to 20 years.

Computer software includes the unamortized cost of software products developed or acquired by the Company, which are capitalized and amortized over useful lives ranging from 5 to 10 years. Amortization expense for computer software totaled \$32,807, \$31,189, and \$17,782 for the fiscal years ended June 30, 2012, 2011, and 2010, respectively.

There were no material impairments in any of the fiscal years presented.

Amortization expense for all intangible assets was \$49,297, \$48,602, and \$34,919 for the fiscal years ended June 30, 2012, 2011, and 2010, respectively. The estimated aggregate future amortization expense for each of the next five years for all intangible assets remaining as of June 30, 2012, is as follows:

Years Ending June 30,	Software	Customer Relationships	Total
2013	\$29,822	\$14,522	\$44,344
2014	25,490	14,522	40,012
2015	19,656	14,082	33,738
2016	12,805	13,565	26,370
2017	3,975	13,363	17,338

## NOTE 5. DEBT

The Company's outstanding long and short term debt is as follows:

	June 30, 2012	June 30, 2011
<b>LONG TERM DEBT</b>		
Term loan	\$127,500	\$150,000
Capital leases	3,518	—
Other borrowings	445	1,015
	131,463	151,015
Less current maturities	25,297	23,076
Debt, net of current maturities	\$106,166	\$127,939

Table of Contents

## SHORT TERM DEBT

Capital leases	\$206	\$3,016
Current maturities of long-term debt	25,297	23,076
Notes payable and current maturities of long term debt	\$25,503	\$26,092

The following table summarizes the annual principal payments required as of June 30, 2012:

Years ended June 30,	
2013	\$25,503
2014	23,666
2015	22,500
2016	60,000
2017	—
Thereafter	—
	\$131,669

The Company has a bank credit facility agreement that includes a revolving credit facility and a term loan.

## Revolving credit facility

The long term revolving loan allows for borrowings of up to \$150,000, which may be increased by the Company at any time until maturity to \$250,000. The revolving loan terminates June 4, 2015. At June 30, 2012, there was no outstanding revolving loan balance.

## Term loan

The term loan had an original principal balance of \$150,000, with quarterly principal payments of \$5,625 that began on September 30, 2011. The remaining outstanding balance on June 4, 2015 is due and payable on that date. At June 30, 2012, the outstanding balance of \$127,500 was bearing interest at a rate of 2.47%, and \$22,500 will be maturing within the next twelve months.

Each of the above loans bear interest at a variable rate equal to (a) a rate based on LIBOR or (b) an alternate base rate (the greater of (a) the Federal Funds Rate plus 0.5%, (b) the Prime Rate or (c) LIBOR plus 1.0%), plus an applicable percentage in each case determined by the Company's leverage ratio. The loans are secured by pledges of capital stock of certain subsidiaries of the Company. The loans are also guaranteed by certain subsidiaries of the Company. The credit facility is subject to various financial covenants that require the Company to maintain certain financial ratios as defined in the agreement. As of June 30, 2012, the Company was in compliance with all such covenants.

## Capital leases

The Company has entered into various capital lease obligations for the use of certain computer equipment. Long term capital lease obligations were entered into of which \$3,518 remains outstanding at June 30, 2012 of which \$2,352 will be maturing within the next twelve months. The Company also has short term capital lease obligations totaling \$206 at June 30, 2012. Included in property and equipment are assets under capital leases totaling \$13,760, which have accumulated depreciation totaling \$2,133.

## Other lines of credit

The Company renewed an unsecured bank credit line on April 29, 2012 which provides for funding of up to \$5,000 and bears interest at the prime rate less 1% (2.25% at June 30, 2012). The credit line was renewed through April 29, 2014. At June 30, 2012, no amount was outstanding.

## Interest

The Company paid interest of \$3,899, \$8,000, and \$759 in 2012, 2011, and 2010 respectively.

## NOTE 6. LEASE COMMITMENTS

The Company leases certain property under operating leases which expire over the next 6 years, but certain of the leases contain options to extend the lease term. All lease payments are based on the lapse of time but include, in some cases, payments for operating expenses and property taxes. There are no purchase options on real estate leases at this time, but most real estate leases have one or more renewal options. Certain leases on real estate are subject to annual

escalations for increases in operating expenses and property taxes.

44

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Table of Contents

As of June 30, 2012, net future minimum lease payments are as follows:

Years Ending June 30,	Lease Payments
2013	\$6,852
2014	5,347
2015	4,350
2016	3,306
2017	2,121
Thereafter	1,450
Total	\$23,426

Rent expense was \$8,410, \$8,985, and \$9,733 in 2012, 2011, and 2010 respectively.

## NOTE 7. INCOME TAXES

The provision for income taxes from continuing operations consists of the following:

	Year ended June 30,		
	2012	2011	2010
Current:			
Federal	\$48,053	\$43,334	\$39,994
State	6,022	6,180	6,238
Deferred:			
Federal	20,649	18,276	14,327
State	1,960	2,251	2,367
	\$76,684	\$70,041	\$62,926

The tax effects of temporary differences related to deferred taxes shown on the balance sheets were:

	June 30,	
	2012	2011
Deferred tax assets:		
Deferred revenue	\$8,575	\$5,372
Expense reserves (bad debts, insurance, franchise tax and vacation)	9,349	8,086
Net operating loss carryforwards	9,454	11,097
Other, net	1,410	1,122
	28,788	25,677
Deferred tax liabilities:		
Accelerated tax depreciation	(34,636	) (29,971
Accelerated tax amortization	(91,379	) (81,265
Prepaid expenses	(23,331	) (18,713
Other, net	(6,280	) —
	(155,626	) (129,949
Net deferred tax liability before valuation allowance	(126,838	) (104,272
Valuation allowance	(350	) (306
Net deferred tax liability	\$(127,188	) \$(104,578

