blackbaud®

2019 Annual Report

Included in the 2019 Annual Report:
Form 10-K filed with the U.S. Securities and Exchange Commission on
February 20, 2020

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

FORM 10-K

☑ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the fiscal year ended December 31, 2019

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from ___________to ___________.

Commission file number: **000-50600**

blackbaud®

Blackbaud, Inc.
(Exact name of registrant as specified in its charter)

Delaware	**11-2617163**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

65 Fairchild Street
Charleston, South Carolina 29492
(Address of principal executive offices, including zip code)
(843) 216-6200
(Registrant's telephone number, including area code)

Securities Registered Pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on which Registered
Common Stock, $0.001 Par Value	**BLKB**	**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 Section 15(d) of the Act. Yes ☐ No ☑

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 every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☑ No ☐

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

Large accelerated filer	☑	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
		Emerging growth company	☐

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

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

The aggregate market value of the registrant's common stock held by non-affiliates of the registrant on June 30, 2019 (based on the closing sale price of $83.50 on that date) was approximately $3,578,045,224. Common stock held by each officer and director and by each person known to the registrant who owned 10% or more of the outstanding common stock have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

The number of shares of the registrant's common stock outstanding as of February 5, 2020 was 49,142,338.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive Proxy Statement for the 2020 Annual Meeting of Stockholders currently scheduled to be held June 10, 2020 are incorporated by reference into Part III hereof. Such definitive Proxy Statement will be filed with the Securities and Exchange Commission no later than 120 days after the conclusion of the registrant's fiscal year ended December 31, 2019.

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K, including the documents incorporated herein by reference, contains forward-looking statements that anticipate results based on our estimates, assumptions and plans that are subject to uncertainty. These "forward-looking statements" are made subject to the safe-harbor provisions of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Forward-looking statements consist of, among other things, trend analyses, statements regarding future events, future financial performance, our anticipated growth, the effect of general economic and market conditions, our business strategy and our plan to build and grow our business, our operating results, our ability to successfully integrate acquired businesses and technologies, the effect of foreign currency exchange rate and interest rate fluctuations on our financial results, the impact of expensing stock-based compensation, the sufficiency of our capital resources, our ability to meet our ongoing debt and obligations as they become due, the adequacy of our data security procedures, and potential litigation involving us, all of which are based on current expectations, estimates, and forecasts, and the beliefs and assumptions of our management. Words such as “believes,” “seeks,” “expects,” “may,” “might,” “should,” “intends,” “could,” “would,” “likely,” “will,” “targets,” “plans,” “anticipates,” “aims,” “projects,” “estimates,” or any variations of such words and similar expressions are also intended to identify such forward-looking statements. These forward-looking statements are subject to risks, uncertainties and assumptions that are difficult to predict. Accordingly, they should not be viewed as assurances of future performance, and actual results may differ materially and adversely from those expressed in any forward-looking statements.

Important factors that could cause actual results to differ materially from our expectations expressed in forward-looking statements include, but are not limited to, those summarized under “Item 1A. Risk factors” and elsewhere in this report and in our other SEC filings. Forward-looking statements represent our management's beliefs and assumptions only as of the date of this Annual Report on Form 10-K. We undertake no obligation to update or revise any forward-looking statements, or to update the reasons actual results could differ materially from those anticipated in any forward-looking statements, whether as a result of new information, future events or otherwise.

PART I.

ITEM 1. BUSINESS

Description of Business

We are the world's leading cloud software company powering social good. Serving the entire social good community—nonprofits, foundations, companies, education institutions, healthcare organizations and individual change agents—we connect and empower organizations and individuals to increase their impact through cloud software, services, expertise and data intelligence. Blackbaud brings more than three decades of leadership to this sector: since originally incorporating in New York in 1982 and later reincorporating as a South Carolina corporation in 1991 and as a Delaware corporation in 2004, our tailored portfolio of software and services has grown to support the unique needs of vertical markets, with solutions for fundraising and CRM, marketing, advocacy, peer-to-peer fundraising, corporate social responsibility, school management, ticketing, grantmaking, financial management, payment processing and analytics. Our solutions are designed to meet the needs of virtually all types of organizations in the social good community, from major global institutions to small charities to individuals. At the end of 2019, we had over 45,000 customers located in over 100 countries. We are deeply proud to play a part in our customers' success in their missions to provide healthcare and cure diseases, advance education, preserve and share arts and culture, protect the environment, support those in need and more.

Market Overview

The social good industry is significant, spanning far beyond philanthropy, and our addressable market is substantial and growing

Worldwide there are millions of social good organizations including nonprofits, foundations, companies, education institutions and healthcare organizations. Billions of individuals are also active participants in the social good community by donating funds, volunteering their time, advocating for a cause or otherwise engaging with social good organizations.

Our estimated current total addressable market ("TAM") is greater than $10 billion. This includes expansions into new and near adjacencies in 2019, including our Cloud Solution for Faith Communities, our expanded Cloud Solution for Higher Education, as well as our acquisition of YourCause Holdings, LLC ("YourCause") on January 2, 2019.

Traditional methods of fundraising and organizational management are often costly and inefficient

Many social good organizations use manual methods or stand-alone software applications not specifically designed for fundraising and organizational management for institutions like theirs. Such methods are often costly and inefficient because of the difficulties in effectively collecting, sharing and using donation-related information. Furthermore, general purpose software applications frequently have limited functionality for the unique needs of our customer base and do not efficiently integrate multiple databases. Some social good organizations have developed proprietary software, but doing so is expensive, requiring on-site technical personnel for development, implementation and maintenance.

The nonprofit industry faces particular operational challenges

Nonprofit organizations, education institutions, healthcare organizations and houses of worship must efficiently:

- Solicit funds and build relationships with major donors;
- Garner small cash contributions from numerous contributors;
- Manage and develop complex relationships with large numbers of constituents;
- Advocate for policies and behaviors that advance their cause or institution;

- Communicate their accomplishments and the importance of their mission online and offline;
- Comply with complex accounting, tax and reporting requirements that differ from those for traditional businesses;
- Solicit cash and in-kind contributions from businesses to help raise money or deliver products and services;
- Provide a wide array of programs and services to individual constituents and beneficiaries; and
- Improve the data collection and information sharing capabilities of their employees, volunteers and donors by creating and providing distributed access to centralized databases.

Because of these challenges, we believe nonprofits, education institutions, healthcare organizations and houses of worship can benefit from software applications and services specifically designed to serve their particular needs and workflows to grow revenue, work effectively and accomplish their missions.

Companies, grantmaking institutions and foundations also face unique challenges

Companies, grantmaking institutions and foundations, face their own unique challenges, including the need to:

- Quantify and improve the impact of their grants;
- Cultivate better relationships with grantees;
- Achieve better internal collaboration and alignment with board members, reviewers and other stakeholders;
- Illustrate the impact of their corporate philanthropy efforts to the communities they serve;
- Engage employees in meaningful volunteering, giving and other activities;
- Ensure that their philanthropic efforts align with their business initiatives;
- Manage all of a foundation's activities, including fundraising and accounting;
- Expand the reach of their fundraising efforts; and
- Cultivate new and existing donors.

Strategy

Our objective is to maintain and extend our position as the leading provider of cloud software and services for the global social good community, supporting our customers' missions from securing resources, managing their operations, to delivering their programs and measuring their impact. Our key strategies for achieving this objective are described below.

Delight Our Customers

We intend to make our customers' experience with us effective, efficient and satisfying from their initial interest in our solutions and services through their decision to purchase, engage with customer support and utilize solution enhancements. We continue to focus on initiatives aimed at improving the consistency and quality of user experience across our offerings. We also continue to evolve the way we package and sell our offerings to provide high quality and value combined with flexibility to meet the unique needs of our existing and prospective customers. For example, we have increased the number of our cloud solutions sold under a subscription pricing model, which can make it easier for customers to purchase our solutions. In addition, we are continuing to integrate value-adding capabilities such as payment services, analytics and business intelligence into our suite of solutions to better address our customers' needs with comprehensive offerings. We will continue to focus on providing the highest level of solution support, enhancing our existing solutions and developing new solutions and services designed to help our customers be more effective and achieve their missions.

Execute on our Four-Point Growth Strategy

During 2019, we continued to execute our four-point growth strategy targeted to drive solution and service innovation, quality enhancement, increased operating efficiency and improved financial performance:

1. *Delight Customers with Innovative Cloud Solutions*

This strategy reflects our relentless focus on driving value and outcomes for our customers through our solutions. Blackbaud SKY®, our platform for cloud innovation, is a core tenant of this strategy and continues to power an elevated level of innovation by our engineers. It is also enabling our growing ecosystem of partners who are also passionate about social good, to extend and expand the capabilities available to our customers. For the first time in the history of the Company, beginning in 2019, there are now significantly more outside developers developing on our platform than Blackbaud engineers.

The customers we serve require vertical specific business solutions to automate their operations. In October 2019, we announced the general availability of Blackbaud Church Management™, which is already transforming the faith community technology landscape. We now serve congregations in more than half of the 50 U.S. states, representing all different sizes and spanning more than 13 denominations. Bringing this solution to market is a significant step toward addressing several challenges in the faith market and a substantial opportunity for Blackbaud. We are seeing positive momentum as more functionality continues to be released, market awareness is increasing and win rates are improving.

We are also seeing momentum continue to build in our Higher Education Vertical where Blackbaud powers 24 of the top 25 private U.S. colleges as ranked by Forbes. A year after introducing the Cloud Solution for Higher Education, we continue to drive innovation and introduce solutions taking full advantage of the rapid innovation, modern user experience and enhanced capabilities made possible by our Blackbaud SKY platform. We extended our industry proven Education Management portfolio up market to small-scale higher education institutions. We are seeing strong sales momentum and look forward to seeing these customers begin to go live in 2020. We also recently introduced talent management capabilities as part of the Cloud Solution for Higher Education, providing institutions the first online performance tracking tool for fundraising leaders and managers, enabling transparency, proactive management and peer gift officer benchmarking.

Blackbaud Peer-to-Peer Fundraising powered by JustGiving continues to gain traction. Since the U.S. launch in early 2019, over 1,000 customers have signed up to use the solution and roughly half of these organizations are net new customers to Blackbaud.

2. *Drive Sales Effectiveness*

We have been investing in sales and marketing to better address our market opportunity with a focus on adding additional sales headcount, improving productivity and putting a greater focus on adding net new logos. One way we are equipping our growing salesforce to be more effective is by investing in the necessary technology and resources to efficiently drive an increased number of quality leads and better cover our large addressable market. We have grown our lead generation teams, which we call business development representatives, to support our growing sales teams. We have simultaneously increased the productivity of our business development representatives with the implementation of a leading sales engagement technology platform, enabling our teams to generate more prospects, and convert those prospects into sales opportunities. We are entering 2020 with an improved ratio of business development representatives to account executives, and the lead generation from the team has increased substantially as a result of these changes. We have also implemented software tools to enhance our digital footprint and drive lead generation across the company. For the first time ever, we are taking a multi-touch attribution approach to measuring the effectiveness of our marketing campaigns to drive efficiency in our go-to-market efforts and improve returns on our marketing dollars. This is just one of many examples of how we are optimizing our structure, tools and processes to better address our large vertical market opportunities. We have made significant strides in laying the foundation to develop a highly productive and scalable operating model, which included significant organizational structure changes as we centralized many back-office functions and aligned our go-to-market efforts by vertical. This transformation is now behind us, putting us in a position to drive productivity across our vertical sales teams.

3. *Expand TAM*

   In January 2019, we acquired YourCause, which positions us as a global leader in corporate social responsibility and employee engagement technology. One third of Fortune 500 companies trust Blackbaud as their CSR technology partner, and in 2019 alone, YourCause solutions processed over $1 billion dollars in donations and grants which benefited over 170,000 social good organizations. In the year since the acquisition, we have fully integrated YourCause's administrative functions into our global centers of excellence and expanded the sales team to fuel what is already a fast-growing business within the company. Our TAM now stands at over $10 billion, and we remain active in the evaluation of opportunities to further expand our addressable market through acquisitions and internal product development.

4. *Improve Operating Efficiency*

   We are also focused on operational efficiency to strengthen the business and position us for long-term success. During 2019, we continued executing a comprehensive workplace strategy to better align our organizational objectives with our geographic footprint. We designated Charleston, South Carolina, Austin, Texas, London, United Kingdom ('U.K.") and Sydney, Australia as our hub locations, and we have leveraged a more flexible office strategy to replace and upgrade some of our former offices and expand our footprint into new locations for customer-facing roles. Most recently, we moved our London offices into a new flexible workspace marking a significant milestone in the integration of our Blackbaud Europe and JustGiving teams. In 2019, we largely completed this optimization effort, and we will continue to evaluate our footprint in alignment with our global workplace strategy. Our aim is optimizing our office utilization, improving our geographic sales coverage and enhancing our employees' daily experience to improve productivity and effectiveness.

Attract Top Talent and Actively Engage Employee Base

Our higher purpose is to help good take over the world, and we have incredible customers whose missions make the world a better place. Driven by this purpose, our employees come to work every day knowing that they can make a real difference with our customers as they pursue their missions. Collaboration, innovation and high standards are core to our culture and help to enable the great work we do. We strive to hire the best employees and provide a workplace where their talents and potential are realized. Our employees' engagement is a focus of every leader at Blackbaud, and we continually work to understand what matters and to make our workplace better. We believe people with a passion for purpose can have a unique and fulfilling career experience on our team. Our leaders are committed to our employees' personal and career development and continually work to improve the training and tools provided to their teams.

Drive Strength in Our Sector as an Industry Thought Leader

In our nearly 40 years of operation, we have gained significant insight into the overall market and industry segments in which we operate. We produce a wide range of thought leadership resources, including blogs, monthly indices and white papers, which provide insights and guidance to the social good community. We also participate in and convene a number of industry forums, where we exchange views and engage with industry and government leaders. Our annual user conference, ***bbcon®***, serves in part as a forum to offer thought leadership to our customers, as do other market-specific user conferences, events and customer gatherings. The Blackbaud Institute for Philanthropic Impact (the "Blackbaud Institute") brings together leading experts in philanthropy to develop and share leading-edge research and insight that accelerates the impact of the social good community. The research and reports the Blackbaud Institute produces serve to strengthen the social good community as a whole.

In 2019, we announced our partnership with One Million by One Million ("1Mby1M") to launch the Social Good Start-up Challenge focused on tech start-ups on a mission to solve problems that matter to the social good community. We also announced The Explorer by Blackbaud Institute, the premier online knowledge base for information and statistics about social good. Content is updated regularly and is provided free of charge to the public as a part of Blackbaud's give-back philosophy. We intend to expand these activities and further build our reputation as a thought leader within the industry.

Solutions and Services

We offer the social good community comprehensive cloud solutions to advance their missions, backed by our data intelligence services, which deliver insights powered by, what we believe is, the world's most robust philanthropic data set. Our solutions can be combined with a range of consulting, training and professional services, maintenance and technical support, as well as payment processing, analytic and business intelligence services. The Blackbaud portfolio is delivered primarily through cloud solutions tailored to the unique needs of vertical markets, offering fundraising and relationship management, marketing and engagement, financial management, grant and award management, organizational and program management (such as education management, church management and ticketing), social responsibility, payment services and analytics.

Our specific solutions and services include:

Fundraising and Relationship Management

Blackbaud Raiser's Edge NXT® is our flagship cloud fundraising and relationship management solution. Blackbaud Raiser's Edge NXT is the first and only cloud fundraising and relationship management solution that is all-inclusive, fully integrated with data, analytics, marketing tools, payment processing and tailored user-specific experiences. Blackbaud Raiser's Edge NXT is, we believe, the most advanced technology available to nonprofits seeking to operate more efficiently and raise more support for their missions.

Blackbaud CRM™ is a comprehensive, configurable fundraising and relationship management solution. It is our lead offering for enterprise-level organizations seeking a powerful, yet adaptable solution for fundraising, marketing, and program management across the engagement lifecycle, specializing in supporting sophisticated major giving, membership and high-volume direct marketing programs. Blackbaud CRM helps organizations build deeper and more personalized relationships with constituents, build their brands through online engagement and multichannel communication tools, and more effectively fundraise, leveraging campaign management, business intelligence and analytics. Blackbaud CRM can be sold as an integrated solution with our enterprise online solutions to enable multi-channel marketing, online engagement and event fundraising.

Blackbaud eTapestry® is a simple, cloud fundraising and donor management solution built specifically for smaller, developing nonprofits in need of a cloud solution to support basic fundraising needs. It offers nonprofit organizations a cost-effective way to manage donors, process gifts, create reports, accept online donations and communicate with constituents. This technology provides a system that is simple to maintain, efficient to operate and is intuitively easy to learn without extensive training.

Blackbaud TeamRaiser® is the industry's most comprehensive cloud solution designed specifically for event fundraising. Powering thousands of events each year, Blackbaud TeamRaiser allows nonprofits' supporters to create personal or team fundraising web pages and send email donation appeals in support of events such as walks, runs and rides.

Blackbaud Peer-to-Peer Fundraising™, powered by JustGiving™ is one of the world's leading social platforms for giving. Blackbaud Peer-to-Peer Fundraising, powered by JustGiving provides world-class technology and innovative tools to connect people with the causes they care about. By making giving more simple, social and rewarding, JustGiving helps all causes, charities and people in need to reach more people and raise more money.

everydayhero® is a cloud solution designed to meet the peer-to-peer fundraising needs of nonprofits' supporters. It is a leading donor acquisition tool and helps nonprofits connect with a younger, more online-focused generation of donors, a first step in helping nonprofits develop long-term relationships with their supporters.

Blackbaud Guided Fundraising™ and ***Blackbaud Volunteer Network Fundraising™*** can work together or independently to help higher education institutions meet their advancement targets and development campaign goals. Blackbaud Guided Fundraising is used by institutions seeking to manage all the details behind the sophisticated, person-to-person solicitation strategies that drive fundraising results. Blackbaud Volunteer Network Fundraising helps institutions manage volunteer fundraising campaigns with tools for project management, communication, and reporting.

Marketing and Engagement

Blackbaud Luminate Online®, delivered in the cloud, helps our customers better understand their online supporters, make the right ask at the right time, and raise money online. It includes tools to build online fundraising campaigns as part of an organization's existing website or as a stand-alone fundraising site. Donation forms, gift processing and tools for communicating through web pages and email give our customers the essentials for building sustainable donor relationships. Customers can also purchase additional modules including Blackbaud Luminate Advocacy™, which combines online marketing tools and legislative data to mobilize supporters and influence policy-makers.

Blackbaud Online Express™ is a simple, cloud fundraising and marketing tool designed for smaller nonprofit organizations using Blackbaud Raiser's Edge NXT. It provides nonprofits with easy-to-use, fully integrated features and functionality such as email marketing, donation forms, event registrations and dashboard metrics.

Blackbaud Attentive.ly™ is a cloud portal enriched with data that allows marketers to drive engagement with their organization or institution by providing social media insights. It can be used as a stand-alone application or integrated into Blackbaud's fundraising and marketing applications, helping marketers reach new audiences and shape meaningful conversations online.

Blackbaud School Website System™ is a content management system that gives schools the flexibility to build and edit webpages, with easy access to content types including photos, videos, downloads, text and more. It allows users to share material and contribute content across an entire school community.

Financial Management

Blackbaud Financial Edge NXT® is the first-of-its-kind cloud accounting solution for nonprofits that is intuitive, fully integrated, and built the way nonprofits need it on our modern Blackbaud SKY cloud platform. Blackbaud Financial Edge NXT is advanced technology with powerful reporting tools to help accounting teams drive transparency, stewardship, and compliance while enabling them to seamlessly manage transactions and eliminate manual processes. It seamlessly integrates with Blackbaud Raiser's Edge NXT to simplify gift entry processing and relates information from both systems in an informative manner to eliminate redundant tasks and manual processes. Blackbaud Financial Edge NXT provides nonprofit organizations with the means to help manage fiscal and fiduciary responsibility, enabling them to be more accountable to their constituents.

Blackbaud Tuition Management™ benefits schools by giving administrators better access to financial data and payment services, and by giving parents more ways to remit tuition payments. The solution helps ease the burden for administrative staff by offering invoicing, payment processing, customer service, enhanced communication with parents and later payer follow-up services.

Blackbaud Financial Aid Management Aid™ offers schools the ability to accept online, customized applications for financial aid and to make better financial aid decisions with a proprietary Hobbies, Interest and Lifestyles ("HIL") profile. The HIL profile provides in-depth information on an applicant, delivering to the school a way to make more informed decisions on how they distribute financial aid awards.

Grant and Award Management

Blackbaud Grantmaking™ is a cloud solution built with core functions that provide comprehensive grant making capabilities, but with many additional capabilities and features, such as visual dashboards. It has a modern user interface, is user friendly and can be highly personalized. Coupled with *Blackbaud Outcomes™* funders and nonprofits are empowered to collaborate around their intended outcomes and work together to achieve impact. Both the funder and the nonprofit can tell an impact story using ROI-focused results and a common outcomes measurement language.

Blackbaud Award Management™ is a comprehensive, integrated scholarship management platform for higher education and K-12 institutions and foundations, allowing students to apply for all awards using one intuitive and streamlined application process and eliminating many time-consuming administrative tasks. This leads to improved awarding, reporting, compliance, communication and stewardship.

Organizational and Program Management

Blackbaud Student Information System™ makes it easy for schools to manage schedules, transcripts and GPAs. A new Student Information System that works directly with Blackbaud Learning Management System™, Blackbaud Student Information System simplifies the process of sharing student data and academic records securely.

Blackbaud Learning Management System™ is a learning management system that makes it easy to manage, connect, and share information with students, parents, and an entire school community. Developed with direct input from our customers, Blackbaud Learning Management System gives teachers the tools to meet the demands of a modern private school.

Blackbaud Enrollment Management System™ is an enrollment management system that simplifies a school's admissions process. Blackbaud Enrollment Management System helps admissions teams and prospective families manage and track their progress, from inquiry and application through acceptance and enrollment.

Blackbaud Altru® is a cloud solution that helps arts and cultural organizations consolidate admissions, membership, fundraising, merchandise, marketing and more, giving users a comprehensive view of their supporters. By helping general admissions arts and cultural organizations gain a clear, 360-degree view of their organization, it enables them to operate more efficiently, engage and cultivate patrons and supporters, streamline external and internal communication efforts, and reduce IT costs. Blackbaud Altru contains tools for constituent and membership management, program sales, retail sales and ticketing, volunteer management, and events management. It also has sophisticated reporting functionality and tools to manage marketing, communications and fundraising.

Blackbaud Church Management™ is a comprehensive, end-to-end cloud solution to manage church operations, relationships with congregants, and essential financial management needs. With Blackbaud Church Management, faith communities can track gifts and tithing, assimilate new members, directly communicate with congregations through multiple channels, enable members to make online and mobile contributions, manage small groups and volunteers, implement secure child check-in, conduct background checks, provide bulk tax statements, manage facilities, and more. Faith communities can also add other Blackbaud capabilities from the new Cloud Solution for Faith Communities as their needs scale all through one integrated experience.

Social Responsibility

YourCause™ is a cloud platform for employee giving, volunteering, and communication used to support corporate philanthropy by building meaningful connections between corporations, employees and nonprofits. After implementing YourCause solutions, customers typically show significant growth in volunteers, donations, engagement and more. These reported successes demonstrate a larger trend: overall ability to attract employees and customers alike by strengthening a company's reputation. Eight million people can currently engage with YourCause's solution, which processed more than $1 billion in donations and grants during 2019 and has coordinated, tracked and rewarded more than 42 million volunteer hours for its customers.

Payment Services

Our solutions provide our customers payment processing capabilities that enable their donors to make donations and purchase goods and services using numerous payment options, including credit card and automated clearing house ("ACH") checking transactions, through secure online transactions.

Blackbaud Merchant Services™ is a value-added service integrated with our solutions that makes credit card processing simple and secure. Customers are charged one rate for credit card transactions, making Blackbaud Merchant Services a competitive option. The service also provides customers with a payment card industry ("PCI") compliant process and streamlined bank reconciliation. We also provide our K-12 private school customers with student tuition payment processing services.

Blackbaud Purchase Cards™ provide an efficient and convenient alternative to traditional procurement methods and paper-based payables processes such as checks, purchase orders and invoices for travel and operational purchases. Organizations can also set spend controls for individual cardholders, track business expenses across the organization and ensure that policies are being enforced—all managed online and integrated with Blackbaud Financial Edge NXT.

Analytics

Our analytics offerings provide comprehensive solutions for donor acquisition, prospect research, data enrichment and performance management, enabling nonprofits to define effective campaign strategies and maximize fundraising results. These services either integrate with or are already integrated into our software solutions to give our customers a comprehensive view of their supporters and the market and provide information essential to making well-informed operating decisions.