The deferred taxes are classified on the balance sheets as follows:

Table of Contents

	2012		2011	
Deferred income taxes (current)	\$ (26,256	)	\$ (15,274	)
Deferred income taxes (long-term)	(100,932	)	(89,304	)
	\$ (127,188	)	\$ (104,578	)

The following analysis reconciles the statutory federal income tax rate to the effective income tax rates reflected above:

	Year Ended June 30,					
	2012		2011		2010	
Computed "expected" tax expense	35.0		% 35.0		% 35.0	%
Increase (reduction) in taxes resulting from:						
State income taxes, net of federal income tax benefits	2.2	%	2.6	%	2.5	%
Research and development credit	(1.8	)%	(2.0	)%	(0.7	)%
Domestic production activities deduction	(2.1	)%	(2.5	)%	(3.0	)%
Other (net)	(0.2	)%	0.7	%	1.0	%
	33.1	%	33.8	%	34.8	%

An adjustment was made during fiscal 2011 to reflect a \$3,802 reduction to the net deferred tax liability assumed upon the acquisition of iPay in fiscal 2010. Further details are provided in Note 12.

As of June 30, 2012, we have \$20,006 of net operating loss ("NOL") carryforwards pertaining to the acquisition of GFSI, which are expected to be utilized after the application of IRC Section 382. Separately, as of June 30, 2012, we had state NOL carryforwards of \$3,432. The federal and state losses have varying expiration dates, ranging from 2013 to 2030. Based on state tax rules which restrict our utilization of these losses, we believe it is more likely than not that \$350 of these losses will expire unutilized. Accordingly, a valuation allowance of \$350 and \$306 has been recorded against these assets as of June 30, 2012 and 2011, respectively.

The Company paid income taxes of \$44,962, \$60,515, and \$42,116 in 2012, 2011, and 2010 respectively.

At June 30, 2011, the Company had \$8,897 of unrecognized tax benefits. At June 30, 2012, the Company had \$6,202 of gross unrecognized tax benefits, \$4,754 of which, if recognized, would affect our effective tax rate. We had accrued interest and penalties of \$711 and \$1,030 related to uncertain tax positions at June 30, 2012 and 2011, respectively.

A reconciliation of the unrecognized tax benefits for the years ended June 30, 2012 and 2011 follows:

	Unrecognized Tax Benefits	
Balance at July 1, 2010	\$7,187	
Additions for current year tax positions	1,338	
Reductions for current year tax positions	—	
Additions for prior year tax positions	599	
Reductions for prior year tax positions	—	
Settlements	—	
Reductions related to expirations of statute of limitations	(227	)
Balance at June 30, 2011	8,897	
Additions for current year tax positions	1,673	
Reductions for current year tax positions	—	
Additions for prior year tax positions	8	
Reductions for prior year tax positions	(2,904	)
Settlements	(1,454	)
Reductions related to expirations of statute of limitations	(18	)
Balance at June 30, 2012	\$6,202	

During the fiscal year ended June 30, 2012, the Internal Revenue Service initiated an examination of the Company's U.S. federal income tax returns for the fiscal years ended June 30, 2010 and 2011. This audit is expected to be completed late in fiscal 2013 or early fiscal 2014. At this time, it is anticipated that the examination will not result in a

material change to the Company's financial statements. During the fiscal year ended June 30, 2010, the IRS

Table of Contents

commenced an examination of the Company's income tax returns for the fiscal years ended June 30, 2008 and 2009. The exam was completed in fiscal 2012 and did not result in a material change to the financial condition of the Company. The U.S. federal and state income tax returns for June 30, 2009 and all subsequent years remain subject to examination as of June 30, 2012 under statute of limitations rules. We anticipate potential changes could reduce the unrecognized tax benefits balance by \$200 - \$2,500 within twelve months of June 30, 2012.

**NOTE 8. INDUSTRY AND SUPPLIER CONCENTRATIONS**

The Company sells its products to banks, credit unions, and financial institutions throughout the United States and generally does not require collateral. All billings to customers are due 30 days from date of billing. Reserves (which are insignificant at June 30, 2012, 2011, and 2010) are maintained for potential credit losses.

In addition, the Company purchases most of its computer hardware and related maintenance for resale in relation to installation of JHA software systems from two suppliers. There are a limited number of hardware suppliers for these required items. If these relationships were terminated, it could have a significant negative impact on the future operations of the Company.

**NOTE 9. STOCK-BASED COMPENSATION**

Our pre-tax operating income for the years ended June 30, 2012, 2011 and 2010 includes \$6,950, \$4,723 and \$3,251 of equity-based compensation costs, respectively, of which \$6,364, \$4,209 and \$2,347 relates to the restricted stock plan, respectively.

**2005 NSOP and 1996 SOP**

The Company previously issued options to employees under the 1996 Stock Option Plan ("1996 SOP") and to outside directors under the 2005 Non-Qualified Stock Option Plan ("2005 NSOP").

The 1996 SOP was adopted by the Company on October 29, 1996, for its employees. Terms and vesting periods of the options were determined by the Compensation Committee of the Board of Directors when granted and for options outstanding include vesting periods up to four years. Shares of common stock were reserved for issuance under this plan at the time of each grant, which must be at or above fair market value of the stock at the grant date. The options terminate 30 days after termination of employment, three months after retirement, one year after death or 10 years after the date of grant. In October 2002, the stockholders approved an increase in the number of stock options available from 13.0 million to 18.0 million shares. The plan terminated by its terms on October 29, 2006, although options previously granted under the 1996 SOP are still outstanding and vested.