Blackbaud's Intelligence for Good® is a unique, comprehensive approach through which we combine artificial intelligence, analytics, big data, and expertise in cloud services and other channels. This powerful approach enables social good organizations to transform data into insights. We embed the value of Intelligence for Good directly in our solutions through SKY Intelligence®.

Our analytics offerings include subscription solutions and services within the following areas:

Donor Acquisition - Our donor acquisition solutions leverage unique data assets to create acquisition mailing lists and predictive models that identify donor populations that meet the affinity, value and response criteria of our nonprofit customers. Nonprofit organizations use our prospect lists to solicit gifts and other support.

Prospect Research - Our prospect research solutions include: custom data modeling that delivers critical information on a prospect's likelihood to make a gift to an organization; wealth screenings that deliver detailed wealth information and giving capacity data on prospects; and web-based prospect management software that combines public data with donor information from a nonprofit's database to build a complete view of prospects for targeting and securing gifts.

Data Enrichment - Our data enrichment solutions enhance the quality of the data in our customers' databases. These solutions include: identifying outdated address files in the database and making corrections based on United States Postal Service data, as well as appending data by using known fields in an organization's constituent records to search and identify key demographic and contact information.

Benchmarking and Performance Management - Our performance management solutions create relevant and insightful reports that benchmark performance and illustrate key industry trends based on performance attributes provided by our nonprofit customers. Nonprofit organizations use our performance and industry analysis reports to assess marketing and operational effectiveness, and to influence operational planning.

Customer Success

Our Customer Success organization is responsible for managing the business and technical relationship with our customers. Their mission is to develop and foster relationships within all levels of the customer organization to build more demonstrated value in our solutions and services. Customer Success Managers work to proactively communicate to drive overall satisfaction and retention of our customer's business. At every point of communication, they work to collect and analyze actionable information that can be used to make their experience positive and consistent. Their goal is to partner with customers to ensure that they are fully engaged and have an advocate within Blackbaud who works to meet their needs. Customer Success Managers bring industry knowledge and expertise to the customer relationship and strive to help our customers achieve positive growth and outcomes.

Customer Support & Maintenance

Most customers that purchase our solutions also enroll in one of our support and maintenance programs. For all of our cloud subscription solutions, customer support is automatically included as part of the solution with no additional charge. Customers enrolled in the programs enjoy fast, reliable customer support, receive regular software updates, stay up-to-date with regular communication and have unlimited, around-the-clock access to support resources, including our extensive knowledgebase and forums. Customers who enroll in upgraded support and maintenance plans receive enhanced benefits such as call support priority and dedicated support resources for an additional charge.

Professional and Managed Services

Our expert consultants provide data conversion, implementation and customization services for each of our software solutions. These services include:

- System implementation;
- Data conversion, business process analysis and application customization;
- Database merging and enrichment, and secure credit card transaction processing;
- Database production activities; and
- Website design services.

In addition, we apply our industry knowledge and experience, combined with expert knowledge of our solutions, to evaluate an organization's needs and consult on how to improve a business process.

Training

We provide a variety of onsite, instructor-led online and on-demand training services to our customers relating to the use of our solutions and application of best practices. Our instructors have extensive training in the use of our solutions and present course material that is designed to include hands-on lab exercises, as well as course materials with examples and problems to solve.

Customers

At the end of 2019, we had over 45,000 global customers including nonprofits, foundations, companies, education institutions, healthcare organizations and other social good entities. There are millions of users of our solutions in more than 100 countries. Our largest single customer accounted for less than 1% of our 2019 consolidated revenue.

Sales and Marketing

Most of our solutions and related services are sold through our direct sales force. Our direct sales force is complemented by a team of business development representatives responsible for sales lead generation and qualification. These sales and marketing professionals are primarily located throughout the United States, the U.K., Canada and Australia. As of December 31, 2019, we had 560 direct sales employees.

We conduct marketing programs to create brand recognition and market awareness for our solutions and services. Our marketing efforts include participation at tradeshows, technical conferences and technology seminars, publication of technical and educational articles in industry journals, preparation of competitive analyses and the use of software tools to enhance our digital footprint and drive lead generation. Our customers and strategic partners provide references and recommendations that we often feature in our advertising and promotional activities.

We believe relationships with third parties can enhance our sales and marketing efforts. We have and will continue to establish additional relationships with companies that provide services to the philanthropic industry, such as consultants, educators, publishers, financial service providers, complementary technology providers and data providers. These companies promote or complement our solutions and provide us access to new customers.

Corporate Philanthropy and Volunteerism

Blackbaud operates under a fundamental belief that the world would be better if good took over. The company is an active participant in the ecosystem of good, working to drive positive change both through what we do as a business and how we serve individually. We offer an array of philanthropy programs aimed at engaging our employees as agents of good, including matching gifts, competitive grants that honor excellent examples of volunteerism, employee-led grants committees, skills-based volunteerism initiatives, as well as science, technology, engineering and mathematics focused community programs. Blackbaud attracts people who are committed to service, with 89% saying our focus on nonprofits was a driver in their decision to join the company, 89% actively serving as volunteers and 25% serving on a nonprofit board or committee.

Competition

The market for software and related services in the philanthropic industry is competitive and highly fragmented. For certain areas of the market, entry barriers are low, as general tools for small businesses can usually be configured to manage the most basic marketing, contact management, and accounting needs of social good organizations. In parallel, as software development evolves from a highly-complex tradecraft with nuanced understanding of architectural patterns and discrete languages, to click-to-code and drag-and-drop development with natively cloud-based infrastructure, it becomes easier for competitors to quickly spin up basic applications with embedded security and functionality. However, once basic needs are met, programs unique to social good organizations like fundraising, gift and grant management, and peer-to-peer activism require highly specialized tools to configure and transform general business software to match the complexities of the industry. These specialized applications have a higher barrier of entry as they require industry insight to accurately articulate the business workflow that generates the requirements that are translated into code for software products. Moreover, because social good organizations rely heavily on relationships with and among their supporters, integration of systems drives value beyond mere efficiency. Hence, we believe our insight, the full spectrum of our current solutions and our ability to deliver on future solutions makes us a strong competitor. We expect to continue to see new entrants as focus on social investment solutions increases to satisfy Millennial and Gen Z donors, the barriers of entry continue to decline with natively cloud solutions, and social good organizations rely intrinsically on technology to manage emerging revenue channels and increasingly complex operations.

Our competition falls into four primary categories:

- ***Niche products*** are usually developed as a solution for a single problem at an organization and are adopted by similar organizations to solve a specialized need. These are typically offered by vendors who may have deep industry expertise but may not have the resources to expand beyond a specialized area. We believe we compete against these solutions by offering a set of integrated solutions rather than a single point solution, which we believe improves the overall customer experience. In addition, our open platform allows integration to specialized applications so the opportunity for disruption from these competitors is minimized.

- ***Vertical-specific solutions*** are offered by competitors seeking to meet the enterprise-wide needs of a specific sub-segment of social good community. Typically, these solutions are offered by vendors who may offer either a point solution or integrated suite of products used by a vertical. We believe we compete successfully against these competitors through a combination of our integrated suite of offerings within verticals where we compete, offering solutions with market leading robustness as well as the scale, reach, and reputation of our organization.

- ***General business software vendors*** such as Salesforce.com and Oracle, compete with us in certain areas of our business. While there is a growing trend toward social investment that is prompting philanthropic solutions from these general business vendors, most do not have a complete nonprofit specific focus and, therefore, do not offer or intend to offer nonprofit-specific versions for outside sales. However, there is a subset of general business software competitors who have introduced nonprofit-specific versions of their products. These products generally do not satisfy the needs of nonprofits from end-to-end as they were not designed to support the specific needs of nonprofits during the original architecture, design, and requirements elicitation phases; therefore, we believe that because these products were not originally designed for nonprofits, they are not yet capable of meeting market needs without significant customization. The significant customization required to transform general business products into nonprofit solutions often requires the use of consultants to guide the implementation, without which, leave the adoption of general business software limited to very basic operations and simple needs. We believe our solutions compete successfully against general business software as a nonprofit's needs grow more complex. As a result, we believe we can compete successfully to meet nonprofit-specific requirements, often integrating with general business platforms used for their more generalized operations.

- *Consumer-oriented fundraising platforms* such as GoFundMe, Virgin Money Giving and Facebook compete with our business where consumers raise funds directly. To drive adoption of their platforms, these vendors rely on a combination of direct-to-consumer marketing, marketing to nonprofits who in turn market to their supporters, and marketing to intermediate entities such as an event sponsor who will market to participants. We believe we compete well in this market through a combination of positive brand recognition among all three of these groups and the combination of our consumer- and organization-oriented tools relative to those of the competition.

Less frequently, we compete with providers of traditional, non-automated fundraising service providers, including parties providing services in support of traditional direct mail or email campaigns, special events fundraising, peer to peer, telemarketing and personal solicitations. We believe we compete successfully against these traditional fundraising service providers, primarily because our solutions and services are more automated, more robust, more tailored to the needs of nonprofit organization and more efficient.

Technology and Architecture

Blackbaud SKY provides the foundation for all of Blackbaud's cloud solutions, enabling highly available and easy-to-use cloud capabilities that integrate seamlessly and offering best-in-class infrastructure, integrated shared services, and modern, effective, purpose-built solutions. The platform's service-oriented architecture organizes application features into independently deployable services and then leverages these self-contained services as integrated capabilities across our solution portfolio. This enables rapid innovation with high quality and high availability and lets Blackbaud evolve services over time at asymmetric paces as tech trends and tools emerge. Blackbaud SKY prioritizes customer value and speed of delivery. It enables rapid releases, scalable and high-quality services, and speedy time to market. Blackbaud SKY also provides a toolset for customers, partners, and developers to create and deploy self-contained services within the Blackbaud SKY ecosystem. SKY API enables developers to augment Blackbaud solutions with industry-standard REST APIs, standards-based authentication protocols, and a best-in-class developer experience. SKY UX allows developers to create applications with the same consistent, cohesive user interface as Blackbaud's native solutions using an open source framework that implements Blackbaud design patterns and provides guidelines and tooling for the entire application lifecycle. These tools enable Blackbaud customers to benefit not just from the innovation of Blackbaud's own large team of developers, but also from an exponentially larger community of partners and third-party developers.

The development strategy for all Blackbaud cloud solutions emphasizes:

- *Flexibility:* Customers can extend our component-based architecture to accommodate changing demands without modifying source code.
- *Adaptability:* The architecture of our applications allows us to easily add functionality or integrate with third-party applications to adapt to customer needs and market demands.
- *Scalability:* Scalable architecture and the performance, capacity and load balancing of our customers' industry-standard web servers and databases ensure that applications can scale to meet the needs of large organizations.

Intellectual Property and Other Proprietary Rights

To protect our intellectual property, we rely on a combination of patent, trademark, copyright and trade secret laws in various jurisdictions, as well as employee and third-party nondisclosure agreements and confidentiality procedures. We maintain many trademarks, including, but not limited to "Blackbaud," "Raiser's Edge NXT" and "Luminate." We currently have three active patents on our technology and have two pending patent applications.

Employees

As of December 31, 2019, we had 3,611 employees, none of whom are represented by unions or are covered by collective bargaining agreements. We are not involved in any material disputes with any of our employees, and we believe that relations with our employees are satisfactory.

Seasonality

For a discussion of seasonal variations in our business, see "Management's Discussion and Analysis of Financial Conditions and Results of Operations — Seasonality" in Item 7 in this report.

Working Capital

For a discussion of our working capital practices, see "Management's Discussion and Analysis of Financial Conditions and Results of Operations — Liquidity and Capital Resources" in Item 7 in this report.

Available Information

Our website address is www.blackbaud.com. We make available, free of charge through our website, our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and all amendments to those reports pursuant to Section 13(a) or 15(d) of the Exchange Act as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC, but other information on our website is not incorporated into this report. The SEC maintains an Internet site that contains these reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC at www.sec.gov.

Information About Our Executive Officers

The following table sets forth information concerning our executive officers as of February 15, 2020:

Name	Age	Title
Michael P. Gianoni	59	President and Chief Executive Officer
Anthony W. Boor	57	Executive Vice President and Chief Financial Officer
Kevin W. Mooney	61	Executive Vice President and President, General Markets Group
Kevin P. Gregoire	52	Executive Vice President and President, Enterprise Markets Group
Jon W. Olson	56	Senior Vice President and General Counsel

Michael P. Gianoni joined us as President and Chief Executive Officer in January 2014. Prior to joining us, he served as Executive Vice President and Group President, Financial Institutions at Fiserv, Inc., a global technology provider serving the financial services industry, from January 2010 to December 2013. He joined Fiserv as President of its Investment Services division in December 2007. Mr. Gianoni was Executive Vice President and General Manager of CheckFree Investment Services, which provided investment management solutions to financial services organizations, from June 2006 until December 2007 when CheckFree was acquired by Fiserv. From May 1994 to November 2005, he served as Senior Vice President of DST Systems Inc., a global provider of technology-based service solutions. Mr. Gianoni is a member of the Board of Directors of Teradata Corporation, a publicly traded global big data analytics company. Mr. Gianoni has served on several nonprofit boards across several segments, including relief organizations, hospitals and higher education. He currently is a board member of the International African American Museum. He holds an AS in electrical engineering from Waterbury State Technical College, a BS with a business concentration from Charter Oak State College, and an MBA and an honorary Doctorate from the University of New Haven.

Anthony W. Boor joined us as Executive Vice President and Chief Financial Officer in November 2011 and served as our interim President and Chief Executive Officer from August 2013 to January 2014. Prior to joining us, he served as an executive with Brightpoint, Inc., a global provider of device lifecycle services to the wireless industry, beginning in 1999, most recently as its Executive Vice President, Chief Financial Officer and Treasurer. He also served as the interim President of Europe, Middle East and Africa during Brightpoint's significant restructuring of that region. Mr. Boor served as Director of Business Operations for Brightpoint North America from August 1998 to July 1999. Prior to joining Brightpoint, Mr. Boor was employed in various financial positions with Macmillan Computer Publishing, Inc., a Viacom owned book publishing company specializing in computer hardware and software related topics, Day Dream Publishing, Inc., a publishing company specializing in calendars, posters and time management materials, Ernst & Young LLP, an accounting firm, Expo New Mexico, a state-owned fair and expo grounds and live pari-mutual horse racing venue, KPMG LLP, an accounting firm, and Ernst & Whinney LLP, an accounting firm. He holds a BS in Accounting from New Mexico State University.

Kevin W. Mooney has served as our Executive Vice President and President, General Markets Group since January 2010. He joined us in July 2008 as our Chief Commercial Officer. Before joining Blackbaud, Mr. Mooney was a senior executive at Travelport GDS from August 2007 to May 2008. As Chief Commercial Officer of Travelport GDS, one of the world's largest providers of information services and transaction processing to the travel industry, Mr. Mooney was responsible for global sales, marketing, training, service and support activities. Prior to that he was Chief Financial Officer for Worldspan from March 2005 until it was acquired by Travelport in August 2007. Mr. Mooney has also held key executive positions in the telecommunications industry and he served as a member of the Board of Directors of Level 3 Communications, Inc., a publicly traded global managed network services company, from October 2014 to November 2017. Prior to that he served on the Board of Directors of tw telecom from August 2005 until it was acquired by Level 3 in October 2014. He holds a BS in Finance from Seton Hall University, and an MBA in Finance from Georgia State University.

Kevin P. Gregoire joined us as Executive Vice President and President, Enterprise Markets Group in April 2018. Prior to joining us, Mr. Gregoire was Group President of the Financial Institutions Group at Fiserv, a global technology provider serving the financial services industry, from March 2014 until February 2018. He joined Fiserv in December 2002 and served in other key leadership roles including Division President and Chief Operating Officer, Card Services, and Senior Vice President of Product and Network Strategy. Mr. Gregoire is also a veteran of the United States Army, where he served as Lieutenant in the Corps of Engineers and was awarded three Army Commendation Medals. He holds a BS from the United States Military Academy at West Point, and an MBA from the F.W. Olin School of Business at Babson College.

Jon W. Olson joined us as Senior Vice President and General Counsel in September 2008. Mr. Olson is responsible for Blackbaud's legal and real estate activities. Prior to joining us, he was an attorney with Alcatel-Lucent USA, the U.S. subsidiary of France-based Alcatel-Lucent (now owned by Nokia Corporation) that designs, develops, and builds wireline, wireless, and converged communications networks, from July 1997 to September 2008. Prior to joining Alcatel-Lucent, Mr. Olson was employed in legal positions with MCI, Inc., a global business and residential communications company, from September 1996 to July 1997, and Unisys Corporation, a global information technology company, from July 1992 to September 1996. Mr. Olson is a member of the MUSC (Medical University of South Carolina) Hollings Cancer Center Citizens Advisory Council and is on the board of the Charleston Symphony and Charleston Jazz. He holds a BS from Georgetown University, a JD from Dickinson School of Law and an MBA from Seton Hall University.

ITEM 1A. RISK FACTORS

Our business operations face a number of risks. These risks should be read and considered with other information provided in this report.

Strategic Risks

Our failure to compete successfully could cause our revenue or market share to decline.

Our market is highly competitive and rapidly evolving, and there are limited barriers to entry for many segments of this market.

The companies we compete with and other potential competitors may have greater financial, technical and marketing resources and generate greater revenue and better name recognition than we do. Also, a large diversified software enterprise could decide to enter the market directly, including through acquisitions. Competitive pressures can adversely impact our business by limiting the prices we can charge our customers and making the adoption and renewal of our solutions more difficult.

Our competitors might also establish or strengthen cooperative relationships with resellers and third-party consulting firms or other parties with whom we have had relationships, thereby limiting our ability to promote our solutions.

These competitive pressures could cause our revenue and market share to decline.

Because competition for highly qualified personnel is intense, we might not be able to attract and retain key personnel needed to support our planned growth.

To meet our objectives successfully, we must attract and retain highly qualified personnel with specialized skill sets. If we are unable to attract suitably qualified management, there could be a material adverse impact on our business.

Further, in the past, we have used equity incentive programs as part of our overall employee compensation agreements to both attract and retain personnel. A decline in our stock price could negatively impact the value of these equity incentive and related compensation programs as retention and recruiting tools. We may need to create new or additional equity incentive programs and/or compensation packages to remain competitive, which could be dilutive to our existing stockholders and/or adversely affect our results of operations.

More rapid than expected success in implementing our strategic shift from a license-based and one-time services business model to a cloud subscription business model could negatively impact our total revenue growth and financial performance.

We continue to intentionally shift our focus towards selling cloud subscription solutions, which generally require less customization services. Also, our cloud solution contracts now frequently include subscription-based professional, analytic and training services. This strategic shift to migrate our existing customers and sell new customers our cloud subscription solutions results in a decrease in our one-time services contracts and revenue. Although our business model seeks to anticipate the rate of migration and resulting negative impact on our total revenue growth, more rapid than expected success in implementing this strategic shift could negatively impact our total revenue growth and financial performance.

The market for software and services for the social good community might not grow and the organizations in that community might not continue to adopt our solutions and services.

Many organizations in the social good community, including nonprofits, foundations, companies, education institutions and healthcare organizations, have not traditionally used integrated and comprehensive software and services for their specific needs. We cannot be certain that the market for such solutions and services will continue to develop and grow or that these organizations will elect to adopt our solutions and services rather than continue to use traditional, less automated methods, attempt to develop software internally, rely upon legacy software systems, or use software solutions not specifically designed for this market. Organizations that have already invested substantial resources in other fundraising methods or other non-integrated software solutions might be reluctant to adopt our solutions and services to supplement or replace their existing systems or methods. In addition, the implementation of one or more of our software solutions can involve significant capital commitments by our customers, which they may be unwilling or unable to make. If demand for and market acceptance of our solutions and services does not increase, we might not grow our business as we expect.

If we fail to respond to technological changes or successfully introduce new and improved solutions, our competitive position may be harmed and our business may suffer.

The introduction of solutions encompassing new technologies can render existing solutions obsolete and unmarketable. As a result, our future success will depend, in part, upon our ability to continue to enhance existing solutions and develop and introduce in a timely manner or acquire new solutions that keep pace with technological developments, satisfy increasingly sophisticated customer requirements and achieve market acceptance. If we are unable to develop or acquire on a timely and cost-effective basis new software solutions or enhancements to existing solutions or if such new solutions or enhancements do not achieve market acceptance, our business, results of operations and financial condition may be materially adversely affected.

If we do not successfully address the risks inherent in the expansion of our international operations, our business could suffer.

We currently have non-U.S. operations primarily in the U.K., Canada, Australia and Costa Rica, and we intend to expand further into international markets. Expansion of our international operations will require a significant amount of attention from our management and substantial financial resources and might require us to add qualified management in these markets. Our direct sales model requires us to attract, retain and manage qualified sales personnel capable of selling into markets outside the United States. In some cases, our costs of sales might increase if our customers require us to sell through local distributors. If we are unable to grow our international operations in a cost-effective and timely manner, our business and operating results could be harmed.

We expect that an increasing portion of our international revenues will be denominated in foreign currencies, subjecting us to fluctuations in foreign currency exchange rates. If we expand our international operations, exposures to gains and losses on foreign currency transactions may increase.

Doing business internationally involves additional risks that could harm our operating results. Along with risks similar to those faced by our U.S. operations, our international operations are also subject to risks related to differing legal, political, social and regulatory requirements and economic conditions, including:

- the imposition of additional withholding taxes or other tax on our foreign income, tariffs or restrictions on foreign trade or investment, including currency exchange controls;
- greater risk of a failure of our employees and partners to comply with both U.S. and foreign laws, including antitrust regulations, the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act of 2010, and any trade regulations ensuring fair trade practices; and
- the imposition of, or unexpected adverse changes in, foreign laws or regulatory requirements, including those pertaining to export restrictions, privacy and data protection, trade and employment restrictions and intellectual protections.

Unfavorable media coverage related to peer-to-peer fundraising campaigns on our social platforms could negatively impact our business.

Our online social giving platforms receive a high degree of media coverage for particularly news-worthy or controversial fundraising campaigns, as well as for our fee-based business model. Although our terms of service provide express limitations on the platforms' user-initiated fundraising campaigns and reserve our right to remove content that violates our terms of service, it may not always be possible to remove such content prior to it receiving attention in the media. Negative publicity related to our online social giving platforms could have an adverse effect on the size, engagement and loyalty of our user base and could result in decreased revenue, which could adversely affect our business and financial results.

Acquisitions could be difficult to consummate and integrate into our operations, and they could disrupt our business, dilute stockholder value or impair our financial results.

As part of our business strategy, we will continue from time to time to seek to grow our business through acquisitions of new or complementary businesses, technologies or products that we believe can improve our ability to compete in our existing customer markets or allow us to enter new markets. The potential risks associated with acquisitions and investment transactions include, but are not limited to:

- failure to realize anticipated returns on investment, cost savings and synergies;
- difficulty in assimilating the operations, policies and personnel of the acquired company;
- unanticipated costs associated with acquisitions;
- challenges in combining product offerings and entering into new markets in which we may not have experience;
- distraction of management’s attention from normal business operations;
- potential loss of key employees of the acquired company;

- difficulty implementing effective internal controls over financial reporting and disclosure controls and procedures;
- impairment of relationships with customers or suppliers; and
- issues not discovered in due diligence, which may include product quality issues or legal or other contingencies.

Acquisitions may also result in potentially dilutive issuances of equity securities, the incurrence of debt and contingent liabilities, the expenditure of available cash, and amortization expenses or write-downs related to intangible assets such as goodwill, any of which could have a material adverse effect on our operating results or financial condition. We may experience risks relating to the challenges and costs of closing a business combination and the risk that an announced business combination may not close. There can be no assurance that we will be successful in making additional acquisitions in the future or in integrating or executing on our business plan for existing or future acquisitions.

A reduction in the growth or amount of charitable giving could adversely affect our operating results and financial condition.

A large percentage of our customers are nonprofits, foundations, education institutions, healthcare organizations and other members of the social good community that fully or partially rely on charitable donations. If charitable giving, including online giving, does not continue to grow or declines, it could limit our current and potential customers' ability to use and pay for our solutions and services, which could adversely affect our operating results and financial condition.

In addition, we derive a significant portion of our revenue from transaction-based payment processing fees that we collect from our customers through our Blackbaud Merchant Services solution, which enables our customers' donors to make donations and purchase goods and services using various payment options. A reduction in the growth of, or a decline in, charitable giving to these customers, whether due to deteriorating general economic conditions, the impact of recent or future changes to applicable tax laws, or otherwise, could negatively impact the volume and size of such payment processing transactions and thereby adversely affect our operating results and financial condition.

Our failure to obtain licenses for, or our use of, third-party technologies could harm our business.

We expect to continue licensing technologies from third parties, including applications used in our research and development activities, technologies which are integrated into our solutions and solutions that we resell. We believe that the loss of any third-party technologies currently integrated into our solutions could have a material adverse effect on our business. Our inability in the future to obtain any third-party licenses on commercially reasonable terms, or at all, could delay future solution development until equivalent technology can be identified, licensed or developed and integrated. This inability in turn could harm our business and operating results.

Our use of third-party technologies also exposes us to increased risks including, but not limited to, risks associated with the integration of new technology into our solutions, the diversion of our resources from development of our own proprietary technology and our inability to generate revenue from licensed technology sufficient to offset associated acquisition and maintenance costs.

The U.K.'s departure from the European Union ("EU") could adversely affect us.

The U.K. held a referendum on June 23, 2016 on its membership in the E.U., in which a majority of U.K. voters voted to exit the E.U. (commonly referred to as "Brexit"). Thereafter, the E.U. and the U.K. engaged in extensive negotiations designed to reach agreement regarding the future terms of the U.K.'s relationship with the E.U., including the terms of trade between the U.K. and the E.U. and a transition period during which the agreed relationship would be implemented in stages to facilitate a gradual and orderly Brexit. Effective January 31, 2020, the U.K. is no longer a member of the E.U., and the transition period is currently set to expire on December 31, 2020, during which time the U.K. and E.U. will continue to negotiate an agreement. There can be no assurance that they will be successful in doing so. Because we currently conduct business in the U.K. and in Europe, the U.K.'s exit from the E.U. under such circumstances creates uncertainty and could disrupt our business. For example, Brexit could affect the business of and/or our relationships with our customers and partners, including with regard to data privacy, as well as alter the relationship among tariffs and currencies, including the value of the British Pound and the Euro relative to the US dollar. The ultimate effects of Brexit on us, including those mentioned above and others we cannot now anticipate, are difficult to predict and could adversely affect our business, business opportunities, results of operations or financial condition in both the short-term and thereafter.

Operational Risks

Defects, delays or interruptions in our cloud solutions and hosting services could diminish demand for these services and subject us to substantial liability.

We currently utilize data center hosting facilities to provide cloud solutions to most of our subscription customers and hosting services to our on-premise license customers. Any damage to, or failure of, these data center systems generally could result in interruptions in service to our customers, notwithstanding any business continuity or disaster recovery agreements that may currently be in place at these facilities. Because our cloud solutions and hosting service offerings are complex and we have incorporated a variety of new computer hardware and software systems at our data centers, our services might have errors or defects that users identify after they begin using our services. This could result in unanticipated downtime for our customers and harm to our reputation and business results. Internet-based services sometimes contain undetected errors when first introduced or when new versions or enhancements are released. We have from time to time found defects in our web-based services and new errors might again be detected in the future. In addition, our customers might use our Internet-based offerings in unanticipated ways that cause a disruption in service for other customers attempting to access their data.

Because our customers use these services for important aspects of their businesses, any defects, delays or disruptions in service or other performance problems with our services could hurt our reputation and damage our customers' businesses. If that occurs, customers could elect to cancel their service, delay or withhold payment to us, not purchase from us in the future or make claims against us, which could result in an increase in our provision for doubtful accounts, an increase in collection cycles for accounts receivable or the expense and risk of litigation. Any of these could harm our business and reputation.

Material defects or errors in the software we use to deliver our services could harm our reputation, result in significant costs to us and impair our ability to sell our services.

The software applications underlying our services are inherently complex and may contain material defects or errors, particularly when first introduced or when new versions or enhancements are released. We have from time to time found defects in our software, and new errors in our existing software may be detected in the future.

After the release of our software, defects or errors may also be identified from time to time by our internal team and our customers. The costs incurred in correcting any material defects or errors in our software may be substantial and could harm our operating results. Furthermore, our customers may use our software together with solutions from other companies. As a result, when problems occur, it might be difficult to identify the source of the problem. Even when our software does not cause these problems, the existence of these errors might cause us to incur significant costs, divert the attention of our technical personnel from our solution development efforts, impact our reputation and cause significant customer relations problems.

If we are unable, or our customers believe we are unable, to detect and prevent unauthorized use of payment card information, we could be subject to financial liability, our reputation could be harmed and customers may be reluctant to use our solutions and services.

The rules of payment card associations in which we participate require that we comply with Payment Card Industry Data Security Standard ("PCI DSS") in order to preserve security of payment card data. Under PCI DSS, we are required to adopt and implement internal controls over the use, storage and security of payment card data to help prevent card fraud. Conforming our solutions and services to PCI DSS or other payment services related regulations or requirements imposed by payment networks or our customers or payment processing partners is expensive and time-consuming. However, failure to comply may subject us to fines, penalties, damages and civil liability, may impair the security of payment card data in our possession, and may harm our reputation and our business prospects, including by limiting our ability to process transactions. Currently some of our solutions are not fully compliant with PCI DSS, primarily due to the lag time required for integrating acquired businesses.

If the security of our software is breached, we fail to securely collect, store and transmit customer information, or we fail to safeguard confidential donor data, we could be exposed to liability, litigation, penalties and remedial costs and our reputation and business could suffer.

Fundamental to the use of our solutions is the secure collection, storage and transmission of confidential donor and end user data and transaction data, including in our payment services. Despite the network and application security, internal control measures, and physical security procedures we employ to safeguard our systems, we may still be vulnerable to a security breach, intrusion, loss or theft of confidential donor data and transaction data, which may harm our business, reputation and future financial results.

Like many major businesses, we are, from time to time, a target of cyber-attacks and phishing schemes, and we expect these threats to continue. Because of the numerous and evolving cybersecurity threats, including advanced and persistent cyber-attacks, phishing and social engineering schemes, used to obtain unauthorized access, disable or degrade systems have become increasingly more complex and sophisticated and may be difficult to detect for periods of time, we may not anticipate these acts or respond adequately or timely. As these threats continue to evolve and increase, we may be required to devote significant additional resources in order to modify and enhance our security controls and to identify and remediate any security vulnerabilities.

A compromise of our data security that results in customer or donor personal or payment card data being obtained by unauthorized persons could adversely affect our reputation with our customers and others, as well as our operations, results of operations, financial condition and liquidity and could result in litigation against us or the imposition of penalties. We might be required to expend significant capital and other resources to further protect against security breaches or to rectify problems caused by any security breach, including notification under data privacy laws and regulations and expenses related to remediating our information security systems. Even though we carry cyber-technology insurance policies that may provide insurance coverage under certain circumstances, we might suffer losses as a result of a security breach that exceed the coverage available under our insurance policies or for which we do not have coverage. A security breach and any efforts we make to address such breach could also result in a disruption of our operations, particularly our online sales operations.

Further, the existence of vulnerabilities, even if they do not result in a security breach, may harm client confidence and require substantial resources to address, and we may not be able to discover or remedy such security vulnerabilities before they are exploited, which may harm our business, reputation and future financial results.

Our operations might be affected by the occurrence of a natural disaster or other catastrophic event.

We depend on our principal executive offices and other facilities for the continued operation of our business. Although we have contingency plans in effect for natural disasters or other catastrophic events, these events, including terrorist attacks, computer hacker attacks and natural disasters such as hurricanes, flooding and earthquakes, could disrupt one or more of these facilities and adversely affect our operations. Our principal executive offices are located in a coastal region that has experienced hurricanes and earthquakes in the past. Even though we carry business interruption insurance policies and typically have provisions in our commercial contracts that protect us in certain events, we might suffer losses as a result of business interruptions that exceed the coverage available under our insurance policies or for which we do not have coverage. Any natural disaster or catastrophic event affecting us could have a significant negative impact on our operations.

Complications with the design or implementation of our new global enterprise resource planning ("ERP") system could adversely affect our operations and operating results

We rely extensively on information systems and technology to manage our business and summarize our operating results. We are in the process of a multi-year implementation of a new ERP system, which will replace our existing core financial systems. Such an implementation is a major undertaking, both financially and from a management and personnel perspective. The new ERP system is designed to accurately maintain our financial records, enhance the flow of financial information, improve data management, and provide timely information to our management team. We may not be able to successfully implement the ERP system without experiencing delays, unexpected additional costs and other difficulties. Failure to successfully design and implement the new ERP system as planned could harm our business, financial condition and operating results. Additionally, if we do not effectively implement the ERP system as planned or the ERP system does not operate as intended, the effectiveness of our internal control over financial reporting could be negatively affected.

Financial Risks

Because a significant portion of our revenue is recognized over time on a ratable basis over the contract term, downturns in sales may not be immediately reflected in our revenue.

We generally recognize our subscription and maintenance revenue ratably over time over the contract term. Our subscription arrangements are generally for a term of three years at contract inception with one to three-year renewals thereafter. Most of our maintenance arrangements are for a one-year term. As a result, much of the revenue we report in each quarter is attributable to arrangements entered into during previous quarters. Consequently, a decline in sales to new customers, renewals by existing customers or market acceptance of our solutions in any one quarter will not necessarily be fully reflected in the revenues in that quarter and could negatively affect our revenues and profitability in future quarters.

If our customers do not renew their subscriptions for our solutions or annual maintenance and support arrangements or if they do not renew them on terms that are favorable to us, our business might suffer.

Our subscription arrangements are generally for a term of three years at contract inception with one to three-year renewals thereafter. Most of our maintenance arrangements are for a one-year term. As the end of the contract term approaches, we seek the renewal of the agreement with the customer. Historically, subscription and maintenance renewals have represented a significant portion of our total revenue. Because of this characteristic of our business, if our customers choose not to renew their subscriptions or maintenance and support arrangements with us on beneficial terms or at all, our business, operating results and financial condition could be harmed. Our customers' renewal rates may decline or fluctuate as a result of a number of factors, including their level of satisfaction with our solutions and services and their ability to continue their operations and spending levels.

We significantly increased our leverage in connection with acquisitions.

We incurred a substantial amount of indebtedness in connection with recent acquisitions. As a result of this indebtedness, our interest payment obligations have increased. The degree to which we are leveraged could have adverse effects on our business, including the following:

- Requiring us to dedicate a substantial portion of our cash flow from operations to payments on our indebtedness, thereby reducing the availability of our cash flow to fund working capital, capital expenditures, acquisitions, dividends and other general corporate purposes;
- Limiting our flexibility in planning for, or reacting to, changes in our business and the industries in which we operate;
- Restricting us from making additional strategic acquisitions or exploiting business opportunities;
- Placing us at a competitive disadvantage compared to our competitors that have less debt;
- Limiting our ability to borrow additional funds; and
- Decreasing our ability to compete effectively or operate successfully under adverse economic and industry conditions.

If we incur additional debt, these risks may intensify. Our ability to meet our debt service obligations will depend upon our future performance, which will be subject to the financial, business and other factors affecting our operations, many of which are beyond our control.

Our balance sheet includes significant amounts of goodwill and intangible assets. The impairment of a significant portion of these assets could negatively affect our operating results.

As of December 31, 2019, we had $634.1 million and $317.9 million of goodwill and intangible assets, respectively. On at least an annual basis, we assess whether there have been impairments in the carrying value of goodwill and intangible assets. If the carrying value of an asset is determined to be impaired, then it is written down to fair value by a non-cash charge to operating earnings. Changes in circumstances that could indicate that the carrying value of goodwill or intangible assets may not be recoverable include declines in our stock price, market capitalization, cash flows and slower growth rates in our industry. We cannot accurately predict the likelihood or potential amount and timing of any impairment of goodwill or other intangible assets. An impairment of a significant portion of goodwill or intangible assets could materially and negatively affect our results of operations and financial condition.

Restrictions in our credit facility may limit our activities, including dividend payments, share repurchases and acquisitions.

Our credit facility contains restrictions, including covenants limiting our ability to incur additional debt, grant liens, make acquisitions and other investments, prepay specified debt, consolidate, merge or acquire other businesses, sell assets, pay dividends and other distributions, repurchase stock and enter into transactions with affiliates. There can be no assurance that we will be able to remain in compliance with the covenants to which we are subject in the future and, if we fail to do so, that we will be able to obtain waivers from our lenders or amend the covenants.

In the event of a default under our credit facility, we could be required to immediately repay all outstanding borrowings, which we might not be able to do. In addition, certain of our material domestic subsidiaries are required to guarantee amounts borrowed under the credit facility, and we have pledged the shares of certain of our subsidiaries as collateral for our obligations under the credit facility. Any such default could have a material adverse effect on our ability to operate, including allowing lenders under the credit facility to enforce guarantees of our subsidiaries, if any, or exercise their rights with respect to the shares pledged as collateral.

We have recorded significant deferred tax assets, and we might never realize their full value, which would result in a charge against our earnings.

As of December 31, 2019, we had deferred tax assets of $93.8 million. Realization of our deferred tax assets is dependent upon our generating sufficient taxable income in future years to realize the tax benefit from those assets. Deferred tax assets are reviewed at least annually for realizability. A charge against our earnings would result if, based on the available evidence, it is more likely than not that some portion of the deferred tax asset will not be realized beyond our existing valuation allowance. This could be caused by, among other things, deterioration in performance, adverse market conditions, adverse changes in applicable laws or regulations, including changes that restrict the activities of or affect the solutions sold by our business and a variety of other factors. If a deferred tax asset net of our valuation allowance was determined to be not realizable in a future period, the charge to earnings would be recognized as an expense in our results of operations in the period the determination is made. Additionally, if we are unable to utilize our deferred tax assets, our cash flow available to fund operations could be adversely affected.

Depending on future circumstances, it is possible that we might never realize the full value of our deferred tax assets. Any future impairment charges related to a significant portion of our deferred tax assets would have an adverse effect on our financial condition and results of operations.

Legal and Compliance Risks

Privacy and data protection concerns, including evolving domestic and international government regulation in the area of consumer data privacy or data protection, could adversely affect our business and operating results.

The effectiveness of our software solutions relies on our customers' storage and use of data concerning their customers, including financial, personally identifying or other sensitive data. Our customers' collection and use of this data for donor profiling, data analytics or communications outreach might raise privacy and data protection concerns and negatively impact the demand for our solutions and services. For example, our custom modeling and analytical services rely heavily on processing and using of data we gather from customers and various sources. Privacy and data protection laws could add restrictions or regulatory burdens, which could limit to our ability to market and profit from those services.

Governments in some jurisdictions have enacted or are considering enacting consumer data privacy or data protection legislation, including laws and regulations applying to the solicitation, collection, transfer, processing and use of personal data. This legislation could reduce the demand for our software solutions if we fail to design or enhance our solutions to enable our customers to comply with the privacy and data protection measures required by the legislation. Moreover, we may be exposed to liability under existing or new consumer privacy or data protection legislation. For example, when providing our solutions to certain customers in the healthcare industry, we must comply with applicable provisions of the Health Insurance Portability and Accountability Act of 1996 ("HIPAA"), and might be subject to similar provisions of other legislation, including, without limitation, the Gramm-Leach-Bliley Act and related regulations, and the California Consumer Privacy Act of 2018, which became effective January 1, 2020, and may apply to some of our customers and areas of business. Even technical violations of these laws may result in penalties that are assessed for each non-compliant transaction.

Recently, the E.U. General Data Protection Regulation ("GDPR"), which became effective in May 2018, extended the scope of the E.U. data protection law to many companies processing data of E.U. residents, regardless of the company's location. The law requires companies to meet new requirements regarding the handling of personal data, including new rights such as the portability of personal data. We completed an extensive program of product and operational changes to address GDPR requirements and all future solutions sold to customers subject to GDPR must include GDPR features. The implementation of GDPR has affected our ability to offer some features and services to customers in the E.U. Furthermore, actions and investigations by regulatory authorities related to data security incidents and privacy violations continue to increase, which could impact us through increased costs or restrictions on our business, and noncompliance could result in significant regulatory penalties and legal liability.

If our customers or we were found to be subject to and in violation of any privacy or data protection laws or regulations, our business may be materially and adversely impacted and we and/or our customers would likely have to change our business practices. In addition, these laws and regulations could impose significant costs on our customers and us and make it more difficult for donors to make online donations.

We are in the information technology business, and our solutions and services store, retrieve, transfer, manipulate and manage our customers' information and data. The effectiveness of our software solutions relies on our customers' storage and use of data concerning their donors, including financial, personally identifying and other sensitive data and our business uses similar systems that require us to store and use data with respect to our customers and personnel. Our collection and our customers' collection and use of this data might raise privacy and data protection concerns and negatively impact our business or the demand for our solutions and services. If a breach of data security were to occur, or other violation of privacy or data protection laws and regulations were to be alleged, our business may be materially and adversely impacted and solutions may be perceived as less desirable, which would negatively affect our business and operating results.

Claims that we or our technologies infringe upon the intellectual property or other proprietary rights of a third party may require us to incur significant costs, enter into royalty or licensing agreements or develop or license substitute technology.

We may be subject to claims that the technologies in our solutions and services infringe upon the intellectual property or other proprietary rights of a third party. In addition, the vendors providing us with technology that we use in our own solutions could become subject to similar infringement claims. Although we believe that our solutions and services do not infringe any intellectual property or other proprietary rights, we cannot be certain that our solutions and services do not, or that they will not in the future, infringe intellectual property or other proprietary rights held by others. Any claims of infringement could cause us to incur substantial costs to defend against the claim, even if the claim is without merit, and could distract our management from our business. Moreover, any settlement or adverse judgment resulting from the claim could require us to pay substantial amounts, or obtain a license to continue to use the technology and services that are the subject of the claim, and/or otherwise restrict or prohibit our use of the same. There can be no assurance that we would be able to obtain a license on commercially reasonable terms from the third party asserting any particular claim, or that we would be able to successfully develop alternative technology on a timely basis, or that we would be able to obtain a license from another provider of suitable alternative technology to permit us to continue offering, and our customers to continue using, the solutions and services. In addition, we generally provide in our customer arrangements for certain solutions and services that we will indemnify our customers against third-party infringement claims relating to technology we provide to those customers, which could obligate us to pay damages if the solutions and services were found to be infringing. Infringement claims asserted against us, our vendors or our customers may have a material adverse effect on our business, prospects, financial condition and results of operations.

Our solutions utilize open source software, which may subject us to litigation, require us to re-engineer our solutions, or otherwise divert resources away from our development efforts.

We use open source software in connection with certain of our solutions. Such open source software is generally licensed by its authors or other third parties under open source licenses, including, for example, the GNU General Public License, the GNU Lesser General Public License, "Apache-style" licenses, "BSD-style" licenses and other open source licenses. There is little legal precedent governing the interpretation of many of the terms of some of these licenses and, therefore, the potential impact of these terms on our business is currently unable to be determined and may result in unanticipated obligations regarding our solutions and technologies. From time to time, companies that incorporate open source software into their products have faced claims challenging the ownership of open source software and/or compliance with open source license terms. Therefore, we could be subject to litigation by parties claiming ownership of open source software or noncompliance with open source licensing terms. Some open source software licenses require users who distribute open source software as part of their own software to publicly disclose all or part of the source code to such software and/or make available any derivative works of the open source code on unfavorable terms or at no cost. While we monitor our use of open source software and try to ensure that none is used in a manner that would require us to disclose the source code or that would otherwise breach the terms of an open source agreement, such use could inadvertently occur and we may be required to release proprietary source code, pay damages for breach of contract, re-engineer our applications, discontinue sales in the event re-engineering cannot be accomplished on a timely basis, or take other remedial action that may divert resources away from our development efforts, any of which could adversely affect our business.

We rely upon trademark, copyright, patent and trade secret laws to protect our proprietary rights, which might not provide us with adequate protection.

Our success and ability to compete depends to a significant degree upon the protection of our proprietary technology rights. We might not be successful in protecting our proprietary technology and our proprietary rights might not provide us with a meaningful competitive advantage. To protect our core proprietary technology, we rely on a combination of patent, trademark, copyright and trade secret laws, as well as nondisclosure agreements, each of which affords only limited protection.

Increasing and evolving domestic and international government financial regulation could adversely affect our business and operating results.

Certain of our solutions, in particular, our financial management and payment services solutions, relate to activity heavily regulated in the U.S. by federal and state government regulatory agencies and in other countries in which we operate by local regulatory agencies. The laws and regulations enforced by these agencies are proposed or enacted to deter fraud and other illicit financial transactions and to protect consumers and the financial system. We have procedures and controls in place to monitor compliance with numerous federal, state and foreign laws and regulations. However, because these laws and regulations are complex, differ between jurisdictions, and are often subject to interpretation, or as a result of unintended errors, we may, from time to time, inadvertently violate these laws and regulations. Compliance with these laws and regulations is expensive and requires the time and attention of management. These costs divert capital and focus away from efforts intended to grow our business. If we do not successfully comply with laws, regulations, or policies, we could incur fines or penalties, be subject to litigation, lose existing or new customer contracts or other business, and suffer damage to our reputation. Changes in these laws and regulations can alter our business environment, limit business operations, require substantial investments to achieve compliance and increase costs of doing business, and we cannot predict the impact such changes would have on our operating results and financial condition.

Anti-takeover provisions in our charter documents and Delaware law may delay or prevent an acquisition of our company.

Provisions of Delaware law, our certificate of incorporation and bylaws may have the effect of delaying or preventing a change in control of our company or deterring tender offers for our common stock that other stockholders may consider in their best interests. Our certificate of incorporation authorizes "blank check" preferred stock, which could be issued by the board of directors without stockholder approval and may contain voting, liquidation, dividend and other rights superior to our common stock. Stockholder approval is not necessary to issue preferred stock in this manner. Issuance of these shares of preferred stock could have the effect of making it more difficult and more expensive for a person or group to acquire control of us, and could effectively be used as an anti-takeover device. Currently there are no shares of our preferred stock issued or outstanding. Our bylaws provide for an advance notice procedure for stockholders to nominate director candidates for election or to bring business before an annual meeting of stockholders, including proposed nominations of persons for election to our board of directors, and limit the persons who may call special meetings of stockholders. The anti-takeover provisions of Delaware law and provisions in our organizational documents may prevent our stockholders from receiving the benefit from any premium to the market price of our common stock offered by a bidder in a takeover context. Even in the absence of a takeover attempt, the existence of these provisions may adversely affect the prevailing market price of our common stock if they are viewed as discouraging takeover attempts in the future.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

We lease our new headquarters facility in Charleston, South Carolina, which consists of approximately 172,000 square feet (the "Global Headquarters Facility"). The lease on our Global Headquarters Facility expires in April 2038 and we have the option for 4 renewal periods of 5 years each. The lease agreement also grants us a Phase Two option to request that the landlord construct and lease to us a second office building and related improvements. We continue to lease our former headquarters facility, now called our Customer Operations Center, in Charleston, South Carolina, which consists of approximately 218,000 square feet. The lease on our Customer Operations Center expires in October 2023, and we have the option for 2 renewal periods of 5 years each.

We also lease or have purchased the right to use additional office space in Austin, Texas; Bedford, New Hampshire; Charleston, South Carolina; Glasgow, Scotland; London, England; Plano, Texas; St. Paul, Minnesota; San Jose, Costa Rica; Sydney, Australia; Brisbane, Australia; and Toronto, Canada, among other locations. We believe that our properties are in good operating condition and adequately serve our current business operations. We also anticipate that suitable additional or alternative space, including those under lease options, will be available at commercially reasonable terms for future expansion.

ITEM 3. LEGAL PROCEEDINGS

From time to time we may become involved in litigation relating to claims arising from our ordinary course of business. We do not believe that there are any claims or actions pending or threatened against us, the ultimate disposition of which would have a material adverse effect on us.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

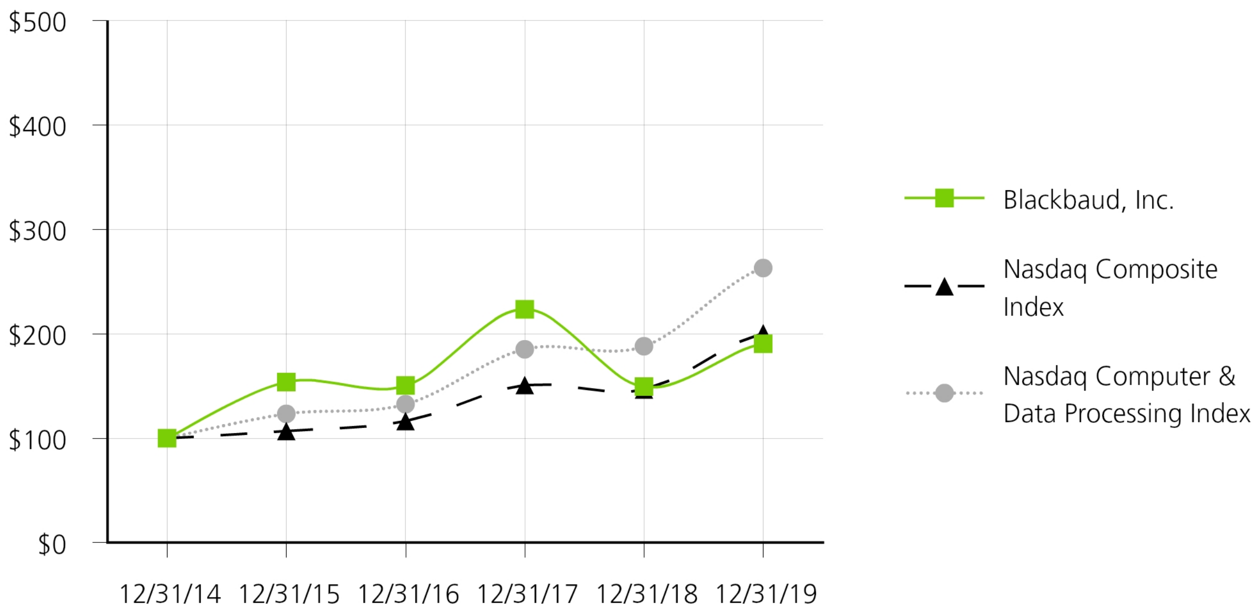
PART II.