The 2005 NSOP was adopted by the Company on September 23, 2005, for its outside directors. Generally, options are exercisable beginning six months after grant at an exercise price equal to 100% of the fair market value of the stock at the grant date. For individuals who have served less than four continuous years, 25% of all options will vest after one year of service, 50% shall vest after two years, and 75% shall vest after three years of service on the Board. The options terminate upon surrender of the option, upon the expiration of one year following notification of a deceased optionee, or 10 years after grant. 700 shares of common stock have been reserved for issuance under this plan with a maximum of 100 for each director.

A summary of option plan activity under the plan is as follows:

Table of Contents

	Number of Shares	Weighted Average Exercise Price	Aggregate Intrinsic Value
Outstanding July 1, 2009	3,760	\$17.75	
Granted	50	23.65	
Forfeited	(71)	) 26.64	
Exercised	(1,842)	) 16.70	
Outstanding July 30, 2010	1,897	18.58	
Granted	—	—	
Forfeited	(47)	) 27.84	
Exercised	(860)	) 21.46	
Outstanding July 1, 2011	990	15.65	
Granted	—	—	
Forfeited	—	—	
Exercised	(526)	) 15.17	
Outstanding June 30, 2012	464	\$16.19	\$8,500
Vested June 30, 2012	464	\$16.19	\$8,500
Exercisable June 30, 2012	464	\$16.19	\$8,500

There were no options granted during fiscal 2012 or 2011. The only options granted during fiscal year 2010 were to non-employee members of the Company's board of directors. The weighted-average fair value of options granted during fiscal 2010 was \$8.90.

The assumptions used in estimating fair value and resulting compensation expenses at the grant dates are as follows:

	Year Ended June 30, 2010	
Weighted Average Assumptions:		
Expected life (years)	6.67	
Volatility	33	%
Risk free interest rate	3.0	%
Dividend yield	1.52	%

The option pricing model assumptions such as expected life, volatility, risk-free interest rate, and dividend yield impact the fair value estimate. These assumptions are subjective and generally require significant analysis and judgment to develop. When estimating fair value, some of the assumptions were based on or determined from external data (for example, the risk-free interest rate) and other assumptions were derived from our historical experience with share-based payment arrangements (e.g., volatility, expected life and dividend yield). The appropriate weight to place on historical experience is a matter of judgment, based on relevant facts and circumstances.

As of June 30, 2012, there was no unrecognized compensation costs related to stock options since all options have now vested. The weighted average remaining contractual term on options currently exercisable as of June 30, 2012 was 2.20 years.

The income tax benefits from stock option exercises totaled \$3,631, \$2,298 and \$4,666 for the years ended June 30, 2012, 2011 and 2010, respectively.

The total intrinsic value of options exercised was \$9,654, \$6,342 and \$12,694 for the fiscal years ended June 30, 2012, 2011 and 2010, respectively.

#### Restricted Stock Plan

The Restricted Stock Plan was adopted by the Company on November 1, 2005, for its employees. Up to 3,000 shares of common stock are available for issuance under the plan. Upon issuance, shares of restricted stock are subject to forfeiture and to restrictions which limit the sale or transfer of the shares during the restriction period. The restrictions will be lifted over periods ranging from three to seven years from grant date. On certain awards, the restrictions may be lifted sooner if certain targets for shareholder return are met.

The following table summarizes non-vested share awards activity:





Table of Contents

Share awards	Shares	Weighted Average Grant Date Fair Value
Outstanding July 1, 2009	267	\$21.66
Granted	139	22.59
Vested	(19	) 22.36
Forfeited	—	—
Outstanding July 1, 2010	387	21.96
Granted	102	24.54
Vested	(59	) 23.75
Forfeited	(14	) 21.88
Outstanding July 1, 2011	416	22.34
Granted	42	31.50
Vested	(106	) 22.92
Forfeited	(20	) 25.49
Outstanding June 30, 2012	332	\$23.13

The non-vested share awards will not participate in dividends during the restriction period. As a result, the weighted-average fair value of the non-vested share awards is based on the fair market value of the Company's equity shares on the grant date, less the present value of the expected future dividends to be declared during the restriction period.

At June 30, 2012, there was \$2,537 of compensation expense that has yet to be recognized related to non-vested restricted stock share awards, which will be recognized over a weighted-average period of 1.02 years.

An amendment to the Restricted Stock Plan was adopted by the Company on August 20, 2010, for its executive officers. Unit awards will be made to employees remaining in continuous employment throughout the performance period and vary based on the Company's percentile ranking in Total Shareholder Return ("TSR") over the performance period compared to a peer group of companies. TSR is defined as the change in the stock price through the performance period plus dividends per share paid during the performance period, all divided by the stock price at the beginning of the performance period. It is the intention of the Company to settle the unit awards in shares of the Company's stock.

The following table summarizes non-vested unit awards as of June 30, 2012, as well as activity for the year then ended:

Unit awards	Shares	Weighted Average Grant Date Fair Value
Outstanding July 1, 2010	—	—
Granted	293	15.77
Vested	—	—
Forfeited	—	—
Outstanding July 1, 2011	293	15.77
Granted	391	19.69
Vested	—	—
Forfeited	(12	) 15.77
Outstanding June 30, 2012	672	\$18.05

The weighted average assumptions used in this model to estimate fair value at the measurement date and resulting values are as follows:

Year Ended June 30,	
2012	2011

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Volatility	34.2	%	37.0	%
Risk free interest rate	0.31	%	0.90	%
Dividend yield	1.5	%	1.6	%
Stock Beta	0.903		0.890	

49

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Table of Contents

At June 30, 2012, there was \$7,067 of compensation expense that has yet to be recognized related to non-vested restricted stock unit awards, which will be recognized over a weighted-average period of 1.78 years.