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

Our common stock is trading on the Nasdaq Stock Market LLC ("Nasdaq") under the symbol "BLKB." As of February 5, 2020, there were approximately 100 stockholders of record of our common stock. Because many of our shares of common stock are held by brokers and other institutions on behalf of stockholders, this number is not representative of the total number of beneficial owners of our stock. On February 5, 2020, the closing price of our common stock was $76.03.

Stock Performance Graph

The following performance graph shall not be deemed to be "soliciting material" or "filed" or incorporated by reference in future filings with the SEC, or subject to the liabilities of Section 18 of the Exchange Act except as shall be expressly set forth by specific reference in such filing. The performance graph compares the performance of our common stock to the Nasdaq Composite Index and the Nasdaq Computer and Data Processing Index. The graph covers the most recent five-year period ended December 31, 2019. The graph assumes that the value of the investment in our common stock and each index was $100.00 at December 31, 2014, and that all dividends are reinvested.



December 31,	2014	2015	2016	2017	2018	2019
Blackbaud, Inc.	$ 100.00	$ 153.62	$ 150.42	$ 223.36	$ 149.47	$ 190.28
Nasdaq Composite Index	100.00	106.96	116.45	150.96	146.67	200.49
Nasdaq Computer & Data Processing Index	100.00	123.21	132.37	185.07	187.89	262.83

Common Stock Acquisitions and Repurchases

The following table provides information about shares of common stock acquired or repurchased during the three months ended December 31, 2019. All of these acquisitions were of common stock withheld by us to satisfy minimum tax obligations of employees due upon exercise of stock appreciation rights and vesting of restricted stock awards and units. The level of acquisition activity varies from period to period based upon the timing of grants and vesting as well as employee exercise decisions.

Period	Total number of shares purchased	Average price paid per share	Total number of shares purchased as part of publicly announced plans or programs(1)	Approximate dollar value of shares that may yet be purchased under the plans or programs (in thousands)
Beginning balance, October 1, 2019				$ 50,000
October 1, 2019 through October 31, 2019	1,870	$ 87.33	—	50,000
November 1, 2019 through November 30, 2019	4,347	84.30	—	50,000
December 1, 2019 through December 31, 2019	37,338	79.60	—	50,000
Total	43,555	$ 80.40	—	$ 50,000

(1) In August 2010, our Board of Directors approved a stock repurchase program that authorized us to purchase up to $50.0 million of our outstanding shares of common stock. We have not made any repurchases under the program to date, and the program does not have an expiration date.

Dividend Policy

Our Board of Directors has adopted a dividend policy which reflects an intention to distribute to our stockholders a portion of the cash generated by our business that exceeds our operating needs and capital expenditures as regular quarterly dividends. This policy reflects our judgment that we can provide greater value to our stockholders by distributing to them a portion of the cash generated by our business.

In accordance with this dividend policy, we paid quarterly dividends at an annual rate of $0.48 per share in 2019 and 2018, resulting in aggregate dividend payments to stockholders of $23.6 million and $23.3 million in 2019 and 2018, respectively. In February 2020, our Board of Directors approved an annual dividend rate of $0.48 per share for 2020 and we declared a first quarter dividend of $0.12 per share payable on March 13, 2020, to stockholders of record on February 28, 2020.

Dividends on our common stock will not be cumulative. Consequently, if dividends on our common stock are not declared and/or paid at the targeted level, our stockholders will not be entitled to receive such payments in the future. We are not obligated to pay dividends, and as described more fully below, our stockholders might not receive any dividends as a result of the following factors:

- Our credit facility limits the amount of dividends we are permitted to pay;
- Our Board of Directors could decide to reduce dividends or not to pay dividends at all, at any time and for any reason;
- The amount of dividends distributed is subject to state law restrictions (as discussed below); and
- We might not have enough cash to pay dividends due to changes to our operating earnings, working capital requirements and anticipated cash needs.

Assumptions and Considerations

We estimate that the cash necessary to fund dividends on our common stock for 2020 at an annual rate of $0.48 per share is approximately $24.0 million (assuming 50.0 million shares of common stock are outstanding, net of treasury stock).

We have a stock repurchase program that authorizes us to purchase up to $50.0 million of our outstanding shares of common stock. The program does not have an expiration date. The shares could be purchased in a self-tender for our stock, from time to time on the open market or in privately negotiated transactions depending upon market conditions and other factors, all in accordance with the requirements of applicable law. Any open market purchases under the repurchase program will be made in compliance with Rule 10b-18 of the Exchange Act and all other applicable securities regulations. We might not purchase any shares of common stock and our Board of Directors may decide, in its absolute discretion, at any time and for any reason, to cancel the stock repurchase program.

We believe that our cash on hand and the cash flows we expect to generate from operations will be sufficient to meet our liquidity requirements through 2020, including dividends and purchases under our stock repurchase program. See "Management's Discussion and Analysis of Financial Conditions and Results of Operations — Liquidity and Capital Resources" in Item 7 in this report.

If our assumptions as to operating expenses, working capital requirements and capital expenditures are too low or if unexpected cash needs arise that we are not able to fund with cash on hand or with borrowings under our credit facility, we would need to either reduce or eliminate dividends. If we were to use working capital or permanent borrowings to fund dividends, we would have less cash available for future dividends and other purposes, which could negatively impact our stock price, financial condition, results of operations and ability to maintain or expand our business.

We have estimated our dividend only for 2020, and we cannot assure our stockholders that during or following 2020 we will pay dividends at the estimated levels, or at all except with regard to dividends previously declared by the Board of Directors but not yet paid. We are not required to pay dividends and our Board of Directors may modify or revoke our dividend policy at any time. Dividend payments are within the absolute discretion of our Board of Directors and will be dependent upon many factors and future developments that could differ materially from our current expectations. Over time, our capital and other cash needs, including unexpected cash needs, will invariably change and remain subject to uncertainties, which could impact the level of any dividends we pay in the future.

We believe that our dividend policy could limit, but not preclude, our ability to pursue growth as we intend to retain sufficient cash after the distribution of dividends to permit the pursuit of growth opportunities. In order to pay dividends at the level currently anticipated under our dividend policy and to fund any substantial portion of our stock repurchase program, we could require financing or borrowings to fund any significant acquisitions or to pursue growth opportunities requiring capital significantly beyond our anticipated levels. Management will evaluate potential growth opportunities as they arise and, if our Board of Directors determines that it is in our best interest to use cash that would otherwise be available for distribution as dividends to pursue an acquisition opportunity, to materially increase capital spending or for some other purpose, the Board would be free to depart from or change our dividend policy at any time.

Restrictions on Payment of Dividends

Under Delaware law, we can only pay dividends either out of "surplus" (which is defined as total assets at fair market value minus total liabilities, minus statutory capital) or out of current or the immediately preceding year's earnings. As of December 31, 2019, we had $31.8 million in cash and cash equivalents. In addition, we anticipate that we will have sufficient earnings in 2020 to pay dividends at the level described above. Although we believe we will have sufficient surplus and earnings to pay dividends at the anticipated levels for 2020, our Board of Directors will seek periodically to assure itself of this sufficiency before actually declaring any dividends.

Under our credit facility, we also have restrictions on our ability to declare and pay dividends and our ability to repurchase shares of our common stock. In order to pay any cash dividends and/or repurchase shares of stock: (1) no default or event of default shall have occurred and be continuing under the credit facility, and (2) our pro forma net leverage ratio, as set forth in the credit agreement, must be 0.25 less than the net leverage ratio requirement at the time of dividend declaration or share repurchase. See "Management's Discussion and Analysis of Financial Conditions and Results of Operations — Liquidity and Capital Resources" in Item 7 in this report.

ITEM 6. SELECTED FINANCIAL DATA

The selected financial data set forth below should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Item 7 in this report and our financial statements and the related notes included elsewhere in this report to fully understand factors, including our business acquisitions and dispositions, that may affect the comparability of the information presented below.

	Year ended December 31,				
(in thousands, except per share data)	2019(1)	2018	2017(2)	2016(2)	2015
SUMMARY OF OPERATIONS					
Total revenue	$ 900,423	$ 848,606	$ 788,487	$ 731,642	$ 637,940
Total cost of revenue	418,424	381,742	361,904	339,220	304,631
Gross profit	481,999	466,864	426,583	392,422	333,309
Total operating expenses	454,854	407,447	358,405	324,198	286,597
Income from operations	27,145	59,417	68,178	68,224	46,712
Net income	11,908	44,841	73,633	45,404	25,649
PER SHARE DATA					
Basic net income	$ 0.25	$ 0.95	$ 1.58	$ 0.98	$ 0.56
Diluted net income	0.25	0.93	1.54	0.96	0.55
Cash dividends	0.48	0.48	0.48	0.48	0.48
BALANCE SHEET DATA					
Total assets(3)	$ 1,992,963	$ 1,615,305	$ 1,797,846	$ 1,345,009	$ 1,223,336
Deferred revenue, including current portion	316,137	298,555	278,706	250,289	237,335
Total debt, including current portion(3)	467,100	387,124	438,224	342,393	408,087
Total long-term liabilities(3)	607,362	435,867	486,946	396,466	446,450

(1) Reflects the impact of adopting Accounting Standards Update ("ASU") 2016-02, Leases (Topic 842) in 2019, on a prospective basis. See Note 2 of our consolidated financial statements in this report for further discussion.

(2) Reflects the impact of adopting ASU 2014-09, Revenue from Contracts with Customers (Topic 606) in 2018, on a retrospective basis.

(3) As previously disclosed, on January 1, 2016, we adopted ASU 2015-03, Interest - Imputation of Interest - Simplifying the Presentation of Debt Issuance Costs, on a retrospective basis. Accordingly, we retrospectively adjusted other non-current assets and debt, net of current portion, which had the effect of reducing each of those respective line items in our consolidated balance sheets as of December 31, 2015 by approximately $0.5 million.

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

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with Item 1A Risk factors and our consolidated financial statements and related notes included elsewhere in this Annual Report on Form 10-K. The following discussion and analysis presents financial information denominated in millions of dollars which can lead to differences from rounding when compared to similar information contained in the consolidated financial statements and related notes, which are primarily denominated in thousands of dollars.

Executive Summary

We are the world's leading cloud software company powering social good. Serving the entire social good community—nonprofits, foundations, companies, education institutions, healthcare organizations and individual change agents—we connect and empower organizations and individuals to increase their impact through cloud software, services, expertise and data intelligence. Our portfolio is tailored to the unique needs of vertical markets, with solutions for fundraising and CRM, marketing, advocacy, peer-to-peer fundraising, corporate social responsibility, school management, ticketing, grantmaking, financial management, payment processing and analytics. Serving the industry for more than three decades, we are headquartered in Charleston, South Carolina and have operations in the United States, Australia, Canada, Costa Rica and the United Kingdom. As of December 31, 2019, we had over 45,000 global customers.

Our revenue is primarily generated from the following sources: (i) charging for the use of our software solutions in cloud and hosted environments; (ii) providing payment and transaction services; (iii) providing software maintenance and support services; and (iv) providing professional services, including implementation, consulting, training, analytic and other services.

Four-Point Growth Strategy

1. **Delight Customers with Innovative Cloud Solutions**
2. **Drive Sales Effectiveness**
3. **Expand Total Addressable Market**
4. **Improve Operating Efficiency**

1. Delight Customers with Innovative Cloud Solutions

This strategy reflects our relentless focus on driving value and outcomes for our customers through our solutions. Blackbaud SKY®, our platform for cloud innovation, is a core tenant of this strategy and continues to power an elevated level of innovation by our engineers. It is also enabling our growing ecosystem of partners who are also passionate about social good, to extend and expand the capabilities available to our customers. For the first time in the history of the Company, beginning in 2019, there are now significantly more outside developers developing on our platform than Blackbaud engineers.

The customers we serve require vertical specific business solutions to automate their operations. In October 2019, we announced the general availability of Blackbaud Church Management™, which is already transforming the faith community technology landscape. We now serve congregations in more than half of the 50 U.S. states, representing all different sizes and spanning more than 13 denominations. Bringing this solution to market is a significant step toward addressing several challenges in the faith market and a substantial opportunity for Blackbaud. We are seeing positive momentum as more functionality continues to be released, market awareness is increasing and win rates are improving.

We are also seeing momentum continue to build in our Higher Education Vertical where Blackbaud powers 24 of the top 25 private U.S. colleges as ranked by Forbes. A year after introducing the Cloud Solution for Higher Education, we continue to drive innovation and introduce solutions taking full advantage of the rapid innovation, modern user experience, and enhanced capabilities made possible by our Blackbaud SKY platform. We extended our industry proven Education Management portfolio up market to small-scale higher education institutions. We are seeing strong sales momentum and look forward to seeing these customers begin to go-live in 2020. We also recently introduced talent management capabilities as part of the Cloud Solution for Higher Education, providing institutions the first online performance tracking tool for fundraising leaders and managers, enabling transparency, proactive management and peer gift officer benchmarking.

Blackbaud Peer-to-Peer Fundraising powered by JustGiving continues to gain traction. Since the U.S. launch in early 2019, over 1,000 customers have signed up to use the solution and roughly half of these organizations are net new customers to Blackbaud.

2. *Drive Sales Effectiveness*

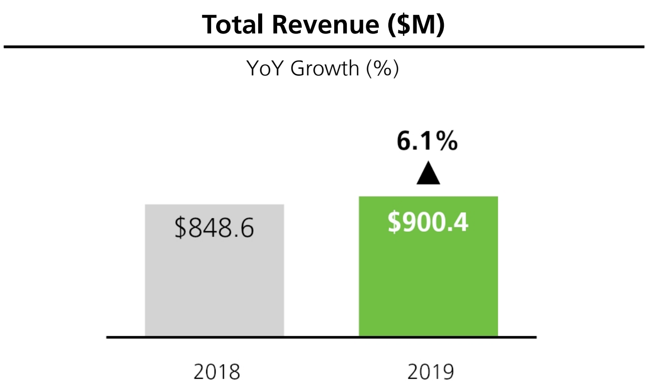
We have been investing in sales and marketing to better address our market opportunity with a focus on adding additional sales headcount, improving productivity and putting a greater focus on adding net new logos. One way we are equipping our growing salesforce to be more effective is by investing in the necessary technology and resources to efficiently drive an increased number of quality leads and better cover our large addressable market. We have grown our lead generation teams, which we call business development representatives, to support our growing sales teams. We have simultaneously increased the productivity of our business development representatives with the implementation of a leading sales engagement technology platform, enabling our teams to generate more prospects, and convert those prospects into sales opportunities. We are entering 2020 with an improved ratio of business development representatives to account executives, and the lead generation from the team has increased substantially as a result of these changes. We have also implemented software tools to enhance our digital footprint and drive lead generation across the company. For the first time ever, we are taking a multi-touch attribution approach to measuring the effectiveness of our marketing campaigns to drive efficiency in our go-to-market efforts and improve returns on our marketing dollars. This is just one of many examples of how we are optimizing our structure, tools and processes to better address our large vertical market opportunities. We have made significant strides in laying the foundation to develop a highly productive and scalable operating model, which included significant organizational structure changes as we centralized many back-office functions and aligned our go-to-market efforts by vertical. This transformation is now behind us, putting us in a position to drive improved productivity across our vertical sales teams.

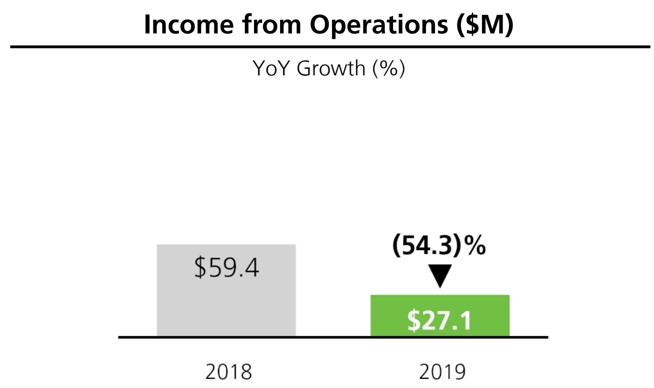
3. *Expand TAM*

In January 2019, we acquired YourCause, which positions us as a global leader in corporate social responsibility and employee engagement technology. One third of Fortune 500 companies trust Blackbaud as their CSR technology partner, and in 2019 alone, YourCause solutions processed over $1 billion dollars in donations and grants which benefited over 170,000 social good organizations. In the year since the acquisition, we have fully integrated YourCause's administrative functions into our global centers of excellence and expanded the sales team to fuel what is already a fast-growing business within the company. Our TAM now stands at over $10 billion, and we remain active in the evaluation of opportunities to further expand our addressable market through acquisitions and internal product development.

4. *Improve Operating Efficiency*

We are also focused on operational efficiency to strengthen the business and position us for long-term success. During 2019, we continued executing a comprehensive workplace strategy to better align our organizational objectives with our geographic footprint. We designated Charleston, South Carolina, Austin, Texas, London, U.K. and Sydney, Australia as our hub locations, and we have leveraged a more flexible office strategy to replace and upgrade some of our former offices and expand our footprint into new locations for customer-facing roles. Most recently, we moved our London offices into a new flexible workspace marking a significant milestone in the integration of our Blackbaud Europe and JustGiving teams. In 2019, we largely completed this optimization effort, and we will continue to evaluate our footprint in alignment with our global workplace strategy. Our aim is optimizing our office utilization, improving our geographic sales coverage and enhancing our employees' daily experience to improve productivity and effectiveness.



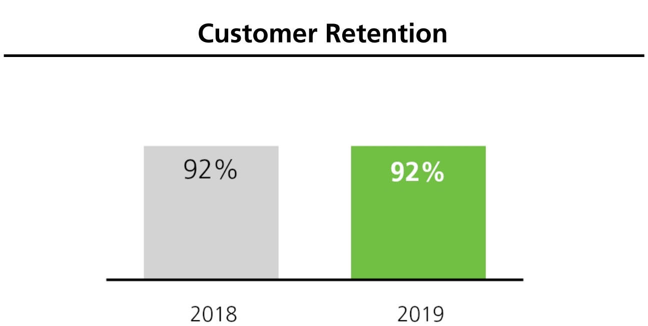


Total revenue increased by $51.8 million during 2019, driven largely by the following:

+ Growth in recurring revenue related to positive demand from customers across our portfolio of cloud solutions and, to a lesser extent, the inclusion of YourCause, an increase in services embedded in our renewable cloud solution contracts and increased sales of subscription-based contracts for retained professional services
- Decline in one-time services and other revenue from our continued shift in focus towards selling cloud subscription solutions. In general, our cloud solutions include integrated analytics, training and payment services, and require little to no customization services. As a result, we expect that one-time services and other revenue will continue to decline and total revenue growth will continue to be negatively impacted.

Income from operations decreased by $32.3 million during 2019, driven largely by the following:

+ Growth in total revenue, as described above
- Increased investments we have made in our sales organization and innovation
- Increase in stock-based compensation of $10.4 million, due to increases in the grant date fair values of our annual equity awards granted to employees over the last three years as our headcount has grown
- Increase in hosting and data center costs of $5.4 million as we are migrating our cloud infrastructure to leading public cloud service providers
- Increase in amortization of software development costs of $4.1 million due to investments made on innovation, quality and the integration of our cloud solutions
- Increase in amortization of intangible assets from business combinations of $3.0 million
- Increase in employee severance of $2.2 million related to the elimination of certain roles within the company, most of which occurred during the first quarter of 2019
- Increase in rent expense of $1.8 million primarily associated with the lease of our New Headquarters Facility in Charleston, South Carolina, which commenced in April 2018
- Increase in restructuring costs of $1.2 million



Our recurring revenue contracts are generally for a term of three years at contract inception with one to three-year renewals thereafter. We anticipate a continued decrease in maintenance contract renewals as we transition our solution portfolio and maintenance customers from a perpetual license-based model to a cloud subscription delivery model. In the long term, we also anticipate an increase in recurring subscription contract renewals as we continue focusing on innovation, quality and the integration of our cloud solutions, which we believe will provide value-adding capabilities to better address our customers' needs. Due primarily to these factors, we believe a recurring revenue customer retention measure that combines recurring subscription, maintenance and service customer contracts provides a better representation of our customers' overall behavior. During 2019 and 2018, approximately 92% of our customers with recurring revenue contracts were retained. This customer retention rate reflects our efforts to rationalize our portfolio of solutions and migrate customers from legacy solutions towards our next generation cloud solutions. We are investing in innovation, which we believe will increase customer retention over the long-term.

Balance Sheet and Cash Flow

At December 31, 2019, our cash and cash equivalents were $31.8 million and the carrying amount of our debt under the 2017 Credit Facility (as described below) was $467.1 million. Our net leverage ratio was 2.30 to 1.00.

During 2019, we generated $182.5 million in cash flow from operations, had net cash outlays of $109.4 million, primarily for the acquisition of YourCause, returned $23.6 million to stockholders by way of dividends and had cash outlays of $58.4 million for purchases of property and equipment and capitalized software development costs.

Adoption of New Lease Accounting Standard

On January 1, 2019, we adopted ASU 2016-02, using the transition method that allowed us to initially apply the guidance at the adoption date of January 1, 2019 without adjusting comparative periods presented. Adopting ASU 2016-02 had a material impact on our consolidated balance sheets as we recognized lease liabilities and ROU assets for those leases classified as operating leases. The impacts of adoption are reflected in the financial information herein. For additional information regarding the impact of our adoption of ASU 2016-02, see Notes 2 and 11 to our consolidated financial statements in this report.

Results of Operations

Reportable segment

We report our operating results and financial information in one operating and reportable segment. See Note 16 of our consolidated financial statements in this report for additional information.

Comparison of 2019 to 2018

For information regarding the comparison of 2018 to 2017, please refer to Part II Item 7 of our Annual Report on Form 10-K for the year ended December 31, 2018 filed with the SEC on February 20, 2019.

Acquisitions

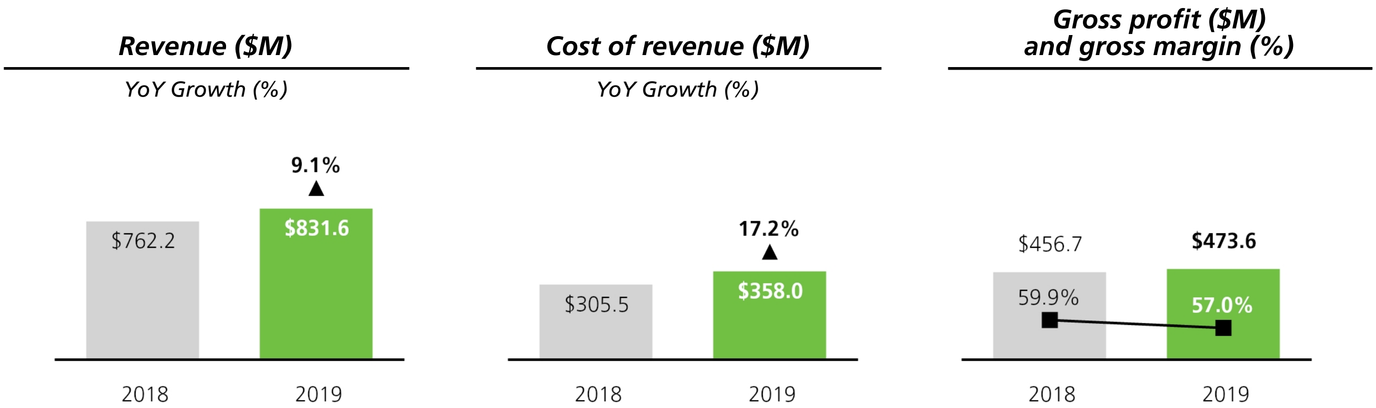
During 2019 and 2018, we acquired companies that provided us with strategic opportunities to expand our TAM and share of the philanthropic giving market through the integration of complementary solutions and services to serve the changing needs of our customers. The following are the companies we acquired and their respective acquisition dates:

- YourCause Holdings, LLC ("YourCause") – January 2, 2019; and
- Reeher LLC ("Reeher") – April 30, 2018

We have included the results of operations of acquired companies in our consolidated results of operations from the date of their respective acquisition. We determined that the YourCause and Reeher acquisitions were not material business combinations; therefore, revenue and earnings since the acquisition date and pro forma information are not required or presented. See Note 3 to our consolidated financial statements in this report for a summary of these acquisitions.

Revenue and Cost of Revenue

Recurring



Recurring revenue is comprised of fees for the use of our subscription-based software solutions, which includes providing access to cloud solutions, hosting services, online training programs, subscription-based analytic services, such as donor acquisitions and data enrichment, and payment services. Recurring revenue also includes fees from maintenance services for our on-premises solutions, services included in our renewable subscription contracts, subscription-based contracts for professional services and variable transaction revenue associated with the use of our solutions.

Cost of recurring revenue is primarily comprised of compensation costs for customer support and production IT personnel, hosting expenses, third-party contractor expenses, third-party royalty and data expenses, allocated depreciation, facilities and IT support costs, amortization of intangible assets from business combinations, amortization of software development costs, transaction-based costs related to payments services including remittances of amounts due to third-parties and other costs incurred in providing support and recurring services to our customers.

We continue to experience growth in sales of our cloud solutions as we meet the demand of our customers that increasingly prefer cloud subscription offerings with integrated analytics, training and payment services. Recurring subscription contracts are typically for a term of three years at contract inception with one to three-year renewals thereafter. We intend to continue focusing on innovation, quality and integration of our cloud solutions, which we believe will drive future revenue growth.

Recurring revenue increased by $69.4 million, or 9.1%, driven primarily by the following:

- \+ Increase in subscriptions revenue of $87.8 million related to positive demand across our portfolio of cloud solutions and, to a lesser extent, the inclusion of YourCause, an increase in services embedded in our renewable cloud solution contracts and increased sales of subscription-based retained professional services
- \- Decrease in maintenance revenue of $18.4 million primarily related to our continuing efforts to migrate customers from legacy on-premises solutions onto our solutions powered by Blackbaud SKY, our modern cloud platform

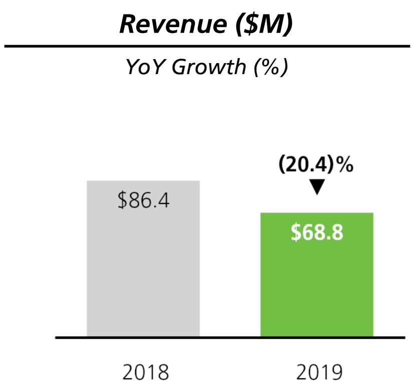
Cost of recurring revenue increased by $52.5 million, or 17.2%, driven primarily by the following:

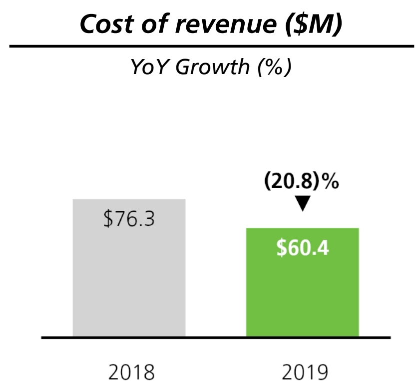
- \+ Increase in transaction-based costs of $13.0 million, related to payment services integrated in our cloud solutions
- \+ Increase in compensation costs of $11.2 million, primarily attributable to an increasing portion of our resources now providing subscription-based retained services as opposed to one-time
- \+ Increase in hosting and data center costs of $5.4 million as we are migrating our cloud infrastructure to leading public cloud service providers
- \+ Increase in third-party data and tool costs of $5.1 million

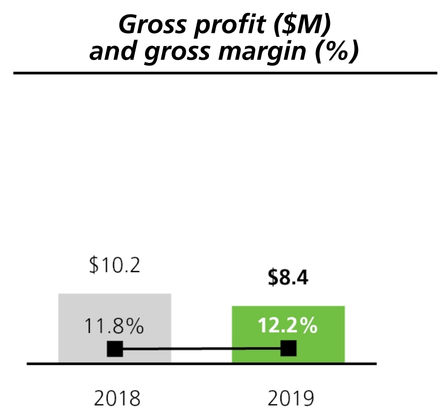
- \+ Increase in allocated corporate costs of $5.1 million primarily due to investments in corporate IT, including cyber security and increases in related headcount
- \+ Increase in amortization of software development costs of $4.1 million due to investments made on innovation, quality and the integration of our cloud solutions

Recurring gross margin decreased by 3.0%, driven primarily by incremental costs associated with our continued shift toward selling cloud solutions and retained services, including hosting and data center costs, compensation costs and amortization of software development costs. We expect continued pressure on recurring gross margin largely driven by duplicate data center costs as we migrate our cloud infrastructure to leading public cloud service providers.

One-time services and other







One-time services and other revenue is comprised of fees for one-time consulting, analytic and onsite training services, as well as revenue from the sale of our software sold under perpetual license arrangements, fees from user conferences and third-party software referral fees.

Cost of one-time services and other is primarily comprised of compensation costs for professional services and onsite training personnel, other costs incurred in providing onsite customer training, third-party contractor expenses, data expense incurred to perform one-time analytic services, third-party software royalties, costs of user conferences, allocated depreciation, facilities and IT support costs and amortization of intangible assets from business combinations.

We expect that the shift in our go-to-market strategy towards cloud subscription offerings, which generally include integrated analytics, training and payment services, and require little to no customization services, will continue to negatively impact one-time services and other revenue.

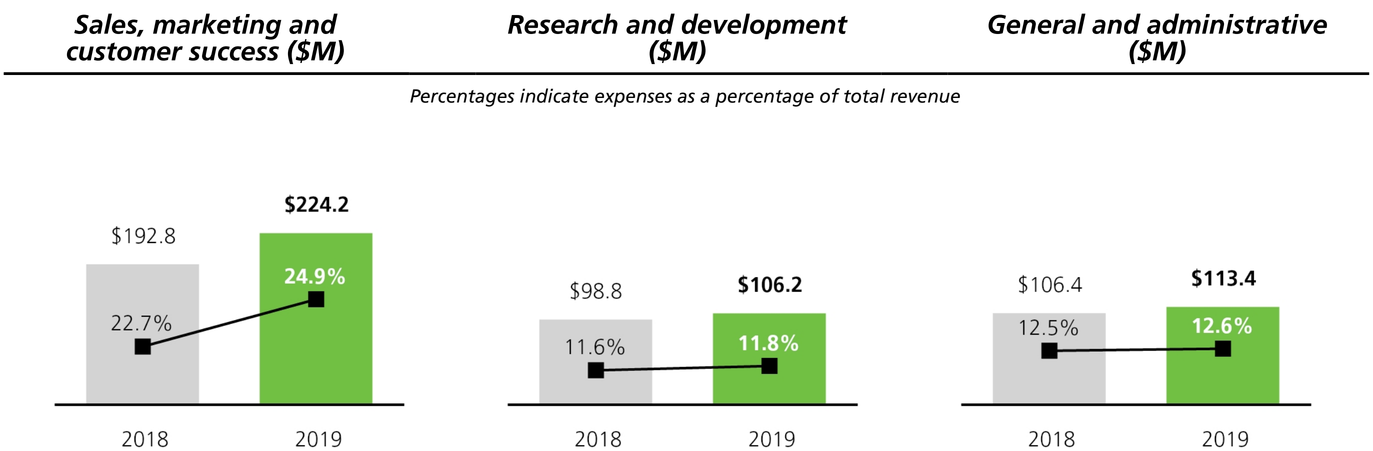
One-time services and other revenue decreased by $17.6 million, or 20.4%, driven primarily by the following:

- Decrease in one-time consulting revenue of $12.6 million. Services are increasingly embedded in our renewable cloud solution contracts and we are selling more subscription-based contracts for retained professional services. Both our embedded services and retained services are recorded as recurring revenue.
- Decrease in one-time analytics revenue of $3.8 million as analytics are generally integrated in our cloud solutions

Cost of one-time services and other decreased by $15.8 million, or 20.8%, driven primarily by a decrease in compensation costs of $13.3 million. The decrease in compensation costs was in line with the decrease in one-time services sold and delivered as an increasing portion of our resources are now providing subscription-based retained services as opposed to one-time.

One-time services and other gross margin increased by 0.4%, as the reductions in costs of one-time services and other discussed above slightly outpaced the declines in one-time consulting revenue and analytics revenue associated with the shift in our go-to-market strategy.

Operating Expenses



Sales, marketing and customer success

Sales, marketing and customer success expense includes compensation costs, variable sales commissions, travel-related expenses, advertising and marketing materials, public relations costs, variable reseller commissions and allocated depreciation, facilities and IT support costs.

We see a large market opportunity and continue to make investments to improve market coverage and drive sales effectiveness, which is a component of our four-point growth strategy. We have also implemented software tools to enhance our digital footprint and drive lead generation. Sales, marketing and customer success expenses increased by $31.3 million, or 16.2%. The increases in dollars and as a percentage of total revenue were primarily driven by the following:

+ Increase in compensation costs of $21.2 million primarily associated with our efforts beginning in the second half of 2018 to increase our direct sales force as well as incremental headcount associated with the inclusion of YourCause. As a result, our direct sales headcount increased 8% during 2019.
+ Increases in allocated corporate costs of $7.0 million primarily driven by investments made in corporate IT, including cyber security and increases in related headcount
+ Increase in commission expense of $2.2 million primarily driven by an increase in commissionable sales

Research and development

Research and development expense includes compensation costs for engineering and product management personnel, third-party contractor expenses, software development tools and other expenses related to developing new solutions or upgrading and enhancing existing solutions that do not qualify for capitalization, and allocated depreciation, facilities and IT support costs.

We continue to make investments to delight our customers with innovative cloud solutions, which is a component of our four-point growth strategy. Research and development expenses increased by $7.4 million, or 7.4%, primarily driven by the following:

+ Increase in compensation costs of $11.6 million primarily associated with the inclusion of YourCause's engineering resources
+ Increases in allocations of depreciation, facilities and IT support costs of $3.5 million primarily driven by investments made in corporate IT, including cyber security and increases in related headcount
- Partially offset by an increase in software development costs of $9.5 million that were required to be capitalized under the internal-use software guidance — see discussion below

Not included in research and development expense for 2019 and 2018 were $46.0 million and $36.5 million, respectively, of qualifying costs associated with development activities that are required to be capitalized under the internal-use software accounting guidance such as those for our cloud solutions, as well as development costs associated with acquired companies. Qualifying capitalized software development costs associated with our cloud solutions are subsequently amortized to cost of subscriptions revenue over the related asset's estimated useful life, which generally range from three to seven years. We expect that the amount of software development costs capitalized will be relatively consistent in the near-term as we continue making investments in innovation, quality and the integration of our solutions, which we believe will drive long-term revenue growth.

General and administrative

General and administrative expense consists primarily of compensation costs for general corporate functions, including senior management, finance, accounting, legal, human resources and corporate development, third-party professional fees, insurance, allocated depreciation, facilities and IT support costs, acquisition-related expenses and other administrative expenses.

General and administrative expenses increased by $7.1 million, or 6.6%, primarily driven by the following:

+ Increase in compensation costs of $13.2 million primarily related to stock-based compensation and our acquisition of YourCause. The increase in stock-based compensation was primarily driven by increases in the grant date fair values of our annual equity awards granted to employees over the last three years as our headcount has grown.
- Decrease in acquisition-related expenses and integration costs of $3.0 million

Restructuring

During 2017, in an effort to further our organizational objectives including, improved operating efficiency, customer outcomes and employee satisfaction, we initiated a multi-year plan to consolidate and relocate some of our existing offices to modern and more collaborative workspaces with short-term financial commitments. These workspaces are also more centrally located for our employees and closer to our customers and prospects. Restructuring costs incurred prior to our adoption of ASU 2016-02 on January 1, 2019 consisted primarily of costs to terminate lease agreements, contractual lease payments, net of estimated sublease income, upon vacating space as part of the plan, as well as insignificant costs to relocate affected employees and write-off facilities-related fixed assets that we would no longer use.

Upon adoption of ASU 2016-02 at January 1, 2019, we reduced our operating lease ROU assets recognized at transition by the carrying amounts of the restructuring liabilities for certain leased office spaces that we ceased using prior to December 31, 2018. See additional details below.

Restructuring costs incurred during the year ended December 31, 2019 consisted primarily of operating lease ROU asset impairment costs and, to a lesser extent, lease payments for offices we have ceased using and write-offs of facilities-related fixed assets that we will no longer use. See Notes 11 and 6 to the consolidated financial statements for additional details regarding these impairment costs and fixed asset write-offs.

The following table summarizes our facilities optimization restructuring costs as of December 31, 2019:

(in thousands)	Cumulative costs incurred as of December 31, 2018	Costs incurred during the year ended[1]	Cumulative costs incurred as of December 31, 2019
By component:			
Contract termination costs	$ 4,176	$ 4,906	$ 9,082
Other costs	1,208	902	2,110
Total	$ 5,384	$ 5,808	$ 11,192

(1) Includes $3.8 million of operating lease ROU asset impairment costs.

As of December 31, 2019, we have substantially completed our facilities optimization restructuring plan. Any remaining restructuring costs related to these activities are expected to be insignificant. The cumulative costs incurred as of December 31, 2019 of $11.2 million exceeded the estimated range previously disclosed of between $8.5 million and $9.5 million. Based on our updated estimates during the fourth quarter about our inability to sublease certain office spaces we had previously ceased using, we recorded incremental operating lease ROU asset impairment costs as discussed above. These restructuring activities are expected to result in improved operating efficiencies and future annual before-tax savings of between $5.0 million and $6.0 million beginning in 2020.

The change in our liability related to our facilities optimization restructuring during the twelve months ended December 31, 2019, consisted of the following:

(in thousands)		Accrued at December 31, 2018		Increases for incurred costs[1]		Written off upon adoption of ASU 2016-02[2]		Costs paid		Accrued at December 31, 2019
By component:										
Contract termination costs	$	1,865	$	4,906	$	(1,656)	$	(5,115)	$	—
Other costs		50		902		—		(952)		—
Total	$	1,915	$	5,808	$	(1,656)	$	(6,067)	$	—

(1) Includes $3.8 million of operating lease ROU asset impairment costs.
(2) Upon adoption of ASU 2016-02 at January 1, 2019, we reduced our operating lease ROU assets recognized at transition by the carrying amounts of the restructuring liabilities for certain leased office spaces that we ceased using prior to December 31, 2018.

Interest expense

	Years ended December 31,			
(dollars in millions)	2019		2018	Change
Interest expense	$ 20.6	$	15.9	29.7%
% of total revenue	2.3%		1.9%	

Interest expense increased during 2019, when compared to 2018, primarily due to an increase in our average daily borrowings related to our acquisition of YourCause in January 2019.

Deferred revenue

The table below compares the components of deferred revenue from our consolidated balance sheets:

(dollars in millions)	Timing of recognition		December 31, 2019		December 31, 2018	Change
Recurring	Over the period billed in advance, generally one year	$	302.8	$	287.0	5.5 %
One-time services and other	As services are delivered		13.4		11.6	15.4 %
Total deferred revenue[1]			316.1		298.6	5.9 %
Less: Long-term portion			1.8		2.6	(29.7)%
Current portion[1]		$	314.3	$	296.0	6.2 %

(1) The individual amounts for each year may not sum to total deferred revenue or current portion of deferred revenue due to rounding.

To the extent that our customers are billed for our solutions and services in advance of delivery, we record such amounts in deferred revenue. Our recurring revenue contracts are generally for a term of three years at contract inception with one to three-year renewals thereafter, billed annually in advance and non-cancelable. We generally invoice our customers with recurring revenue contracts in annual cycles 30 days prior to the end of the contract term.

Deferred revenue from recurring revenue contracts increased during 2019, primarily due to new subscription sales of our cloud solutions. Our acquisition of YourCause on January 2, 2019 also modestly contributed to the increase in recurring deferred revenue since December 31, 2018. We also sold more subscription-based contracts for retained professional services.

We have acquired businesses whose net tangible assets include deferred revenue. In accordance with GAAP reporting requirements, we recorded write-downs of deferred revenue from customer arrangements predating the acquisition to fair value, which resulted in lower recorded deferred revenue as of the acquisition date than the actual amounts paid in advance for solutions and services under those customer arrangements. Therefore, our deferred revenue after an acquisition will not reflect the full amount of deferred revenue that would have been reported if the acquired deferred revenue was not written down to fair value. Further explanation of this impact is included below under the caption "Non-GAAP financial measures".

Income tax benefit

Our income tax benefit and effective income tax rates, including the effects of period-specific events, were:

	Years ended December 31,	
(dollars in millions)	2019	2018
Income tax benefit	$ (1.3)	$ (0.2)
Effective income tax rate	(12.5)%	(0.5)%

Our effective income tax rate may fluctuate quarterly as a result of factors, including changes in tax law in jurisdictions where we conduct business, transactions entered into, changes in the geographic distribution of our earnings or losses, and our assessment of certain tax contingencies and valuation allowances.

We have deferred tax assets for federal, state, and international net operating loss carryforwards and tax credits. The federal and state net operating loss carryforwards are subject to various Internal Revenue Code limitations and applicable state tax laws. A portion of the foreign and state net operating loss carryforwards and a portion of state tax credits have a valuation reserve due to the uncertainty of realizing such carryforwards and credits in the future.

We file income tax returns in the U.S. for federal and various state jurisdictions as well as in foreign jurisdictions including Canada, the U.K., Australia, Ireland and Costa Rica. We are generally subject to U.S. federal income tax examination for calendar tax years ending 2016 through 2019, as well as state and foreign income tax examinations for various years depending on statute of limitations of those jurisdictions.

We have taken federal and state tax positions for which it is reasonably possible that the total amount of unrecognized tax benefits may decrease within the next twelve months. The possible decrease could result from the expiration of statutes of limitations. The reasonably possible decrease at December 31, 2019 was $1.4 million.

We recognize accrued interest and penalties, if any, related to unrecognized tax benefits as a component of income tax expense.

The decrease in our effective income tax rate in 2019, when compared to 2018, was primarily due to the heightened impact of research credit generation net of Section 162(m) nondeductible compensation. Furthermore, the 2019 effective tax rate was favorably impacted by other state tax credits net of an overall increase to uncertain tax positions. Lastly, the effective tax rate was negatively impacted by Global Intangible Low-Tax Income ("GILTI"), net of Foreign-Derived Intangible Income ("FDII") benefit, resulting from an increase in non-US earnings. The reduced base further magnified the impact of other nondeductible items.

The total amount of unrecognized tax benefit that, if recognized, would favorably affect the effective income tax rate, was $3.9 million and $3.3 million at December 31, 2019 and December 31, 2018, respectively.

Non-GAAP financial measures

The operating results analyzed below are presented on a non-GAAP basis. We use non-GAAP revenue, non-GAAP gross profit, non-GAAP gross margin, non-GAAP income from operations, non-GAAP operating margin, non-GAAP net income and non-GAAP diluted earnings per share internally in analyzing our operational performance. Accordingly, we believe these non-GAAP measures are useful to investors, as a supplement to GAAP measures, in evaluating our ongoing operational performance. While we believe these non-GAAP measures provide useful supplemental information, non-GAAP financial measures should not be considered in isolation from, or as a substitute for, financial information prepared in accordance with GAAP. In addition, these non-GAAP financial measures may not be completely comparable to similarly titled measures of other companies due to potential differences in the exact method of calculation between companies.

We have acquired businesses whose net tangible assets include deferred revenue. In accordance with GAAP reporting requirements, we recorded write-downs of deferred revenue under arrangements predating the acquisition to fair value, which resulted in lower recognized revenue than the contributed purchase price until the related obligations to provide services under such arrangements are fulfilled. Therefore, our GAAP revenues after the acquisitions will not reflect the full amount of revenue that would have been reported if the acquired deferred revenue was not written down to fair value. The non-GAAP measures described below reverse the acquisition-related deferred revenue write-downs so that the full amount of revenue booked by the acquired companies is included, which we believe provides a more accurate representation of a revenue run-rate in a given period and, therefore, will provide more meaningful comparative results in future periods.

The non-GAAP financial measures discussed below exclude the impact of certain transactions because we believe they are not directly related to our operating performance in any particular period, but are for our long-term benefit over multiple periods. We believe that these non-GAAP financial measures reflect our ongoing business in a manner that allows for meaningful period-to-period comparisons and analysis of trends in our business.

	Years ended December 31,		
(dollars in millions)	2019	2018	Change
GAAP Revenue	$ 900.4	$ 848.6	6.1 %
Non-GAAP adjustments:			
Add: Acquisition-related deferred revenue write-down	1.9	2.4	(19.8)%
Non-GAAP revenue[(1)]	$ 902.4	$ 851.0	6.0 %
GAAP gross profit	$ 482.0	$ 466.9	3.2 %
GAAP gross margin	53.5%	55.0%	
Non-GAAP adjustments:			
Add: Acquisition-related deferred revenue write-down	1.9	2.4	(19.8)%
Add: Stock-based compensation expense	3.4	5.2	(35.8)%
Add: Amortization of intangibles from business combinations	44.8	42.2	6.0 %
Add: Employee severance	1.2	0.9	33.0 %
Subtotal[(1)]	51.3	50.8	0.9 %
Non-GAAP gross profit[(1)]	$ 533.3	$ 517.7	3.0 %
Non-GAAP gross margin	59.1%	60.8%	

(1) The individual amounts for each year may not sum to non-GAAP revenue, subtotal or non-GAAP gross profit due to rounding.

(dollars in millions, except per share amounts)	Years ended December 31, 2019	2018	Change
GAAP income from operations	$ 27.1	$ 59.4	(54.3)%
GAAP operating margin	3.0%	7.0%	
Non-GAAP adjustments:			
Add: Acquisition-related deferred revenue write-down	1.9	2.4	(19.8)%
Add: Stock-based compensation expense	58.6	48.3	21.5 %
Add: Amortization of intangibles from business combinations	50.1	47.1	6.4 %
Add: Employee severance	4.4	2.2	97.0 %
Add: Acquisition-related integration costs	2.4	3.7	(35.0)%
Add: Acquisition-related expenses	1.2	2.8	(59.2)%
Add: Restructuring costs	5.8	4.6	26.5 %
Subtotal(1)	124.4	111.1	12.0 %
Non-GAAP income from operations(1)	$ 151.6	$ 170.5	(11.1)%
Non-GAAP operating margin	16.8%	20.0%	
GAAP income before provision for income taxes	$ 10.6	$ 44.6	(76.3)%
GAAP net income	$ 11.9	$ 44.8	(73.4)%
Shares used in computing GAAP diluted earnings per share	48,312,271	48,045,084	0.6 %
GAAP diluted earnings per share	$ 0.25	$ 0.93	(73.1)%
Non-GAAP adjustments:			
Less: GAAP income tax benefit	(1.3)	(0.2)	504.1 %
Add: Total Non-GAAP adjustments affecting loss from operations	124.4	111.1	12.0 %
Non-GAAP income before provision for income taxes	135.0	155.7	(13.3)%
Assumed non-GAAP income tax provision(2)	27.0	31.1	(13.3)%
Non-GAAP net income(1)	$ 108.0	$ 124.6	(13.3)%
Shares used in computing Non-GAAP diluted earnings per share	48,312,271	48,045,084	0.6 %
Non-GAAP diluted earnings per share	$ 2.24	$ 2.59	(13.5)%

(1) The individual amounts for each year may not sum to subtotal, non-GAAP income from operations, non-GAAP income before provision for income taxes or non-GAAP net income due to rounding.

(2) We apply a non-GAAP effective tax rate of 20.0% when calculating non-GAAP net income and non-GAAP diluted earnings per share.

Non-GAAP free cash flow

Non-GAAP free cash flow is defined as operating cash flow less capital expenditures, including costs required to be capitalized for software development, and capital expenditures for property and equipment.

(dollars in millions)	Years ended December 31, 2019	2018	Change
GAAP net cash provided by operating activities	$ 182.5	$ 201.4	(9.4)%
Less: purchase of property and equipment	(11.5)	(14.7)	(21.9)%
Less: capitalized software development costs	(46.9)	(37.6)	24.6 %
Non-GAAP free cash flow	$ 124.1	$ 149.0	(16.7)%

Non-GAAP organic revenue growth

In addition, we use non-GAAP organic revenue growth, non-GAAP organic revenue growth on a constant currency basis and non-GAAP organic recurring revenue growth, in analyzing our operating performance. We believe that these non-GAAP measures are useful to investors, as a supplement to GAAP measures, for evaluating the periodic growth of our business on a consistent basis. Each of these measures of non-GAAP organic revenue growth excludes incremental acquisition-related revenue attributable to companies acquired in the current fiscal year. For companies, if any, acquired in the immediately preceding fiscal year, each of these non-GAAP organic revenue growth measures reflects presentation of full year incremental non-GAAP revenue derived from such companies as if they were combined throughout the prior period, and they include the non-GAAP revenue attributable to those companies, as if there were no acquisition-related write-downs of acquired deferred revenue to fair value as required by GAAP. In addition, each of these non-GAAP organic revenue growth measures excludes prior period revenue associated with divested businesses. The exclusion of the prior period revenue is to present the results of the divested businesses within the results of the combined company for the same period of time in both the prior and current periods. We believe this presentation provides a more comparable representation of its current business' organic revenue growth and revenue run-rate.