**NOTE 10. EARNINGS PER SHARE**

The following table reflects the reconciliation between basic and diluted earnings per share:

	Year Ended		
	June 30,		
	2012	2011	2010
Net Income	\$154,984	\$137,471	\$117,870
Common share information:			
Weighted average shares outstanding for basic earnings per share	86,599	85,948	84,558
Dilutive effect of stock options and restricted stock	688	739	823
Weighted average shares outstanding for diluted earnings per share	87,287	86,687	85,381
Basic earnings per share	\$1.79	\$1.60	\$1.39
Diluted earnings per share	\$1.78	\$1.59	\$1.38

Per share information is based on the weighted average number of common shares outstanding for each of the fiscal years. Stock options and restricted stock have been included in the calculation of earnings per share to the extent they are dilutive. No anti-dilutive stock options and restricted stock were excluded from the computation of diluted earnings per share for fiscal 2012, with 12 shares excluded for fiscal 2011 and 602 shares excluded for fiscal 2010.

**NOTE 11. EMPLOYEE BENEFIT PLANS**

The Company established an employee stock purchase plan in 2006. The plan allows the majority of employees the opportunity to directly purchase shares of the Company at a 15% discount. The plan does not meet the criteria as a non-compensatory plan. As a result, the Company records the total dollar value of the stock discount given to employees under the plan as expense. Total expense recorded by the Company under the plan for the year ended June 30, 2012, 2011, and 2010 was \$586, \$434 and \$345 respectively.

The Company has a defined contribution plan for its employees, the 401(k) Retirement Savings Plan (the "Plan"). The Plan is subject to the Employee Retirement Income Security Act of 1975 ("ERISA") as amended. Under the Plan, the Company matches 100% of full time employee contributions up to 5% of compensation subject to a maximum of \$5 per year. In order to receive matching contributions, employees must be 18 years of age and be employed for at least six months. The Company has the option of making a discretionary contribution; however, none has been made for any of the three most recent fiscal years. The total matching contributions for the Plan were \$11,376, \$11,076, and \$9,369 for fiscal 2012, 2011, and 2010, respectively.

**NOTE 12. BUSINESS ACQUISITIONS**

Fiscal 2010 Acquisitions:

iPay Technologies Holding Company, LLC

On June 4, 2010, the Company acquired all of the equity interests of iPay, a provider of online bill payment solutions for both banks and credit unions, for \$301,143 paid in cash. The cash used for this acquisition was funded primarily through borrowings on available lines of credit and certain term notes issued concurrent with the acquisition.

The acquisition of iPay expanded the Company's presence in the growing electronic payments industry, strengthened the Company's electronic payments offering, and increased recurring revenue.

Through the Company's measurement period evaluation in fiscal 2011 of the preliminary purchase price allocation, we identified a \$2,817 decrease in the current deferred tax liability assumed, a \$985 decrease in the long term deferred tax liability assumed and a \$216 increase in accrued expenses assumed, with a corresponding \$3,586 decrease in the goodwill arising from the acquisition. The measurement period adjustment was attributable to new information gathered related to the deferred tax liability of iPay in preparation of its final tax return. The measurement period

adjustment in fiscal 2011 was made retrospectively on the acquisition date, June 4, 2010, and did not impact the consolidated income statement.

Table of Contents

Management completed the purchase price allocation of iPay and its assessment of the fair value of acquired assets and liabilities assumed in fiscal 2011. The recognized amounts of identifiable assets acquired and liabilities assumed, based upon their fair values as of June 4, 2010, updated for the retrospective adjustment, are set forth below:

Current assets (inclusive of cash acquired of \$353)	\$3,692	
Long-term assets	6,362	
Identifiable intangible assets	116,286	
Total liabilities assumed	(13,956	)
Total identifiable net assets	112,384	
Goodwill	188,759	
Net assets acquired	\$301,143	

The goodwill of \$188,759 arising from this acquisition consists largely of the growth potential, synergies and economies of scale expected from combining the operations of the Company with those of iPay, together with the value of iPay's assembled workforce. Goodwill from this acquisition has been allocated between our Banking Systems and Services and our Credit Union Systems and Services segments based upon the extent to each segment is expected to benefit from the synergies of the combination. Approximately 80% of the goodwill is expected to be deductible for income tax purposes.

The fair value of current assets acquired included accounts receivable of \$1,403, all of which was deemed to be collectible.

During fiscal year 2010, the Company incurred \$2,280 in costs related to the acquisition of iPay. These costs included fees for legal, accounting, valuation and other professional fees. These costs were included within general and administrative expenses.

The results of iPay's operations included in the Company's consolidated statement of operations from the acquisition date to June 30, 2010 included revenue of \$3,526 and after-tax net income of \$38.

PEMCO Technology Services, Inc.

On October 29, 2009, the Company acquired all of the issued and outstanding shares of PTSI, a provider of payment processing solutions primarily for the credit union industry, for \$61,841 paid in cash. The cash used for this acquisition was funded using borrowings against available lines of credit.

The acquisition of PTSI broadened the Company's product offerings within its electronic payments business and expanded the Company's presence in the credit union market beyond its core client base.

The recognized amounts of identifiable assets acquired and liabilities assumed, based upon their fair values as of October 29, 2009 are set forth below:

Current assets (inclusive of cash acquired of \$2,275)	\$9,448	
Long-term assets	1,222	
Identifiable intangible assets	34,912	
Total liabilities assumed	(3,572	)
Total identifiable net assets	42,010	
Goodwill	19,831	
Net assets acquired	\$61,841	

The goodwill of \$19,831 arising from this acquisition consists largely of the synergies and economies of scale expected from combining the operations of the Company with those of PTSI, together with the value of PTSI's assembled workforce. All of the goodwill from this acquisition was assigned to the Credit Union Systems and Services segment. The Company and the former shareholder of PTSI jointly made an Internal Revenue Code Section 338(h)(10) election for this acquisition. This election allows treatment of this acquisition as an asset acquisition, which permits the Company to amortize goodwill for tax purposes.