	Years ended December 31,		
(dollars in millions)	2019	2018	Change
GAAP revenue	**$ 900.4**	**$ 848.6**	**6.1%**
(Less) Add: Non-GAAP acquisition-related revenue (1)	(20.1)	5.6	
Non-GAAP organic revenue (2)	**$ 880.3**	**$ 854.2**	**3.1%**
Foreign currency impact on Non-GAAP organic revenue (3)	6.0	—	
Non-GAAP organic revenue on constant currency basis (3)	**$ 886.3**	**$ 854.2**	**3.8%**
GAAP recurring revenue	**$ 831.6**	**$ 762.2**	**9.1%**
(Less) Add: Non-GAAP acquisition-related revenue (1)	(19.8)	5.5	
Non-GAAP organic recurring revenue	**$ 811.8**	**$ 767.6**	**5.8%**

(1) Non-GAAP acquisition-related revenue excludes incremental acquisition-related revenue calculated in accordance with GAAP that is attributable to companies acquired in the current fiscal year. For companies acquired in the immediately preceding fiscal year, non-GAAP acquisition-related revenue reflects presentation of full-year incremental non-GAAP revenue derived from such companies, as if they were combined throughout the prior period, and it includes the current period non-GAAP revenue from the acquisition-related deferred revenue write-down attributable to those companies.

(2) Non-GAAP organic revenue for the prior year periods presented herein will not agree to non-GAAP organic revenue presented in the respective prior period quarterly financial information solely due to the manner in which non-GAAP organic revenue growth is calculated.

(3) To determine non-GAAP organic revenue growth on a constant currency basis, revenues from entities reporting in foreign currencies were translated to U.S. Dollars using the comparable prior period's quarterly weighted average foreign currency exchange rates. The primary foreign currencies creating the impact are the Australian Dollar, British Pound, Canadian Dollar and EURO.

Seasonality

Our revenues normally fluctuate as a result of certain seasonal variations in our business. Our transaction revenue has historically been at its lowest in the first quarter due to the timing of customer fundraising initiatives and events. Our revenue from payment services has historically increased during the fourth quarter due to year-end giving. Our revenue from professional services has historically been lower in the first quarter when many of those services commence and in the fourth quarter due to the holiday season. As a result of these and other factors, our total revenue has historically been lower in the first quarter than in the remainder of our fiscal year, with the fourth quarter historically achieving the highest total revenue. Our expenses, however, do not vary significantly as a result of these factors, but do fluctuate on a quarterly basis due to varying timing of expenditures. Our cash flow from operations normally fluctuates quarterly due to the combination of the timing of customer contract renewals including renewals associated with customers of acquired companies, delivery of professional services and occurrence of customer events, the payment of bonuses, as well as merit-based salary increases, among other factors. Historically, due to lower revenues in our first quarter, combined with the payment of bonuses from the prior year in our first quarter and the payment of certain annual vendor contracts, our cash flow from operations has been lowest in our first quarter. Due to the timing of customer contract renewals and student enrollments, many of which take place at or near the beginning of our third quarter, our cash flow from operations has been lower in our second quarter as compared to our third and fourth quarters. Partially offsetting these favorable drivers of cash flow from operations in our third and fourth quarters are merit-based salary increases, which are generally effective in April each year. In addition, deferred revenues can vary on a seasonal basis for the same reasons. These patterns may change as a result of the continued shift to online giving, growth in volume of transactions for which we process payments, or as a result of acquisitions, new market opportunities, new solution introductions or other factors. Our cash flow from financing is negatively impacted in our first quarter when most of our equity awards vest, as we pay taxes on behalf of our employees related to the settlement or exercise of equity awards.

Liquidity and Capital Resources

The following table presents selected financial information about our financial position:

(dollars in millions)		December 31, 2019		December 31, 2018	Change
Cash and cash equivalents	$	31.8	$	30.9	3.1 %
Property and equipment, net		35.5		40.0	(11.2)%
Software development costs, net		101.3		75.1	34.9 %
Total carrying value of debt		467.1		387.1	20.7 %
Working capital		(254.3)		(207.7)	(22.5)%

The following table presents selected financial information about our cash flows:

		Years ended December 31,			
(dollars in millions)		2019		2018	Change
Net cash provided by operating activities	$	182.5	$	201.4	(9.4)%
Net cash used in investing activities		(167.2)		(97.8)	71.0 %
Net cash provided by (used in) financing activities		111.2		(291.9)	(138.1)%

Our principal sources of liquidity are operating cash flow, funds available under the 2017 Credit Facility and cash on hand. Our operating cash flow depends on continued customer renewal of our subscription and maintenance arrangements and market acceptance of our solutions and services. Based on current estimates of revenue and expenses, we believe that the currently available sources of funds and anticipated cash flows from operations will be adequate for at least the next twelve months to finance our operations, fund anticipated capital expenditures, meet our debt obligations and pay dividends. Dividend payments are not guaranteed and our Board of Directors may decide, in its absolute discretion, at any time and for any reason, not to declare and pay further dividends and/or repurchase our common stock. To the extent we undertake future material acquisitions, investments or unanticipated capital expenditures, we may require additional capital. In that context, we regularly evaluate opportunities to enhance our capital structure including through potential debt or equity issuances.

At December 31, 2019, our total cash and cash equivalents balance included approximately $15.9 million of cash that was held outside the U.S. While these funds may not be needed to fund our U.S. operations for at least the next twelve months, if we need these funds, we may be required to accrue and pay taxes to repatriate a portion of the funds. We currently do not intend or anticipate a need to repatriate our cash held outside the U.S.

Operating Cash Flow

Throughout 2019 and 2018, our cash flows from operations were derived principally from: (i) our earnings from on-going operations prior to non-cash expenses such as depreciation, amortization, stock-based compensation, deferred income taxes, amortization of deferred financing costs and debt discount and adjustments to our provision for sales returns and allowances; and (ii) changes in our working capital.

Net cash provided by operating activities decreased by $18.9 million during the year ended December 31, 2019, when compared to the same period in 2018, primarily due to a $10.8 million decrease in net income adjusted for non-cash expenses, and a decrease in cash flow from operations associated with working capital.

Working capital changes are composed of changes in accounts receivable, prepaid expenses and other assets, trade accounts payable, accrued expenses and other liabilities and deferred revenue.

Cash flow from operations associated with working capital decreased $8.1 million during 2019, when compared to 2018, primarily due to:

- an increase in the amount of deferred revenue recognized slightly outpacing customer billings;
- an increase in collection of customer account balances in 2018 from an aging improvement initiative; and
- an income tax refund received in 2018 which did not recur in 2019; partially offset by
- an increase in accrued bonuses as of December 31, 2019 when compared the same date in 2018; and
- fluctuations in the timing of vendor payments.

During 2020, we expect our total operating cash flow to decrease when compared to 2019, primarily due to the cash payout of higher 2019 accrued bonuses, a modest increase in cash payments for income taxes and the timing of vendor payments.

Investing Cash Flow

Net cash used in investing activities of $167.2 million increased by $69.4 million during 2019, when compared to 2018.

During 2019, we used net cash of $109.4 million, for our acquisition of YourCause, while we spent $44.9 million on investments in acquired companies in 2018. We used $46.9 million for software development costs, which was up $9.2 million from cash spent during 2018. The increase in cash outlays for software development costs was primarily related to our innovative cloud solutions as well as development activities for Blackbaud SKY, our modern cloud platform.

We also spent $11.5 million of cash for purchases of property and equipment during 2019, which was down $3.2 million from cash spent in 2018. The higher cash outlays for property and equipment during 2018 was primarily driven by leasehold improvements for our New Headquarters Facility in Charleston, South Carolina.

During 2020, we expect our total capital expenditures to increase when compared to 2019, which includes purchases of property and equipment and estimated cash outlays for capitalized software development costs. Refer to the commitments and contingencies subsection below for future minimum commitments related to purchase obligations.

Financing Cash Flow

During 2019, we had a net increase in borrowings of $79.5 million, which was primarily attributable to our acquisition of YourCause, compared to a net decrease in borrowings of $51.6 million in 2018.

We paid $23.8 million to satisfy tax obligations of employees upon settlement or exercise of equity awards during 2019 compared to $27.7 million during 2018. The amount of taxes paid by us on the behalf of employees related to the settlement or exercise of equity awards varies from period to period based upon the timing of grants and vesting, employee exercise decisions, as well as the market price for shares of our common stock at the time of settlement. Most of our equity awards currently vest in our first quarter. In addition, during 2019, we paid dividends of $23.6 million, which was relatively consistent with 2018.

Cash flow from financing activities associated with changes in restricted cash due to customers increased $266.3 million during 2019, when compared to 2018. The amount of restricted cash held and payable by us to customers as of December 31, 2017 was significantly larger than at the same date in 2018 primarily due to the timing of year-end donations.

2017 Credit Facility

In June 2017, we entered into a five-year $700.0 million senior credit facility (the "2017 Credit Facility). Upon closing, we drew $300.0 million on a term loan and $110.0 million in revolving credit loans, which was used to repay all amounts outstanding under our previous credit facility and for other general corporate purposes.

We have drawn on our credit facility from time to time to help us meet financial needs, such as financing for business acquisitions. At December 31, 2019, our available borrowing capacity under the 2017 Credit Facility was $209.6 million. The 2017 Credit Facility matures in June 2022.

At December 31, 2019, the carrying amount of our debt under the 2017 Credit Facility was $467.1 million. Our average daily borrowings were $537.3 million during 2019.

Following is a summary of the financial covenants under our credit facility:

Financial Covenant	Requirement	Ratio as of December 31, 2019
Net Leverage Ratio	≤ 3.50 to 1.00	2.30 to 1.00
Interest Coverage Ratio	≥ 2.50 to 1.00	9.27 to 1.00

Under the 2017 Credit Facility, we also have restrictions on our ability to declare and pay dividends and our ability to repurchase shares of our common stock. In order to pay any cash dividends and/or repurchase shares of stock: (i) no default or event of default shall have occurred and be continuing under the 2017 Credit Facility, and (ii) our pro forma net leverage ratio, as set forth in the 2017 Credit Facility, must be 0.25 less than the net leverage ratio requirement at the time of dividend declaration or share repurchase. At December 31, 2019, we were in compliance with our debt covenants under the 2017 Credit Facility.

YourCause Acquisition

In January 2019, we acquired YourCause for $157.7 million in cash, net of closing adjustments. On January 2, 2019, we drew down a revolving credit loan under the 2017 Credit Facility to finance the acquisition.

Commitments and Contingencies

As of December 31, 2019, we had contractual obligations with future minimum commitments as follows:

	Payments due by period				
(in millions)	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Recorded contractual obligations:					
Debt(1)	$ 468.3	$ 7.5	$ 460.8	$ —	$ —
Operating leases(2)	161.6	26.0	39.0	22.4	74.2
Interest payments on debt(3)	1.8	1.0	0.7	—	—
Unrecorded contractual obligations:					
Purchase obligations(4)	91.7	41.6	49.2	0.8	—
Interest payments on debt(5)	33.7	14.0	19.7	—	—
Debt(6)	2.2	0.5	1.1	0.5	—
Total contractual obligations	$ 759.1	$ 90.7	$ 570.5	$ 23.8	$ 74.2

(1) Represents principal payments only, under the following assumptions: (i) that the amounts outstanding under the 2017 Credit Facility at December 31, 2019 will remain outstanding until maturity, with minimum payments occurring as currently scheduled, and (ii) that there are no assumed future borrowings on the 2017 Revolving Facility for the purposes of determining minimum commitment amounts.

(2) Our commitments related to operating leases have not been reduced by sublease income, incentive payments, reimbursement of leasehold improvements and the amount representing imputed interest of $46.2 million.

(3) Represents interest payment obligations related to our interest rate swap agreements.

(4) We have contractual obligations for third-party technology used in our solutions and for other services we purchase as part of our normal operations. In certain cases, these arrangements require a minimum annual purchase commitment by us.

(5) The actual interest expense recognized in our consolidated statements of comprehensive income will depend on the amount of debt, the length of time the debt is outstanding and the interest rate, which could be different from our assumptions described in (1) above.

(6) Represents principal payments only for our other debt as described in Note 9 to our consolidated financial statements included in this report.

The term loan under the 2017 Credit Facility and our other debt require periodic principal payments. The balance of the term loans and any amounts drawn on the revolving credit loans are due upon maturity of the 2017 Credit Facility in June 2022.

The total liability for uncertain tax positions as of December 31, 2019 and December 31, 2018, was $4.3 million and $3.7 million, respectively. Our accrued interest and penalties related to tax positions taken on our tax returns was $1.0 million and $0.7 million as of December 31, 2019 and 2018, respectively.

In February 2020, our Board of Directors approved our annual dividend rate of $0.48 per share to be made in quarterly payments. Dividends at this annual rate would aggregate to $24.0 million assuming 50.0 million shares of common stock are outstanding, although dividends are not guaranteed and our Board of Directors may decide, in its absolute discretion, to change or suspend dividend payments at any time for any reason. Our ability to continue to declare and pay dividends quarterly this year and beyond might be restricted by, among other things, the terms of the 2017 Credit Facility, general economic conditions and our ability to generate adequate operating cash flow.

On February 10, 2020, our Board of Directors declared a first quarter dividend of $0.12 per share payable on March 13, 2020 to stockholders of record on February 28, 2020.

Off-Balance Sheet Arrangements

As of December 31, 2019, we did not have any off-balance sheet arrangements as defined in Item 303(a)(4)(ii) of Regulation S-K promulgated by the SEC, that have or are reasonably likely to have, a current or future effect on our financial condition, changes in our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

Foreign Currency Exchange Rates

Approximately 14% of our total revenue for 2019 was generated by operations outside the U.S. We do not have significant operations in countries in which the economy is considered to be highly inflationary. Our consolidated financial statements are denominated in U.S. dollars and, accordingly, changes in the exchange rate between foreign currencies and the U.S. dollar will affect the translation of our subsidiaries' financial results into U.S. dollars for purposes of reporting our consolidated financial results. The accumulated currency translation adjustment, recorded within other comprehensive loss as a component of stockholders' equity, was a loss of $4.0 million and $6.6 million as of December 31, 2019 and December 31, 2018, respectively.

The vast majority of our contracts are entered into by our U.S. or U.K. entities. The contracts entered into by the U.S. entity are almost always denominated in U.S. dollars or Canadian dollars, and contracts entered into by our U.K., Australian and Irish subsidiaries are generally denominated in British Pounds, Australian dollars and Euros, respectively. Historically, as the U.S. dollar weakened, foreign currency translation resulted in an increase in our revenues and expenses denominated in non-U.S. currencies. Conversely, as the U.S. dollar strengthened, foreign currency translation resulted in a decrease in our revenues and expenses denominated in non-U.S. currencies. During 2019, foreign translation resulted in a decrease in our revenues and expenses denominated in non-U.S. currencies. Though we have exposure to fluctuations in currency exchange rates, the impact has generally not been material to our consolidated results of operations or financial position. During 2019, the fluctuation in foreign currency exchange rates reduced our total revenue by $5.8 million and our income from operations by $1.3 million. We will continue monitoring such exposure and take action as appropriate. To determine the impacts on revenue (or income from operations) from fluctuations in currency exchange rates, current period revenues (or income from operations) from entities reporting in foreign currencies were translated into U.S. dollars using the comparable prior year period's weighted average foreign currency exchange rates. These impacts are non-GAAP financial information and are not in accordance with, or an alternative to, information prepared in accordance with GAAP.

Inflation

We do not believe that inflation has had a material effect on our business, financial condition or results of operations. If our costs were to become subject to significant inflationary pressures, we may not be able to fully offset such higher costs through price increases. Our inability or failure to do so could harm our business, financial condition and results of operations. In addition, if inflationary pressures impact the rate of giving to our customers, there could be adverse impacts to our business, financial condition and results of operations.

Critical Accounting Estimates

Our discussion and analysis of financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP"). The preparation of these financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, as well as the reported amounts of revenues and expenses during the reporting periods. On an ongoing basis, we reconsider and evaluate our estimates and assumptions.

We base our estimates on historical experience, current trends and various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results could materially differ from any of our estimates under different assumptions or conditions. Our significant accounting policies are discussed in Note 2 of our consolidated financial statements in this report. We believe the accounting estimates listed below are the most critical to aid in fully understanding and evaluating our reported financial results, and they require our most difficult, subjective or complex judgments, resulting from the need to make estimates about the effect of matters that are inherently uncertain.

Revenue Recognition

Description	Judgments and Uncertainties	Effect if Actual Results Differ From Assumptions
See Note 2 to our consolidated financial statements in this report for a complete discussion of our revenue recognition policies. Revenues are recognized when control of our services is transferred to our customers, in an amount that reflects the consideration we expect to be entitled to in exchange for those services. We determine revenue recognition through the following steps: (1) Identification of the contract, or contracts, with a customer; (2) Identification of the performance obligations in the contract; (3) Determination of the transaction price; (4) Allocation of the transaction price to the performance obligations in the contract; and (5) Recognition of revenue when, or as, we satisfy a performance obligation.	Our revenue recognition accounting methodology contains uncertainties because it requires us to make significant estimates and assumptions, and to apply judgment. For example, for arrangements that have multiple performance obligations, we must exercise judgment and use estimates in order to (1) determine whether performance obligations are distinct and should be accounted for separately; (2) determine the standalone selling price of each performance obligation; (3) allocate the transaction price among the various performance obligations on a relative standalone selling price basis; and (4) determine whether revenue for each performance obligation should be recognized at a point in time or over time. In addition, we exercise judgment in certain transactions when determining whether we should recognize revenue based on the gross amount billed to a customer (as a principal) or the net amount retained (as an agent). These judgments are based on our determination of whether or not we control the service before it is transferred to the customer.	If we were to change any of these judgments or estimates, it could cause a material increase or decrease in the amount of revenue or deferred revenue that we report in a particular period.

Costs of Obtaining Contracts

Description	Judgments and Uncertainties	Effect if Actual Results Differ From Assumptions
We pay sales commissions at the time contracts with customers are signed or shortly thereafter, depending on the size and duration of the sales contract. Sales commissions and related fringe benefits earned by our sales force are considered incremental and recoverable costs of obtaining a contract with a customer. These costs are deferred and then amortized in a manner that aligns with the expected period of benefit, which we have determined to be five years. We do not generally pay commissions for contract renewals. The related amortization expense is included in sales, marketing and customer success expense in our consolidated statements of comprehensive income.	Our accounting methodology for determining the period over which we amortize costs of obtaining contracts with customers contains uncertainties because it requires us to make significant estimates and assumptions, and to apply judgment. For example, we must exercise judgment and use estimates in order to determine the expected period of benefit of our sales commissions. We take into consideration our customer contracts, including renewals, retention, our technology and other factors.	If we were to change any of these judgments or estimates, it could cause a material increase or decrease in the amount of assets, operating expenses or income that we report in a particular period.

Business Combinations

Description	Judgments and Uncertainties	Effect if Actual Results Differ From Assumptions
We allocate the purchase price of an acquired business to its identifiable assets acquired and liabilities assumed at the acquisition date based upon their estimated fair values. The excess of the purchase price over the amount allocated to the identifiable assets acquired and liabilities assumed, if any, is recorded as goodwill. We use available information to estimate fair values. We typically engage outside appraisal firms to assist in the fair value determination of long-lived and identifiable intangible assets, and any other significant assets or liabilities. We adjust the preliminary purchase price allocation, as necessary, up to one year after the acquisition closing date as we obtain new information about facts and circumstances that existed as of the closing date.	Our purchase price allocation methodology contains uncertainties because it requires us to make significant estimates and assumptions, and to apply judgment to estimate the fair value of assets acquired and liabilities assumed, especially with respect to long-lived and intangible assets. Management estimates the fair value of assets acquired and liabilities assumed based on quoted market prices, the carrying value of the acquired assets and widely accepted valuation techniques, including discounted cash flows and market multiple analyses. Critical estimates in valuing intangible assets include, but are not limited to, estimates about: expected future cash flows from customers, including revenue and operating expenses; royalty and customer attrition rates; proprietary technology obsolescence curve; the acquired company's brand awareness and market position; the market awareness of the acquired company's branded technology solutions and services; assumptions about the period of time the brands will continue to be valuable; as well as expected costs to develop any in-process research and development into commercially viable solutions and estimated cash flows from the projects when completed, and discount rates. Our estimates of fair value are based upon assumptions we believe to be reasonable, but which are inherently uncertain and unpredictable. Assumptions may be incomplete or inaccurate, and unanticipated events and circumstances may occur.	If actual results are materially different than the assumptions we used to determine fair value of the assets acquired and liabilities assumed through a business combination as well as the estimated useful lives of the acquired intangible assets, it is possible that adjustments to the carrying values of such assets and liabilities will have a material impact on our financial position and results of operations. See Note 3 to our consolidated financial statements in this report for information regarding our business acquisitions.

Income Taxes

Description	Judgments and Uncertainties	Effect if Actual Results Differ From Assumptions
We make estimates and judgments in accounting for income taxes. Our income tax returns, like those of most companies, are periodically audited by domestic and foreign tax authorities. We measure and recognize uncertain tax positions. To recognize uncertain tax positions, we must first determine if it is more likely than not that the position will be sustained upon audit. We must then measure the benefit as the largest amount that is more than 50% likely of being realized upon ultimate settlement. We make estimates in determining tax assets and liabilities, which arise from differences in the timing of recognition of revenue and expense for tax and financial reporting purposes. We record valuation allowances to reduce our deferred tax assets to the amount expected to be realized.	The calculation of our income tax provision requires estimates due to transactions, credits and calculations where the ultimate tax determination is uncertain. Uncertainties arise as a consequence of the actual source of taxable income between domestic and foreign locations, the outcome of tax audits and the ultimate utilization of tax credits. Our effective income tax rate is also affected by changes in the geographic distribution of our earnings or losses, changes in tax law in jurisdictions where we conduct business. Significant judgment is required in the identification and measurement of uncertain tax positions. Our liability for unrecognized tax benefits contains uncertainties because management is required to make assumptions and to apply judgment to estimate the exposures associated with our various filing positions. In assessing the adequacy of a recorded valuation allowance significant judgment is required. We consider all positive and negative evidence and a variety of factors including the scheduled reversal of deferred tax liabilities, historical and projected future taxable income, and prudent and feasible tax planning strategies.	Although we believe that the judgments and estimates discussed herein are reasonable, actual results could differ, and we may be exposed to losses or gains that could be material. To the extent actual results differ from estimated amounts recorded, such differences will impact the income tax provision in the period in which the determination is made. If we determine there is less than a 50% likelihood that we will be able to use a deferred tax asset in the future in excess of its net carrying value, then an adjustment to the deferred tax asset valuation allowance is made to increase income tax expense, thereby reducing net income in the period such determination was made.

Long-lived Assets and Intangible Assets Other Than Goodwill

Description	Judgments and Uncertainties	Effect if Actual Results Differ From Assumptions
We review our long-lived assets and intangible assets other than goodwill for impairment when events or changes in circumstances indicate the carrying amount may not be recoverable. If such events or changes in circumstances occur, we use the undiscounted cash flow method to determine whether our long-lived and intangible assets other than goodwill are impaired. To the extent that the carrying value of the asset exceeds the undiscounted cash flows over the estimated remaining life of the asset, we measure the impairment using discounted cash flows.	When measuring impairment of an asset using discounted cash flows, we make assumptions and apply judgment in estimating future cash flows and asset fair values, including annual revenue growth rates, a terminal year growth rate and selecting a discount rate that reflects the risk inherent in future cash flows.	We have not made any material changes in the accounting methodology we use to assess impairment loss during the year ended December 31, 2019. During 2019, we recorded impairment charges against a finite-lived intangible asset, certain property and equipment assets and certain operating lease ROU assets. For additional information, see Notes 4, 7 and 11 to our consolidated financial statements in this report. We do not believe there is a reasonable likelihood that there will be a material change in the future estimates or assumptions we use to assess impairment losses. However, if actual results are not consistent with our estimates or assumptions, we may be exposed to an impairment charge that could materially adversely impact our consolidated financial position and results of operations.