The fair value of current assets acquired includes accounts receivable of \$4,686, all of which was deemed collectible. During fiscal 2010, the Company incurred \$249 in costs related to the acquisition of PTSI. These costs included fees for legal, accounting, valuation and other professional fees. These costs were included within general and administrative expenses.

The results of PTSI's operations included in the Company's consolidated statement of operations from the acquisition date to June 30, 2010 included revenue of \$33,738 and after tax net income of \$3,289.

Table of Contents

Goldleaf Financial Solutions, Inc.

On October 1, 2009, the Company acquired all of the issued and outstanding shares of GFSI, a provider of integrated technology and payment processing solutions to financial institutions of all sizes. According to the terms of the merger agreement, each share of GFSI stock issued and outstanding was converted into the right to receive \$0.98 in cash, for a total cash outlay of \$19,085. The acquisition of GFSI has broadened the Company's market presence, strengthened our competitive position by diversifying our product and service offerings and provided significant cost synergies to the combined organization. In addition to the cash paid to acquire the outstanding shares of GFSI, the Company also paid \$48,532 in cash at closing to settle various outstanding obligations of GFSI, resulting in a total cash outlay of \$67,617. This cash outlay was funded using existing operating cash.

The recognized amounts of identifiable assets acquired and liabilities assumed, based upon their fair values as of October 1, 2009 are set forth below:

Current assets (inclusive of cash acquired of \$1,319)	\$12,952	
Long-term assets	7,466	
Identifiable intangible assets	39,845	
Total liabilities assumed	(25,727	)
Total identifiable net assets	34,536	
Goodwill	33,081	
Net assets acquired	\$67,617	

The goodwill of \$33,081 arising from the acquisition consists largely of the synergies and economies of scale expected from combining the operations of the Company with those of GFSI, together with the value of GFSI's assembled workforce. All of the goodwill was assigned to the Banking Systems and Services segment. None of this goodwill is expected to be deductible for income tax purposes.

The fair value of current assets acquired includes trade accounts receivable with a fair value of \$8,089. The gross amount receivable is \$8,769, of which \$680 was expected to be uncollectible. In addition, the Company acquired an investment in direct financing leases, which includes lease payments receivable of \$4,210, all of which was assumed to be collectible.

During fiscal 2010, the Company incurred \$1,708 in costs related to the acquisition of GFSI. These costs included fees for legal, accounting, valuation and other professional fees. These costs were included within general and administrative expenses.

The results of GFSI's operations included in the Company's consolidated statement of operations from the acquisition date to June 30, 2010 included revenue of \$44,794 and after tax net income of \$1,204.

The accompanying consolidated statements of income for the fiscal years ended June 30, 2012, 2011 and 2010 do not include any revenues and expenses related to these acquisitions prior to the respective closing dates of each acquisition. The following unaudited pro forma consolidated financial information is presented as if these acquisitions had occurred at the beginning of the periods presented. In addition, this unaudited pro forma financial information is provided for illustrative purposes only and should not be relied upon as necessarily being indicative of the historical results that would have been obtained if these acquisitions had actually occurred during those periods, or the results that may be obtained in the future as a result of these acquisitions.

Pro Forma (unaudited)	Year ended June 30,		
	2012 (Actual)	2011 (Actual)	2010 (Pro Forma)
Revenue	\$1,027,109	\$966,897	\$910,218
Gross profit	\$423,730	\$399,334	\$381,160
Net income	\$154,984	\$137,471	\$122,435
Diluted earnings per share	\$1.78	\$1.59	\$1.43
Diluted weighted average shares outstanding	87,287	86,687	85,381
Basic earnings per share	\$1.79	\$1.60	\$1.45
Basic weighted average shares outstanding	86,599	85,948	84,558



NOTE 13. REPORTABLE SEGMENT INFORMATION

The Company is a provider of integrated computer systems that perform data processing (available for in-house

52

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Table of Contents

installations or outsourced services) for banks and credit unions. The Company's operations are classified into two reportable segments: bank systems and services ("Bank") and credit union systems and services ("Credit Union"). The Company evaluates the performance of its segments and allocates resources to them based on various factors, including prospects for growth, return on investment, and return on revenue.

	Year Ended June 30, 2012		
	Bank	Credit Union	Total
REVENUE			
License	\$37,200	\$17,611	\$54,811
Support and service	696,204	212,972	909,176
Hardware	45,051	18,071	63,122
Total revenue	778,455	248,654	1,027,109
COST OF SALES			
Cost of license	4,863	1,248	6,111
Cost of support and service	419,954	131,331	551,285
Cost of hardware	32,123	13,860	45,983
Total cost of sales	456,940	146,439	603,379
GROSS PROFIT	\$321,515	\$102,215	423,730
OPERATING EXPENSES			187,495
INTEREST INCOME (EXPENSE)			(4,567 )
INCOME BEFORE INCOME TAXES			\$231,668
	Year Ended June 30, 2011		
	Bank	Credit Union	Total
REVENUE			
License	\$37,424	\$15,643	\$53,067
Support and service	665,297	186,956	852,253
Hardware	44,171	17,406	61,577
Total revenue	746,892	220,005	966,897
COST OF SALES			
Cost of license	5,008	1,277	6,285
Cost of support and service	394,040	121,877	515,917
Cost of hardware	31,850	13,511	45,361
Total cost of sales	430,898	136,665	567,563
GROSS PROFIT	\$315,994	\$83,340	399,334
OPERATING EXPENSES			183,017
INTEREST INCOME (EXPENSE)			(8,805 )
INCOME BEFORE INCOME TAXES			\$207,512