Recently Issued Accounting Pronouncements

For a discussion of the impact that recently issued accounting pronouncements are expected to have on our financial position and results of operations when adopted in the future, see Note 2 of our consolidated financial statements in this report.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We have market rate sensitivity for interest rates and foreign currency exchange rates.

Interest Rate Risk

Our variable rate debt is our primary financial instrument with market risk exposure for changing interest rates. We manage our variable rate interest rate risk through a combination of short-term and long-term borrowings and the use of derivative instruments entered into for hedging purposes. Our interest rate exposure includes LIBOR rates. The Financial Conduct Authority in the U.K. has stated that it plans to phase out LIBOR by the end of calendar year 2021. We do not currently anticipate a significant impact to our financial position or results of operations as a result of this action as we expect that our financial contracts currently indexed to LIBOR will either expire or be modified before the phase out occurs. Due to the nature of our debt, the materiality of the fair values of the derivative instruments and the highly liquid, short-term nature and level of our cash and cash equivalents as of December 31, 2019, we believe there is no material risk of exposure to changing interest rates for those positions. There were no significant changes in how we manage interest rate risk between December 31, 2018 and December 31, 2019.

Foreign Currency Risk

For a discussion of our exposure to foreign currency exchange rate fluctuations, see "Management's Discussion and Analysis of Financial Condition and Results of Operations — Foreign Currency Exchange Rates" in Item 7 of this report.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

BLACKBAUD, INC.

Index to consolidated financial statements

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of Blackbaud, Inc.

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of Blackbaud, Inc. and its subsidiaries (the "Company") as of December 31, 2019 and 2018, and the related consolidated statements of comprehensive income, stockholders' equity and of cash flows for each of the three years in the period ended December 31, 2019, including the related notes (collectively referred to as the "consolidated financial statements"). We also have audited the Company's internal control over financial reporting as of December 31, 2019, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2019 and 2018, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2019 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2019, based on criteria established in Internal Control - Integrated Framework (2013) issued by the COSO.

Change in Accounting Principle

As discussed in Note 2 to the consolidated financial statements, the Company changed the manner in which it accounts for leases in 2019.

Basis for Opinions

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control Over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on the Company's consolidated financial statements and on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control over Financial Reporting

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

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

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current period audit of the consolidated financial statements that were communicated or required to be communicated to the audit committee and that (i) relate to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Acquisition of YourCause Holdings, LLC - Valuation of Acquired Technology and Customer Relationships

As described in Notes 2 and 3 to the consolidated financial statements, on January 2, 2019, the Company acquired YourCause Holdings, LLC for an aggregate purchase price of $157.7 million, which resulted in $47.8 million of acquired technology and $25.9 million of customer relationships being recorded. Management estimated the fair value of acquired technology using the relief-from-royalty method and estimated the fair value of customer relationships using the multi-period excess earnings method. Critical estimates in management's valuation of intangible assets include, but are not limited to, estimates about expected future cash flows from customers, including revenue and operating expenses; royalty and customer attrition rates; proprietary technology obsolescence curve; the acquired company's brand awareness and market position, the market awareness of the acquired company's branded technology solutions and services; assumptions about the period of time the brand will continue to be valuable; as well as expected costs to develop any in-process research and development into commercially viable solutions and estimated cash flows from the projects when completed, and discount rates.

The principal considerations for our determination that performing procedures relating to the valuation of intangible assets from the acquisition of YourCause Holdings, LLC is a critical audit matter are (i) there was significant auditor judgment and subjectivity in applying procedures relating to the fair value measurement of the acquired technology and customer relationships due to the significant amount of judgment by management when developing these estimates, (ii) significant audit effort was required in assessing the significant assumptions, including future revenue and operating expenses, royalty and customer attrition rates, proprietary technology obsolescence curves, and the discount rate, and (iii) the audit effort involved the use of professionals with specialized skill and knowledge to assist in evaluating the audit evidence obtained from these procedures.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to the acquisition accounting, including controls over management's valuation of the acquired technology and customer relationships, as well as controls over development of significant assumptions related to the valuation of these intangible assets, including future revenue and operating expenses, royalty and customer attrition rates, proprietary technology obsolescence curves, and the discount rate. These procedures also included, among others, (i) reading the purchase agreement; (ii) testing management's process for estimating the fair value of the acquired technology and customer relationships, and (iii) testing management's cash flow projections used to estimate the fair value of the intangible assets. Testing management's process included evaluating the appropriateness of the valuation methods and the reasonableness of significant assumptions, including future revenue and operating expenses, royalty and customer attrition rates, proprietary technology obsolescence curves, and discount rate. Evaluating the reasonableness of the future revenue and operating expenses and the customer attrition rate involved considering past performance of the acquired business, as well as economic and industry forecasts. Evaluating the reasonableness of the proprietary technology obsolescence curves and royalty rates involved evaluating the consistency of these assumptions to external market and industry data. Evaluating the discount rate involved assessing the cost of capital of comparable benchmark rates and other industry factors. Professionals with specialized skill and knowledge were used to assist in evaluating significant assumptions, including the royalty and customer attrition rates, proprietary technology obsolescence curves and the discount rate.

Revenue recognition - Contracts with Multiple Performance Obligations

As described in Note 2 to the consolidated financial statements, the Company has some contracts with customers that contain multiple performance obligations. For these contracts, management accounts for individual performance obligations separately if they are distinct. As described by management, management exercises judgment and uses estimates in order to (1) determine whether performance obligations are distinct and should be accounted for separately; (2) determine the standalone selling price of each performance obligation; (3) allocate the transaction price among the various performance obligations on a relative standalone selling price basis; and (4) determine whether revenue for each performance obligation should be recognized at a point in time or over time. For the year ended December 31, 2019, the Company's total revenue was $900.4 million.

The principal considerations for our determination that performing procedures relating to revenue recognition, specifically contracts with multiple performance obligations, is a critical audit matter are there was significant judgment by management in identifying, evaluating and accounting for performance obligations in contracts with multiple performance obligations, which led to significant auditor judgment and effort in performing procedures to evaluate whether contracts with multiple performance obligations were appropriately identified, evaluated and accounted for by management.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to the revenue recognition process, including controls over the identification, evaluation and accounting for contracts with multiple performance obligations. These procedures also included, among others, testing management's process for identifying, evaluating and accounting for performance obligations. This included, (i) examining revenue arrangements on a test basis, including evaluating the terms and conditions of the arrangements and testing the identification, evaluation and accounting of the performance obligations, (ii) testing the allocation of the transaction price between performance obligations based on the estimated standalone selling prices on a test basis, (iii) performing procedures to test the completeness and accuracy of the data used to determine stand-alone selling price, and (iv) evaluating the reasonableness of the approach used to determine stand-alone selling price.

/S/ PRICEWATERHOUSECOOPERS LLP

Raleigh, North Carolina
February 20, 2020

We have served as the Company's auditor since 2000.

Blackbaud, Inc.
Consolidated Balance Sheets

(dollars in thousands)	December 31, 2019	December 31, 2018
Assets		
Current assets:		
Cash and cash equivalents	$ 31,810	$ 30,866
Restricted cash due to customers	545,485	418,980
Accounts receivable, net of allowance of $5,529 and $4,722 at December 31, 2019 and December 31, 2018, respectively	88,868	86,595
Customer funds receivable	524	1,753
Prepaid expenses and other current assets	67,852	59,788
Total current assets	734,539	597,982
Property and equipment, net	35,546	40,031
Operating lease right-of-use assets	104,400	—
Software development costs, net	101,302	75,099
Goodwill	634,088	545,213
Intangible assets, net	317,895	291,617
Other assets	65,193	65,363
Total assets	$ 1,992,963	$ 1,615,305
Liabilities and stockholders' equity		
Current liabilities:		
Trade accounts payable	$ 47,676	$ 34,538
Accrued expenses and other current liabilities	73,317	46,893
Due to customers	546,009	420,733
Debt, current portion	7,500	7,500
Deferred revenue, current portion	314,335	295,991
Total current liabilities	988,837	805,655
Debt, net of current portion	459,600	379,624
Deferred tax liability	44,594	44,291
Deferred revenue, net of current portion	1,802	2,564
Operating lease liabilities, net of current portion	95,624	—
Other liabilities	5,742	9,388
Total liabilities	1,596,199	1,241,522
Commitments and contingencies (see Note 11)		
Stockholders' equity:		
Preferred stock; 20,000,000 shares authorized, none outstanding	—	—
Common stock, $0.001 par value; 180,000,000 shares authorized, 60,206,091 and 59,327,633 shares issued at December 31, 2019 and December 31, 2018, respectively	60	59
Additional paid-in capital	457,804	399,241
Treasury stock, at cost; 11,066,354 and 10,760,574 shares at December 31, 2019 and December 31, 2018, respectively	(290,665)	(266,884)
Accumulated other comprehensive loss	(5,290)	(5,110)
Retained earnings	234,855	246,477
Total stockholders' equity	396,764	373,783
Total liabilities and stockholders' equity	$ 1,992,963	$ 1,615,305

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

Blackbaud, Inc.
Consolidated Statements of Comprehensive Income

	Years ended December 31,		
(dollars in thousands, except per share amounts)	2019	2018	2017
Revenue			
Recurring	$ 831,609	$ 762,181	$ 684,583
One-time services and other	68,814	86,425	103,904
Total revenue	900,423	848,606	788,487
Cost of revenue			
Cost of recurring	357,988	305,481	277,639
Cost of one-time services and other	60,436	76,261	84,265
Total cost of revenue	418,424	381,742	361,904
Gross profit	481,999	466,864	426,583
Operating expenses			
Sales, marketing and customer success	224,152	192,848	169,559
Research and development	106,164	98,811	89,911
General and administrative	113,414	106,354	94,870
Amortization	5,316	4,844	3,271
Restructuring	5,808	4,590	794
Total operating expenses	454,854	407,447	358,405
Income from operations	27,145	59,417	68,178
Interest expense	(20,618)	(15,898)	(12,097)
Other income, net	4,058	1,103	2,260
Income before provision for income taxes	10,585	44,622	58,341
Income tax benefit	(1,323)	(219)	(15,292)
Net income	$ 11,908	$ 44,841	$ 73,633
Earnings per share			
Basic	$ 0.25	$ 0.95	$ 1.58
Diluted	$ 0.25	$ 0.93	$ 1.54
Common shares and equivalents outstanding			
Basic weighted average shares	47,695,383	47,206,669	46,669,440
Diluted weighted average shares	48,312,271	48,045,084	47,775,702
Other comprehensive loss			
Foreign currency translation adjustment	2,641	(5,218)	(789)
Unrealized (loss) gain on derivative instruments, net of tax	(2,821)	583	751
Total other comprehensive loss	(180)	(4,635)	(38)
Comprehensive income	$ 11,728	$ 40,206	$ 73,595

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

Blackbaud, Inc.
Consolidated Statements of Cash Flows

	Years ended December 31,		
(dollars in thousands)	2019	2018	2017
Cash flows from operating activities			
Net income	$ 11,908	$ 44,841	$ 73,633
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	85,693	79,566	73,948
Provision for doubtful accounts and sales returns	8,725	6,890	11,686
Stock-based compensation expense	58,633	48,274	40,631
Deferred taxes	(3,600)	(619)	(17,814)
Amortization of deferred financing costs and discount	752	752	838
Other non-cash adjustments	4,906	(1,912)	504
Changes in operating assets and liabilities, net of acquisition and disposal of businesses:			
Accounts receivable	(6,569)	2,166	(15,821)
Prepaid expenses and other assets	6,383	(5,217)	(9,550)
Trade accounts payable	12,900	9,487	1,024
Accrued expenses and other liabilities	(9,718)	(2,027)	(4,973)
Deferred revenue	12,464	19,184	22,184
Net cash provided by operating activities	182,477	201,385	176,290
Cash flows from investing activities			
Purchase of property and equipment	(11,492)	(14,719)	(10,208)
Capitalized software development costs	(46,874)	(37,629)	(28,345)
Purchase of net assets of acquired companies, net of cash and restricted cash acquired	(109,353)	(44,943)	(146,789)
Purchase of derivative instruments	—	—	(568)
Proceeds from settlement of derivative instruments	—	—	1,030
Other investing activities	500	(500)	—
Net cash used in investing activities	(167,219)	(97,791)	(184,880)
Cash flows from financing activities			
Proceeds from issuance of debt	424,000	270,900	774,500
Payments on debt	(344,500)	(322,476)	(679,119)
Debt issuance costs	—	—	(3,085)
Employee taxes paid for withheld shares upon equity award settlement	(23,781)	(27,685)	(23,962)
Proceeds from exercise of stock options	7	11	15
Change in due to customers	77,793	(188,502)	226,717
Change in customer funds receivable	1,301	(844)	6,644
Dividend payments to stockholders	(23,607)	(23,312)	(23,069)
Net cash provided by (used in) financing activities	111,213	(291,908)	278,641
Effect of exchange rate on cash, cash equivalents and restricted cash	978	(2,014)	(550)
Net increase (decrease) in cash, cash equivalents and restricted cash	127,449	(190,328)	269,501
Cash, cash equivalents and restricted cash, beginning of year	449,846	640,174	370,673
Cash, cash equivalents and restricted cash, end of year	$ 577,295	$ 449,846	$ 640,174
Supplemental disclosure of cash flow information			
Cash (paid) received during the year for:			
Interest	(19,926)	(15,261)	(10,614)
Taxes, net of refunds	(383)	7,138	(5,613)
Non-cash investing and financing activities:			
Purchase of equipment and other assets included in accounts payable	(794)	(882)	(1,546)
Acquired restricted cash liabilities due to customers	46,838	—	31,644

The following table provides a reconciliation of cash and cash equivalents and restricted cash reported within the consolidated balance sheets that sum to the total of the same such amounts shown above in the consolidated statements of cash flows:

(dollars in thousands)	December 31, 2019	December 31, 2018
Cash and cash equivalents	$ 31,810	$ 30,866
Restricted cash due to customers	545,485	418,980
Total cash, cash equivalents and restricted cash in the statement of cash flows	$ 577,295	$ 449,846

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

Blackbaud, Inc.
Consolidated Statements of Stockholders' Equity

(dollars in thousands)	Common stock Shares	Common stock Amount	Additional paid-in capital	Treasury stock	Accumulated other comprehensive loss	Retained earnings	Total stockholders' equity
Balance at December 31, 2016	57,672,401	$ 58	$ 310,452	$ (215,237)	$ (604)	$ 174,409	$ 269,078
Net income	—	—	—	—	—	73,633	73,633
Payment of dividends ($0.48 per share)	—	—	—	—	—	(23,069)	(23,069)
Exercise of stock options and stock appreciation rights and vesting of restricted stock units	390,291	—	15	—	—	—	15
Employee taxes paid for 308,993 withheld shares upon equity award settlement	—	—	—	(23,962)	—	—	(23,962)
Stock-based compensation	—	—	40,575	—	—	56	40,631
Restricted stock grants	570,208	1	—	—	—	—	1
Restricted stock cancellations	(81,139)	—	—	—	—	—	—
Other comprehensive loss	—	—	—	—	(38)	—	(38)
Balance at December 31, 2017	58,551,761	$ 59	$ 351,042	$ (239,199)	$ (642)	$ 225,029	$ 336,289
Net income	—	—	—	—	—	44,841	44,841
Payment of dividends ($0.48 per share)	—	—	—	—	—	(23,312)	(23,312)
Exercise of stock options and stock appreciation rights and vesting of restricted stock units	349,248	—	11	—	—	—	11
Employee taxes paid for 284,780 withheld shares upon equity award settlement	—	—	—	(27,685)	—	—	(27,685)
Stock-based compensation	—	—	48,188	—	—	86	48,274
Restricted stock grants	541,786	—	—	—	—	—	—
Restricted stock cancellations	(115,162)	—	—	—	—	—	—
Other comprehensive loss	—	—	—	—	(4,635)	—	(4,635)
Reclassification upon adoption of ASU 2018-02[1]	—	—	—	—	167	(167)	—
Balance at December 31, 2018	59,327,633	$ 59	$ 399,241	$ (266,884)	$ (5,110)	$ 246,477	$ 373,783
Net income	—	—	—	—	—	11,908	11,908
Payment of dividends ($0.48 per share)	—	—	—	—	—	(23,607)	(23,607)
Exercise of stock options and stock appreciation rights and vesting of restricted stock units	267,455	—	7	—	—	—	7
Employee taxes paid for 305,780 withheld shares upon equity award settlement	—	—	—	(23,781)	—	—	(23,781)
Stock-based compensation	—	—	58,556	—	—	77	58,633
Restricted stock grants	723,868	1	—	—	—	—	1
Restricted stock cancellations	(112,865)	—	—	—	—	—	—
Other comprehensive loss	—	—	—	—	(180)	—	(180)
Balance at December 31, 2019	60,206,091	$ 60	$ 457,804	$ (290,665)	$ (5,290)	$ 234,855	$ 396,764

(1) Refer to the discussion of recently adopted accounting pronouncements in Note 2 of our Annual Report on Form 10-K for the fiscal year ended December 31, 2018, as filed with the SEC on February 20, 2019.

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

1. Organization

We are the world's leading cloud software company powering social good. Serving the entire social good community—nonprofits, foundations, companies, education institutions, healthcare organizations and individual change agents—we connect and empower organizations and individuals to increase their impact through cloud software, services, expertise and data intelligence. Our portfolio is tailored to the unique needs of vertical markets, with solutions for fundraising and CRM, marketing, advocacy, peer-to-peer fundraising, corporate social responsibility, school management, ticketing, grantmaking, financial management, payment processing and analytics. Serving the industry for more than three decades, we are headquartered in Charleston, South Carolina and have operations in the United States, Australia, Canada, Costa Rica and the United Kingdom. As of December 31, 2019, we had over 45,000 global customers.

2. Basis of Presentation

Basis of presentation

The consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP").

Basis of consolidation

The consolidated financial statements include the accounts of Blackbaud, Inc. and its wholly owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation.

Use of estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, as well as the reported amounts of revenues and expenses during the reporting periods. On an ongoing basis, we reconsider and evaluate our estimates and assumptions, including those that impact revenue recognition, long-lived and intangible assets , income taxes, business combinations, stock-based compensation, capitalization of software development costs, our allowances for sales returns and doubtful accounts, costs of obtaining contracts, valuation of derivative instruments and loss contingencies, among others. Changes in the facts or circumstances underlying these estimates could result in material changes and actual results could materially differ from these estimates.

Recently adopted accounting pronouncements

In February 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2016-02, ***Leases (Topic 842)*** ("ASU 2016-02"). ASU 2016-02 requires lessees to record most leases on their balance sheet but recognize expenses in the income statement in a manner similar to previous guidance. The way in which entities classify leases determines how to recognize lease-related revenue and expense.

We adopted ASU 2016-02 as of January 1, 2019 using the transition method that allowed us to initially apply the guidance at the adoption date of January 1, 2019 without adjusting comparative periods presented. We elected to use the package of practical expedients that allowed us to not reassess: (1) whether any expired or existing contracts are or contain leases, (2) lease classification for any expired or existing leases and (3) initial direct costs for any existing leases. We did not elect to use the hindsight practical expedient, which permits entities to use hindsight in determining the lease term and assessing impairment. Additionally, we elected not to apply the recognition requirements of the new lease accounting standard to short-term leases. Adopting ASU 2016-02 had a material impact on our consolidated balance sheet as of January 1, 2019, as we recognized $121.6 million of lease liabilities and $113.4 million of right-of-use ("ROU") assets for those leases classified as operating leases.

Recently issued accounting pronouncements

There are no recently issued accounting pronouncements that are expected to have a material impact on our financial position or results of operations when adopted in the future.

Summary of significant accounting policies

Revenue recognition

Our revenue is primarily generated from the following sources: (i) charging for the use of our software solutions in cloud and hosted environments; (ii) providing payment and transaction services; (iii) providing software maintenance and support services; and (iv) providing professional services, including implementation, consulting, training, analytic and other services. Revenues are recognized when control of these services is transferred to our customers, in an amount that reflects the consideration we expect to be entitled to in exchange for those services.

We determine revenue recognition through the following steps:

- Identification of the contract, or contracts, with a customer;
- Identification of the performance obligations in the contract;
- Determination of the transaction price;
- Allocation of the transaction price to the performance obligations in the contract; and
- Recognition of revenue when, or as, we satisfy a performance obligation.

Recurring

Recurring revenue represents stand-ready performance obligations in which we are making our solutions or services available to our customers continuously over time or the value of the contract renews. Therefore, recurring revenue is generally recognized over time on a ratable basis over the contract term, beginning on the date that the solution or service is made available to the customer. Our recurring revenue contracts are generally for a term of 3 years at contract inception with 1 to 3-year renewals thereafter, billed annually in advance and non-cancelable.

Recurring revenue is comprised of fees for the use of our subscription-based software solutions, which includes providing access to cloud solutions, hosting services, online training programs, subscription-based analytic services, such as donor acquisitions and data enrichment, and payment services. Recurring revenue also includes fees from maintenance services for our on-premises solutions, services included in our renewable subscription contracts, subscription-based contracts for professional services and variable transaction revenue associated with the use of our solutions.

Our payment services are offered with the assistance of third-party vendors. In general, when we are the principal in a transaction based on the factors identified in ASC 606-10-55-36 through 55-40, we record the revenue and related costs on a gross basis. Otherwise, we net the cost of revenue associated with the service against the gross revenue (amount billed to the customer) and record the net amount as revenue. For payment and transaction services, we have the right to invoice the customer in an amount that directly corresponds with the value to the customer of our performance to date. Therefore, we recognize revenue for these services over time based on the amount billable to the customer in accordance with the 'as invoiced' practical expedient in ASC 606-10-55-18.

One-time services and other

One-time services and other revenue primarily consists of fees for one-time consulting, analytic and onsite training services.

We generally bill consulting services based on hourly rates plus reimbursable travel-related expenses. Fixed price consulting engagements are generally billed as milestones towards completion are reached. Revenue for all consulting services is recognized over time as the services are performed.

We generally recognize analytic services revenue from donor prospect research engagements, the sale of lists of potential donors, data enrichment engagements and benchmarking studies at a point in time (upon delivery).

In certain cases, we sell training at a fixed rate for each specific class at a per attendee price or at a packaged price for several attendees, and recognize the related revenue upon the customer attending and completing training.

Contracts with multiple performance obligations

Some of our contracts with customers contain multiple performance obligations. For these contracts, we account for individual performance obligations separately if they are distinct. The transaction price is allocated to the separate performance obligations on a relative standalone selling price basis. Standalone selling prices of our solutions and services are typically estimated based on observable transactions when the solutions or services are sold on a standalone basis.

Costs of obtaining contracts, contract assets and deferred revenue

We pay sales commissions at the time contracts with customers are signed or shortly thereafter, depending on the size and duration of the sales contract. Sales commissions and related fringe benefits earned by our sales force are considered incremental and recoverable costs of obtaining a contract with a customer. These costs are deferred and then amortized in a manner that aligns with the expected period of benefit, which we have determined to be 5 years. We determined the period of benefit by taking into consideration our customer contracts, including renewals, retention, our technology and other factors. We do not generally pay commissions for contract renewals. The related amortization expense is included in sales, marketing and customer success expense in our consolidated statements of comprehensive income.

A contract asset is recorded when revenue is recognized in advance of our right to receive consideration (i.e., we must satisfy additional performance obligations in order to receive consideration). Amounts are recorded as receivables when our right to consideration is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Our contract assets are recorded within prepaid expenses and other current assets on our consolidated balance sheets. To the extent that our customers are billed for our solutions and services in advance of us satisfying the related performance obligations, we record such amounts in deferred revenue.

Fair value measurements

We measure certain financial assets and liabilities at fair value on a recurring basis, including derivative instruments. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (an exit price) in an orderly transaction between market participants at the measurement date. An active market is defined as a market in which transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis. We use a three-tier fair value hierarchy to measure fair value. This hierarchy prioritizes the inputs into three broad levels as follows:

- Level 1 - Quoted prices for identical assets or liabilities in active markets;
- Level 2 - Quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets in markets that are not active, and model-derived valuations in which all significant inputs and significant value drivers are observable in active markets; and
- Level 3 - Valuations derived from valuation techniques in which one or more significant inputs are unobservable.

Our financial assets and liabilities are classified in their entirety within the hierarchy based on the lowest level of input that is significant to fair value measurement. Changes to a financial asset's or liability's level within the fair value hierarchy are determined as of the end of a reporting period. All methods of assessing fair value result in a general approximation of value, and such value may never actually be realized.

Derivative instruments

We generally use derivative instruments to manage interest rate risk. We view derivative instruments as risk management tools and do not use them for trading or speculative purposes. Our policy requires that derivatives used for hedging purposes be designated and effective as a hedge of the identified risk exposure at the inception of the contract. Accordingly, changes in fair value of the derivative contract must be highly correlated with changes in the fair value of the underlying hedged item at inception of the hedge and over the life of the hedge contract.