Table of Contents

	Year Ended		
	June 30, 2010		
	Bank	Credit Union	Total
REVENUE			
License	\$38,117	\$14,108	\$52,225
Support and service	585,470	135,034	720,504
Hardware	48,695	15,162	63,857
Total revenue	672,282	164,304	836,586
COST OF SALES			
Cost of license	4,732	1,095	5,827
Cost of support and service	348,489	89,987	438,476
Cost of hardware	35,961	11,202	47,163
Total cost of sales	389,182	102,284	491,466
GROSS PROFIT	\$283,100	\$62,020	345,120
OPERATING EXPENSES			162,867
INTEREST INCOME (EXPENSE)			(1,457 )
INCOME BEFORE INCOME TAXES			\$ 180,796
	For the Year Ended June 30,		
	2012	2011	2010
Depreciation expense, net			
Bank systems and services	\$41,053	\$38,830	\$34,497
Credit Unions systems and services	4,269	3,082	2,092
Total	\$45,322	\$41,912	\$36,589
Amortization expense, net			
Bank systems and services	\$35,492	\$35,507	\$27,675
Credit Unions systems and services	13,805	13,095	7,244
Total	\$49,297	\$48,602	\$34,919
Capital expenditures			
Bank systems and services	\$34,963	\$23,730	\$51,392
Credit Unions systems and services	6,478	8,355	3,117
Total	\$41,441	\$32,085	\$54,509
		June 30,	June 30,
		2012	2011
Property and equipment, net			
Bank systems and services		\$245,069	\$235,929
Credit Union systems and services		31,661	34,257
Total		\$276,730	\$270,186
Intangible assets, net			
Bank systems and services		\$591,857	\$594,507
Credit Union systems and services		230,389	239,579
Total		\$822,246	\$834,086



Table of Contents

The Company has not disclosed any additional asset information by segment, as the information is not produced internally and its preparation is impracticable.

NOTE 14. SUBSEQUENT EVENTS

The Company has evaluated any significant events occurring from the date of these financial statements through the date they were issued. The effects of any such events upon conditions existing as of the balance sheet date have been reflected within the financial statements to the extent that the effects were material. Any significant events occurring after the balance sheet date that do not relate to conditions existing as of that date are disclosed below.

On August 24, 2012, the Company's Board of Directors declared a cash dividend of \$0.115 per share on its common stock, payable on September 28, 2012 to shareholders of record on September 7, 2012.

Table of Contents

## QUARTERLY FINANCIAL INFORMATION

(unaudited)

	For the Year Ended June 30, 2012				
	Quarter 1	Quarter 2	Quarter 3	Quarter 4	Total
REVENUE					
License	\$12,264	\$13,552	\$15,009	\$13,986	\$54,811
Support and service	220,270	225,609	226,535	236,762	909,176
Hardware	15,804	16,697	14,760	15,861	63,122
Total revenue	248,338	255,858	256,304	266,609	1,027,109
COST OF SALES					
Cost of license	1,127	1,115	2,424	1,445	6,111
Cost of support and service	131,124	135,833	139,593	144,735	551,285
Cost of hardware	11,661	11,501	10,904	11,917	45,983
Total cost of sales	143,912	148,449	152,921	158,097	603,379
GROSS PROFIT	104,426	107,409	103,383	108,512	423,730
OPERATING EXPENSES					
Selling and marketing	18,754	18,164	18,994	20,588	76,500
Research and development	14,936	15,075	15,471	15,394	60,876
General and administrative	12,939	13,382	12,421	11,377	50,119
Total operating expenses	46,629	46,621	46,886	47,359	187,495
OPERATING INCOME	57,797	60,788	56,497	61,153	236,235
INTEREST INCOME (EXPENSE)					
Interest income	129	106	85	856	1,176
Interest expense	(1,456)	) (1,448)	) (1,464)	) (1,375)	) (5,743)
Total interest income (expense)	(1,327)	) (1,342)	) (1,379)	) (519)	) (4,567)
INCOME BEFORE INCOME TAXES	56,470	59,446	55,118	60,634	231,668
PROVISION FOR INCOME TAXES	19,995	20,921	18,461	17,307	76,684
NET INCOME	\$36,475	\$38,525	\$36,657	\$43,327	\$154,984
Diluted earnings per share	\$0.42	\$0.44	\$0.42	\$0.50	\$1.78
Diluted weighted average shares outstanding	87,134	87,371	87,592	87,051	87,287
Basic earnings per share	\$0.42	\$0.45	\$0.42	\$0.50	\$1.79
Basic weighted average shares outstanding	86,403	86,572	86,824	86,595	86,599

Table of Contents

	For the Year Ended June 30, 2011				
	Quarter 1	Quarter 2	Quarter 3	Quarter 4	Total
<b>REVENUE</b>					
License	\$9,459	\$15,460	\$13,025	\$15,123	\$53,067
Support and service	210,610	212,378	210,074	219,191	852,253
Hardware	14,753	14,797	17,086	14,941	61,577
Total revenue	234,822	242,635	240,185	249,255	966,897
<b>COST OF SALES</b>					
Cost of license	1,178	2,079	1,145	1,883	6,285
Cost of support and service	125,806	126,857	131,010	132,244	515,917
Cost of hardware	10,805	10,880	12,740	10,936	45,361
Total cost of sales	137,789	139,816	144,895	145,063	567,563
<b>GROSS PROFIT</b>	97,033	102,819	95,290	104,192	399,334
<b>OPERATING EXPENSES</b>					
Selling and marketing	16,362	16,979	16,929	17,791	68,061
Research and development	15,390	15,837	15,716	16,452	63,395
General and administrative	12,506	15,014	12,142	11,899	51,561
Total operating expenses	44,258	47,830	44,787	46,142	183,017
<b>OPERATING INCOME</b>	52,775	54,989	50,503	58,050	216,317
<b>INTEREST INCOME (EXPENSE)</b>					
Interest income	17	32	61	15	125
Interest expense	(2,892)	(2,487)	(1,710)	(1,841)	(8,930)
Total interest income (expense)	(2,875)	(2,455)	(1,649)	(1,826)	(8,805)
<b>INCOME BEFORE INCOME TAXES</b>	49,900	52,534	48,854	56,224	207,512
<b>PROVISION FOR INCOME TAXES</b>	18,129	16,489	15,773	19,650	70,041
<b>NET INCOME</b>	\$31,771	\$36,045	\$33,081	\$36,574	\$137,471
Diluted net income per share	\$0.37	\$0.42	\$0.38	\$0.42	\$1.59
Diluted weighted average shares outstanding	86,147	86,523	86,972	87,090	86,687
Basic net income per share	\$0.37	\$0.42	\$0.38	\$0.42	\$1.60
Basic weighted average shares outstanding	85,469	85,770	86,218	86,335	85,948



Table of Contents

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

None.

ITEM 9A. CONTROLS AND PROCEDURES

As of the end of the period covered by this Annual Report on Form 10-K, an evaluation was carried out under the supervision and with the participation of our management, including our Company's Chief Executive Officer (CEO) and Chief Financial Officer (CFO), of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Exchange Act Rules 13a-15 and 15d-15. Based upon that evaluation, the CEO and CFO concluded that our disclosure controls and procedures are effective to ensure that information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms. For this purpose, disclosure controls and procedures include controls and procedures designed to ensure that information that is required to be disclosed under the Exchange Act is accumulated and communicated to the Company's management, including the CEO and CFO, as appropriate to allow timely decisions regarding required disclosure.

The Management's Report on Internal Control over Financial Reporting required by this Item 9A is in Item 8, "Financial Statements and Supplementary Data." Deloitte & Touche LLP has audited our internal control over financial reporting as of June 30, 2012; their report is included in Item 8 of this Form 10K.

During the fiscal quarter ending June 30, 2012, there has been no change in internal control over financial reporting that has materially affected, or is reasonably likely to affect, the Company's internal control over financial reporting. Attached as Exhibits 31.1 and 31.2 to this Annual Report on Form 10-K are certifications of the CEO and the CFO, which are required in accord with Rule 13a-14 of the Securities Exchange Act of 1934 (the Exchange Act). This Controls and Procedures section includes the information concerning the controls evaluation referred to in the certifications and it should be read in conjunction with the certifications.

ITEM 9B. OTHER INFORMATION

None.

Table of Contents

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

See the information under the captions “Election of Directors”, “Corporate Governance”, “Audit Committee Report”, “Executive Officers and Significant Employees” and “Section 16(a) Beneficial Ownership Reporting Compliance” in the Company’s definitive Proxy Statement for our 2012 Annual Meeting of Stockholders which is incorporated herein by reference.

ITEM 11. EXECUTIVE COMPENSATION

See the information under captions “Compensation Discussion and Analysis”, “Executive Compensation”, “Compensation Committee Report”, “Corporate Governance”, and “Directors Compensation” in the Company’s definitive Proxy Statement which is incorporated herein by reference.

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

See the information under the captions “Stock Ownership of Certain Stockholders” and “Equity Compensation Plan Information” in the Company’s definitive Proxy Statement which is incorporated herein by reference.

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

See the information under the captions “Election of Directors” and “Certain Relationships and Related Transactions” in the Company’s definitive Proxy Statement which is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

See the information under the captions “Audit Committee Report” and “Ratification of the Selection of the Company’s Independent Registered Public Accounting Firm” in the Company’s definitive Proxy Statement which is incorporated herein by reference.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) The following documents are filed as part of this Report:

(1) The following Consolidated Financial Statements of the Company and its subsidiaries and the Report of Independent Registered Public Accounting Firm thereon appear under Item 8 of this Report:

- Reports of Independent Registered Public Accounting Firm
- Consolidated Statements of Income for the years ended June 30, 2012, 2011 and 2010
- Consolidated Balance Sheets as of June 30, 2012 and 2011
- Consolidated Statements of Changes in Stockholders’ Equity for the years ended June 30, 2012, 2011 and 2010
- Consolidated Statements of Cash Flows for the years ended June 30, 2012, 2011 and 2010
- Notes to the Consolidated Financial Statements

(2) The following Financial Statement Schedules filed as part of this Report appear under Item 8 of this Report: There are no schedules included because they are not applicable or the required information is shown in the Consolidated Financial Statements or Notes thereto.

(3) See “Index to Exhibits” set forth below.

All exhibits not attached hereto are incorporated by reference to a prior filing as indicated.

Index to Exhibits



Table of Contents

Exhibit No. Description

3.1.7 Restated Certificate of Incorporation, attached as Exhibit 3.1.7 to the Company's Annual Report on Form 10-K for the Year ended June 30, 2003.

3.2.2 Restated and Amended Bylaws, attached as Exhibit 3.2.2 to the Company's Current Report on Form 8-K filed November 13, 2008.

10.3 The Company's 1995 Non-Qualified Stock Option Plan, attached as Exhibit 10.3 to the Company's Annual Report on Form 10-K for the Year Ended June 30, 1996.

10.8 Form of Indemnity Agreement which has been entered into as of August 27, 1996, between the Company and each of its Directors and Executive Officers, attached as Exhibit 10.8 to the Company's Annual Report on Form 10-K for the Year Ended June 30, 1996.

10.9 The Company's 1996 Stock Option Plan, attached as Exhibit 10.9 to the Company's Annual Report on Form 10-K for the Year Ended June 30, 1997.

10.21 Amendment to the Company's 1996 Stock Option Plan, attached as Exhibit 10.1 to the Company's Current Report on Form 8-K filed July 5, 2005.

10.27 The Company's Restricted Stock Plan, attached as Exhibit 10.27 to the Company's Annual Report on Form 10-K filed September 12, 2006.

10.28 The Company's 2005 Non-Qualified Stock Option Plan, attached as Exhibit 10.28 to the Company's Annual Report on Form 10-K filed September 12, 2006.

10.29 Jack Henry & Associates, Inc. 2006 Employee Stock Purchase Plan, attached as Exhibit 10.29 to the Company's Current Report on Form 8-K filed November 6, 2006.

10.31 Form of Termination Benefits Agreement, attached as Exhibit 10.31 to the Company's Current Report on Form 8-K filed September 10, 2007.

10.32 Form of Restricted Stock Agreement (executives), attached as Exhibit 10.32 to the Company's Current Report on Form 8-K filed September 10, 2007.

10.33 Form of Restricted Stock Agreement (Vice presidents and certain other managers), attached as Exhibit 10.33 to the Company's Current Report on Form 8-K filed September 10, 2007.

10.34 Amendment No. 2 to Jack Henry & Associates, Inc. 2006 Employee Stock Purchase Plan, attached as Exhibit 10.34 to the Company's Current Report on Form 8-K filed November 1, 2007.

10.35 Jack Henry & Associates, Inc. 2007 Annual Incentive Plan, attached as Exhibit 10.35 to the Company's Current Report on Form 8-K filed November 1, 2007.

10.36 Jack Henry & Associates, Inc. 1995 Non-Qualified Stock Option Plan, as amended May 9, 2008, attached as Exhibit 10.36 to the Company's Annual Report on Form 10-K filed August 29, 2008.

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- 10.37 Jack Henry & Associates, Inc. 1996 Stock Option Plan, as amended May 9, 2008, attached as Exhibit 10.37 to the Company's Annual Report on Form 10-K filed August 29, 2008.
- 10.38 Jack Henry & Associates, Inc. 2005 Non-Qualified Stock Option Plan, as amended and restated May 9, 2008, attached as Exhibit 10.38 to the Company's Annual Report on Form 10-K filed August 29, 2008.
- 10.39 Revised Form of Restricted Stock Agreement (executives), attached as Exhibit 10.39 to the Company's Quarterly Report on Form 10-Q filed November 6, 2009.

Table of Contents

- Amended and Restated Credit Agreement among Jack Henry & Associates, Inc., Wells Fargo Bank, National Association, Bank of America, N.A., regions Bank and U.S. Bank National Association, attached as Exhibit 10.1 to the Company's Current Report on Form 8-K filed June 9, 2010.
- 10.40
- 10.41 Amendment to Jack Henry & Associates Inc. Restricted Stock Plan dated August 20, 2010, attached as Exhibit 10.1 to the Company's Current Report on Form 8-K filed August 24, 2010.
- 10.42 Form of Restricted Stock Unit Award Agreement, attached as Exhibit 10.2 to the Company's Current Report on Form 8-K filed August 24, 2010.
- 10.43 Jack Henry & Associates Inc. Restricted Stock Plan, as amended and restated effective November 9, 2010, attached as Exhibit 10.1 to the Company's Current Report on Form 8-K filed November 12, 2010.
- 21.1 List of the Company's subsidiaries.
- 23.1 Consent of Independent Registered Public Accounting Firm.
- 31.1 Certification of the Chief Executive Officer.
- 31.2 Certification of the Chief Financial Officer.
- 32.1 Written Statement of the Chief Executive Officer Pursuant to 18 U.S.C. Section 1350.
- 32.2 Written Statement of the Chief Financial Officer Pursuant to 18 U.S.C. Section 1350.
- 101.INS\*XBRL Instance Document
- 101.SCH\*XBRL Taxonomy Extension Schema Document
- 101.CAL\*XBRL Taxonomy Extension Calculation Linkbase Document
- 101.DEF\*XBRL Taxonomy Extension Definition Linkbase Document
- 101.LAB\*XBRL Taxonomy Extension Label Linkbase Document
- 101.PRE\*XBRL Taxonomy Extension Presentation Linkbase Document

\* Furnished with this report on Form 10-K are the following documents formatted in XBRL (Extensible Business Reporting Language): (i) the Consolidated Balance Sheets as of June 30, 2012 and June 30, 2011, (ii) the Consolidated Statements of Income for the years ended June 30, 2012, 2011 and 2010, (iii) the Consolidated Statements of Shareholders' Equity for the years ended June 30, 2012, 2011 and 2010, (iv) the Consolidated Statements of Cash Flows for the years ended June 30, 2012, 2011 and 2010, and (v) Notes to Consolidated Financial Statements.

Table of Contents

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized this 27th day of August, 2012.

JACK HENRY & ASSOCIATES, INC., Registrant

By /s/ John F. Prim  
Chief Executive Officer

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

Signature	Capacity	Date
/s/ John F. Prim John F. Prim	Chairman of the Board, Chief Executive Officer and Director	August 27, 2012
/s/ Kevin D. Williams Kevin D. Williams	Chief Financial Officer and Treasurer (Principal Accounting Officer)	August 27, 2012
/s/ Jerry D. Hall Jerry D. Hall	Executive Vice President and Director	August 27, 2012
/s/ Wesley A. Brown Wesley A. Brown	Director	August 27, 2012
/s/ Matthew Flanigan Matthew Flanigan	Director	August 27, 2012
/s/ Marla Shepard Marla Shepard	Director	August 27, 2012
/s/ Tom H. Wilson, Jr Tom H. Wilson, Jr	Director	August 27, 2012
/s/ Jacqueline R. Fiegel Jacqueline R. Fiegel	Director	August 27, 2012
/s/ Thomas A. Wimsett Thomas A. Wimsett	Director	August 27, 2012