We record all derivative instruments on our consolidated balance sheets at fair value. If the derivative is designated as a cash flow hedge, the effective portions of the changes in fair value of the derivative are recorded in other comprehensive income and reclassified to earnings in a manner that matches the timing of the earnings impact of the hedged transactions. Ineffective portions of the changes in the fair value of cash flow hedges are recognized currently in earnings. See Note 10 of these consolidated financial statements for further discussion of our derivative instruments.

Sales taxes

We present sales taxes and other taxes collected from customers and remitted to governmental authorities on a net basis and, as such, exclude them from revenues.

Cash and cash equivalents

We consider all highly liquid investments purchased with an original maturity of three months or less and cash items in transit to be cash equivalents.

Restricted cash due to customers; Customer funds receivable; Due to customers

Restricted cash due to customers consists of monies collected by us and payable to our customers, net of the associated transaction fees earned. Monies associated with amounts due to customers are segregated in separate bank accounts and used exclusively for the payment of amounts due to customers. This usage restriction is either legally or internally imposed and reflects our intention with regard to such deposits. Customer funds receivable consists of monies we expect to collect and remit to our customers.

Concentration of credit risk

Financial instruments that potentially subject us to concentrations of credit risk consist of cash and cash equivalents, restricted cash due to customers and accounts receivable. Our cash and cash equivalents and restricted cash due to customers are placed with high credit-quality financial institutions. Our accounts receivable is derived from sales to customers who primarily operate in the nonprofit sector. With respect to accounts receivable, we perform ongoing evaluations of our customers and maintain an allowance for doubtful accounts based on historical experience and our expectations of future credit losses. As of and for the years ended December 31, 2019, 2018 and 2017, there were no significant concentrations with respect to our consolidated revenues or accounts receivable.

Property and equipment

We record property and equipment assets at cost and depreciate them over their estimated useful lives using the straight-line method. Leasehold improvements are depreciated over the lesser of the term of the lease or the estimated useful life of the asset. Upon retirement or sale, the cost of assets disposed of and the related accumulated depreciation are removed from the accounts and any resulting gain or loss is credited or charged to earnings. Repair and maintenance costs are expensed as incurred.

Construction-in-progress primarily related to purchases of facilities and information technology assets which had not been placed in service at the respective balance sheet dates. We transfer these assets to the applicable property and equipment category on the date they are placed in service. There was no capitalized interest applicable to construction-in-progress for the years ended December 31, 2019, 2018 and 2017.

Business combinations

We include the operating results of acquired companies as well as the net assets acquired and liabilities assumed in our consolidated financial statements from the date of acquisition. We are required to allocate the purchase price of acquired companies to the tangible and intangible assets acquired and liabilities assumed at the acquisition date based upon their estimated fair values. Goodwill as of the acquisition date represents the excess of the purchase consideration of an acquired business over the fair value of the underlying net tangible and intangible assets acquired and liabilities assumed. This allocation and valuation require management to make significant estimates and assumptions, especially with respect to long-lived and intangible assets.

Critical estimates in valuing intangible assets include, but are not limited to, estimates about: expected future cash flows from customers, including revenue and operating expenses; royalty and customer attrition rates; proprietary technology obsolescence curve; the acquired company's brand awareness and market position, the market awareness of the acquired company's branded technology solutions and services; assumptions about the period of time the brand will continue to be valuable; as well as expected costs to develop any in-process research and development into commercially viable solutions and estimated cash flows from the projects when completed, and discount rates. Our estimates of fair value are based upon assumptions we believe to be reasonable, but which are inherently uncertain and unpredictable, and unanticipated events and changes in circumstances may occur.

Goodwill

Goodwill represents the purchase price in excess of the net amount assigned to assets acquired and liabilities assumed by us in a business combination. Goodwill is not amortized, but tested annually for impairment on the first day of our fourth quarter, or more frequently if indicators of potential impairment arise.

Accounting guidance permits entities 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 to determine whether it is necessary to perform the quantitative impairment test. Significant judgment is required in the assessment of qualitative factors, including but not limited to an evaluation of macroeconomic conditions as they relate to our business, industry and market trends, as well as the overall future financial performance of identified reporting units and future opportunities in the markets in which we operate.

The quantitative impairment test compares the fair values of identified reporting units with their respective carrying amounts. If the carrying amount of a reporting unit exceeds its fair value, an impairment loss is recognized in an amount equal to that excess. Based on our current internal reporting structure, we currently have one operating segment, one reportable segment, and one reporting unit. In each of 2019, 2018 and 2017, we performed the quantitative impairment test which indicated that the estimated fair values of the identified reporting units significantly exceeded their respective carrying values. There was no impairment of goodwill during 2019, 2018 or 2017.

Intangible assets other than goodwill

We amortize finite-lived intangible assets over their estimated useful lives as follows.

	Basis of amortization	Amortization period (in years)
Customer relationships	Straight-line and accelerated(1)	8-17
Marketing assets	Straight-line	2-15
Acquired software and technology	Straight-line and accelerated(1)	5-14
Non-compete agreements	Straight-line	1-5

(1) Certain of the customer relationships and acquired software and technology assets are amortized on an accelerated basis.

We write off the gross carrying amount and accumulated amortization balances for all fully amortized intangible assets. We evaluate the estimated useful lives and the potential for impairment of finite and indefinite-lived intangible assets on an annual basis or more frequently if events or circumstances indicate revised estimates of useful lives may be appropriate or that the carrying amount may be impaired. If the carrying amount of a finite-lived intangible asset is no longer recoverable based upon the undiscounted cash flows of the asset, the amount of impairment is the difference between the carrying amount and the fair value of the asset. Substantially all of our intangible assets were acquired in business combinations. See Note 6 to these consolidated financial statements for a discussion of our impairment of certain acquired intangible assets during 2019. There was no impairment of acquired intangible assets during 2018 or 2017.

Impairment of long-lived assets

We review long-lived assets for impairment when events change or circumstances indicate the carrying amount may not be recoverable. Events or changes in circumstances that indicate the carrying amount may not be recoverable include, but are not limited to, a significant decrease in the market value of the business or asset acquired, a significant adverse change in the extent or manner in which the business or asset acquired is used or significant adverse change in the business climate. If such events or changes in circumstances are present, the undiscounted cash flow method is used to determine whether the asset is impaired. See Note 6 to these consolidated financial statements for a discussion of our impairment of certain long-lived assets during 2019. No impairment of long-lived assets occurred in 2018 or 2017.

Deferred financing costs

Deferred financing costs included in other assets represent the direct third-party costs of entering into the revolving (line-of-credit) portion of our credit facility in June 2017 and portions of the unamortized deferred financing costs from prior facilities. These costs are amortized ratably over the term of the credit facility as interest expense.

Stock-based compensation

We measure stock-based compensation cost at the grant date based on the fair value of the award and recognize it as expense over the requisite service period, which is the vesting period. We determine the fair value of stock options and stock appreciation rights using a Black-Scholes option pricing model, which requires us to use significant judgment to make estimates regarding the life of the award, volatility of our stock price, the risk-free interest rate and the dividend yield of our stock over the life of the award. We determine the fair value of awards that contain market conditions using a Monte Carlo simulation model. Changes to these estimates would result in different fair values of awards.

We recognize the effect of awards for which the requisite service period is not rendered when the award is forfeited (that is, we recognize the effect of forfeitures in compensation cost when they occur). Previously recognized compensation cost for an award is reversed in the period that the award is forfeited. Income tax benefits resulting from the vesting and exercise of stock-based compensation awards are recognized in the period the unit or award is vested or option or right is exercised.

Income taxes

We make estimates and judgments in accounting for income taxes. The calculation of the income tax provision requires estimates due to transactions, credits and calculations where the ultimate tax determination is uncertain. Uncertainties arise as a consequence of the actual source of taxable income between domestic and foreign locations, the outcome of tax audits and the ultimate utilization of tax credits. To the extent actual results differ from estimated amounts recorded, such differences will impact the income tax provision in the period in which the determination is made.

We make estimates in determining tax assets and liabilities, which arise from differences in the timing of recognition of revenue and expense for tax and financial statement purposes. We record valuation allowances to reduce our deferred tax assets to the amount expected to be realized. In assessing the adequacy of a recorded valuation allowance significant judgment is required. We consider all positive and negative evidence and a variety of factors including the scheduled reversal of deferred tax liabilities, historical and projected future taxable income, and prudent and feasible tax planning strategies. If we determine there is less than a 50% likelihood that we will be able to use a deferred tax asset in the future in excess of its net carrying value, then an adjustment to the deferred tax asset valuation allowance is made to increase income tax expense, thereby reducing net income in the period such determination was made.

We measure and recognize uncertain tax positions. To recognize such positions, we must first determine if it is more likely than not that the position will be sustained upon audit. We must then measure the benefit as the largest amount that is more than 50% likely of being realized upon ultimate settlement. Significant judgment is required in the identification and measurement of uncertain tax positions.

Foreign currency

Net assets recorded in a foreign currency are translated at the exchange rate on the balance sheet date. Revenue and expense items are translated using an average of monthly exchange rates. The resulting translation adjustments are recorded in accumulated other comprehensive income.

Gains and losses resulting from foreign currency transactions denominated in currency other than the functional currency are recorded at the approximate rate of exchange at the transaction date in other income, net. For the year ended December 31, 2019, we recorded a net foreign currency loss that was insignificant. For the year ended December 31, 2018, we recorded a net foreign currency loss of $0.9 million. For the year ended December 31, 2017, we recorded net foreign currency gain of $1.1 million.

Research and development

Research and development costs are expensed as incurred except as noted below under ***Software development costs***. These costs include compensation costs for engineering and product management personnel, third-party contractor expenses, software development tools and other expenses related to researching and developing new solutions, upgrading and enhancing existing solutions, and allocated depreciation, facilities and IT support costs.

Software development costs

We incur certain costs associated with the development of internal-use software, which are primarily related to activities performed to develop our cloud solutions. Internal and external costs incurred in the preliminary project stage of internal-use software development are expensed as incurred. Once the software being developed has reached the application development stage, qualifying internal costs including payroll and payroll-related costs of employees who are directly associated with and devote time to the software project as well as external direct costs of materials and services are capitalized. Capitalization ceases at the point at which the developed software is substantially complete and ready for its intended use, which is typically upon completion of all substantial testing. Qualifying costs capitalized during the application development stage include those related to specific upgrades and enhancements when it is probable that those costs incurred will result in additional functionality. Overhead costs, including general and administrative costs, as well as maintenance, training and all other costs associated with post-implementation stage activities are expensed as incurred. In addition, internal costs that cannot be reasonably separated between maintenance and relatively minor upgrades and enhancements are expensed as incurred.

Qualifying capitalized software development costs are amortized on a straight-line basis over the software asset's estimated useful life, which is generally 3 to 7 years. We evaluate the useful lives of these assets on an annual basis and test for impairment whenever events or changes in circumstances occur that could impact the recoverability of these assets. There were no impairment charges related to capitalized software development costs during the years ended December 31, 2019, 2018, and 2017. We write off the gross carrying amount and accumulated amortization balances for all fully amortized software development cost assets.

Sales returns and allowance for doubtful accounts

We maintain a reserve for returns and credits which is estimated based on several factors including historical experience, known credits yet to be issued, the aging of customer accounts and the nature of service level commitments. A considerable amount of judgment is required in assessing these factors. Provisions for sales returns and credits are charged against the related revenue items.

Accounts receivable are recorded at original invoice amounts less an allowance for doubtful accounts, an amount we estimate to be sufficient to provide adequate protection against losses resulting from extending credit to our customers. In judging the adequacy of the allowance for doubtful accounts, we consider multiple factors including historical bad debt experience, the general economic environment and the aging of our receivables. A considerable amount of judgment is required in assessing these factors and if any receivables were to deteriorate, an additional provision for doubtful accounts could be required. Accounts are written off after all means of collection are exhausted and recovery is considered remote. Provisions for doubtful accounts are recorded in general and administrative expense.

Below is a summary of the changes in our allowance for sales returns.

Years ended December 31, (in thousands)	Balance at beginning of year	Provision/ adjustment	Write-off	Balance at end of year
2019	$ 3,377	$ 6,232	$ (5,963)	$ 3,646
2018	4,400	4,952	(5,975)	3,377
2017	2,704	10,511	(8,815)	4,400

Below is a summary of the changes in our allowance for doubtful accounts.

Years ended December 31, (in thousands)	Balance at beginning of year	Provision/ adjustment	Write-off	Balance at end of year
2019	$ 1,345	$ 2,476	$ (1,938)	$ 1,883
2018	741	2,446	(1,842)	1,345
2017	587	1,148	(994)	741

Advertising costs

We expense advertising costs as incurred, which were $3.1 million, $4.0 million and $2.4 million for the years ended December 31, 2019, 2018 and 2017, respectively.

Restructuring costs

Restructuring costs include charges for the costs of exit or disposal activities. The liability for costs associated with exit or disposal activities is measured initially at fair value and only recognized when the liability is incurred. For details of our restructuring activities, see Note 19 of these consolidated financial statements.

Leases

We determine if an arrangement is a lease at inception. Operating leases are included in operating lease ROU assets, accrued expense and other current liabilities, and operating lease liabilities, net of current portion in our consolidated balance sheet as of December 31, 2019.

ROU assets represent our right to use an underlying asset for the lease term and lease liabilities represent our obligation to make lease payments arising from the lease. Operating lease ROU assets and liabilities are recognized at the lease commencement date based on the present value of lease payments over the lease term. As most of our leases do not provide an implicit rate, we generally use our incremental borrowing rate in determining the present value of lease payments. Our incremental borrowing rate is based on the estimated rate of interest for collateralized borrowing over a similar term of the lease payments at the commencement date. We use the implicit rate when readily determinable. The operating lease ROU asset also includes any initial direct costs and lease payments made and excludes lease incentives. Our lease terms may include options to extend or terminate the lease when it is reasonably certain that we will exercise that option. Lease expense for lease payments related to our operating leases is recognized on a straight-line basis over the lease term. We have lease agreements with lease and non-lease components, which are generally accounted for separately. We do not recognize short-term leases (those that, at the commencement date, have a lease term of 12 months or less) on our consolidated balance sheets. Variable lease payments, which are primarily comprised of common-area maintenance, utilities and real estate taxes that are passed on from the lessor in proportion to the space leased by us, are recognized in operating expenses in the period in which the obligation for those payments is incurred.

Contingencies

We are subject to the possibility of various loss contingencies in the normal course of business. We record an accrual for a contingency when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. Often these issues are subject to substantial uncertainties and, therefore, the probability of loss and the estimation of damages are difficult to ascertain. These assessments can involve a series of complex judgments about future events and can rely heavily on estimates and assumptions that have been deemed reasonable by us. Although we believe we have substantial defenses in these matters, we could incur judgments or enter into settlements of claims that could have a material adverse effect on our consolidated financial position, results of operations or cash flows in any particular period.

Earnings per share

We compute basic earnings per share by dividing net income available to common stockholders by the weighted average number of common shares outstanding during the period. Diluted earnings per share is computed by dividing net income available to common stockholders by the weighted average number of common shares and dilutive potential common shares outstanding during the period. Diluted earnings per share reflect the assumed exercise, settlement and vesting of all dilutive securities using the "treasury stock method" except when the effect is anti-dilutive. Potentially dilutive securities consist of shares issuable upon the exercise of stock options and stock appreciation rights and vesting of restricted stock awards and units.

3. Business Combinations

2019 Acquisitions

YourCause

On January 2, 2019, we acquired all of the outstanding equity securities, including all voting equity interests, of YourCause Holdings, LLC, a Delaware limited liability company ("YourCause"), pursuant to a purchase agreement and plan of merger. The acquisition expands our footprint in corporate social responsibility and employee engagement and enhances our position as a leader in providing solutions to both nonprofit organizations and for-profit companies committed to addressing social issues. We acquired the equity securities for an aggregate purchase price of $157.7 million in cash, net of closing adjustments. The purchase price and related expenses were funded primarily through borrowings under the 2017 Credit Facility (as defined below). As a result of the acquisition, YourCause has become a wholly owned subsidiary of ours. The operating results of YourCause have been included in our consolidated financial statements from the date of acquisition. During the year ended December 31, 2019, we incurred insignificant acquisition-related expenses associated with the acquisition, which were recorded in general and administrative expense.

The fair values assigned to the assets acquired and liabilities assumed in the table below are based on our best estimates and assumptions as of the reporting date. We finalized the purchase price allocation of YourCause, including the valuation of assets acquired and liabilities assumed, during the fourth quarter of 2019.

(in thousands)		Purchase price allocation
Net working capital, excluding deferred revenue	$	3,711
Other long-term assets		2,574
Identifiable intangible assets		74,690
Deferred tax liability		(4,660)
Deferred revenue		(4,300)
Other long-term liabilities		(1,650)
Goodwill		87,350
Total purchase price	$	157,715

The estimated fair value of accounts receivable acquired approximates the contractual value of $4.2 million and $54.6 million of the goodwill arising in the acquisition is deductible for income tax purposes. The estimated goodwill recognized is attributable primarily to the opportunities for expected synergies from combining the operations and assembled workforce of YourCause. During the year ended December 31, 2019, we recorded insignificant measurement period adjustments to the estimated fair value of the YourCause assets acquired and liabilities assumed following the receipt of new information. The adjustments resulted in an increase to net working capital, excluding deferred revenue, with the corresponding offset to goodwill.

The YourCause acquisition resulted in the identification of the following identifiable intangible assets:

YourCause	Valuation Method	Weighted average amortization period (in years)		Intangible assets acquired (in thousands)
Acquired technology	Relief-from-Royalty	12	$	47,800
Customer relationships	Multi-period Excess Earnings	15		25,900
Marketing assets	Relief-from-Royalty	2		830
Non-compete agreements	Comparative (With and Without)	0		160
Total intangible assets		13	$	74,690

The method of amortization of identifiable finite-lived intangible assets is based on the expected pattern in which the estimated economic benefits of the respective assets are consumed or otherwise used up. Customer relationships and acquired technology assets are being amortized on an accelerated basis. Marketing assets are being amortized on a straight-line basis. The non-compete agreements were fully amortized as of March 31, 2019, based on the insignificance of the acquired assets.

We determined that the impact of this acquisition was not material to our consolidated financial statements; therefore, separate presentation of revenue and earnings since the acquisition date and pro forma information are not required nor included herein.

2018 Acquisitions

Reeher

On April 30, 2018, we acquired all of the outstanding equity securities, including all voting equity interests, of Reeher LLC, a Minnesota limited liability company ("Reeher"), pursuant to a securities purchase agreement. The acquisition expands our fundraising performance management capabilities and is intended to drive more effective fundraising and greater social good outcomes for our customers. We acquired the equity securities for an aggregate purchase price of $41.2 million in cash, net of closing adjustments. The purchase price and related expenses were funded primarily through borrowings under the 2017 Credit Facility (as defined in Note 9 of these consolidated financial statements). As a result of the acquisition, Reeher has become a wholly owned subsidiary of ours. We finalized the purchase price allocation of Reeher, including the valuation of assets acquired and liabilities assumed, during the second quarter of 2019. All measurement period adjustments were insignificant. We determined that the impact of this acquisition was not material to our consolidated financial statements; therefore, revenue and earnings since the acquisition date and pro forma information are not required or presented.

2017 Acquisitions

JustGiving

On October 2, 2017, Blackbaud Global Limited ("Blackbaud Global"), a U.K. limited liability company and wholly owned subsidiary of ours, acquired the entire issued share capital, including all voting equity interests, of Giving Limited, a U.K. private limited company doing business as "JustGiving" for an aggregate purchase price, including certain post-closing adjustments set forth in the related stock purchase agreement, of £102.4 million, or approximately $137.2 million, in cash. JustGiving is a market leading social platform for giving, and the acquisition is expected to enhance our capabilities to serve both individual donors and nonprofits, expanding the peer-to-peer fundraising capabilities we offer today. As a result of the acquisition, JustGiving has become a wholly owned subsidiary of ours. We financed the acquisition of JustGiving through cash on hand and borrowings of $138.7 million under the 2017 Credit Facility. We finalized the purchase price allocation of JustGiving, including the valuation of assets acquired and liabilities assumed, during the fourth quarter of 2018. All measurement period adjustments were insignificant. We determined that the impact of this acquisition was not material to our consolidated financial statements; therefore, revenue and earnings since the acquisition date and pro forma information are not required or presented.

AcademicWorks

On April 3, 2017, we acquired all of the outstanding shares of capital stock, including all voting equity interests, of AcademicWorks, Inc., a Texas corporation ("AcademicWorks"), pursuant to a stock purchase agreement. AcademicWorks is the market leader in scholarship management for higher education and K-12 institutions, foundations, and grant-making institutions. The acquisition extends our offerings for our higher education, K-12, and corporate and foundation customers. We acquired AcademicWorks for $52.1 million in cash, net of closing adjustments. We financed the acquisition through a drawdown of a revolving credit loan under our then-existing credit facility. As a result of the acquisition, AcademicWorks has become a wholly owned subsidiary of ours. We finalized the purchase price allocation of AcademicWorks, including the valuation of assets acquired and liabilities assumed, during the first quarter of 2018. All measurement period adjustments were insignificant. We determined that the impact of this acquisition was not material to our consolidated financial statements; therefore, revenue and earnings since the acquisition date and pro forma information are not required or presented.

4. Goodwill and Other Intangible Assets

The change in our goodwill during 2019 consisted of the following:

(dollars in thousands)	Total
Balance at December 31, 2018	$ 545,213
Additions related to current year business combinations	87,350
Effect of foreign currency translation	1,525
Balance at December 31, 2019	$ 634,088

We have recorded intangible assets acquired in various business combinations based on their fair values at the date of acquisition. The table below sets forth the balances of each class of intangible asset and related amortization as of:

	December 31,	
(dollars in thousands)	2019	2018
Finite-lived gross carrying amount		
Customer relationships	$ 286,951	$ 280,309
Marketing assets	34,246	48,484
Acquired software and technology	233,094	211,654
Non-compete agreements	2,200	2,499
Database	—	4,275
Total finite-lived gross carrying amount	556,491	547,221
Accumulated amortization		
Customer relationships	(118,031)	(116,648)
Marketing assets	(3,648)	(16,395)
Acquired software and technology	(115,048)	(118,268)
Non-compete agreements	(1,869)	(1,618)
Database	—	(4,275)
Total accumulated amortization	(238,596)	(257,204)
Indefinite-lived gross carrying amount		
Marketing assets	—	1,600
Intangible assets, net	$ 317,895	$ 291,617

During the year ended December 31, 2019, changes to the gross carrying amounts of intangible asset classes were primarily related to our business acquisitions as described in Note 3 of these financial statements, write-offs of fully amortized intangible assets, and the effect of foreign currency translation.

During the year ended December 31, 2019, we also recorded an impairment charge of $0.9 million against an acquired marketing asset that reduced the carrying value of the asset to zero. The impairment charge resulted from our decision during the year to rebrand the solution to which the asset related. This impairment charge was recorded as amortization on our consolidated statements of comprehensive income.

Amortization expense

Amortization expense related to finite-lived intangible assets acquired in business combinations is allocated to cost of revenue on the consolidated statements of comprehensive income based on the revenue stream to which the asset contributes, except for marketing assets and non-compete agreements, for which the associated amortization expense is included in operating expenses.

The following table summarizes amortization expense of our finite-lived intangible assets:

	Years ended December 31,		
(dollars in thousands)	2019	2018	2017
Included in cost of revenue:			
Cost of recurring	$ 42,565	$ 39,877	$ 37,557
Cost of one-time services and other	2,204	2,356	2,542
Total included in cost of revenue	44,769	42,233	40,099
Included in operating expenses	5,316	4,844	3,271
Total amortization of intangibles from business combinations	$ 50,085	$ 47,077	$ 43,370

The following table outlines the estimated future amortization expense for each of the next five years for our finite-lived intangible assets as of December 31, 2019:

Years ending December 31, (dollars in thousands)	Amortization expense
2020	$ 41,544
2021	37,010
2022	34,671
2023	33,665
2024	33,150
Total	$ 180,040

5. Earnings Per Share

The following table sets forth the computation of basic and diluted earnings per share:

	Years ended December 31,		
(dollars in thousands, except per share amounts)	2019	2018	2017
Numerator:			
Net income	$ 11,908	$ 44,841	$ 73,633
Denominator:			
Weighted average common shares	47,695,383	47,206,669	46,669,440
Add effect of dilutive securities:			
Stock-based awards	616,888	838,415	1,106,262
Weighted average common shares assuming dilution	48,312,271	48,045,084	47,775,702
Earnings per share:			
Basic	$ 0.25	$ 0.95	$ 1.58
Diluted	$ 0.25	$ 0.93	$ 1.54
Anti-dilutive shares excluded from calculations of diluted earnings per share	241,336	48,881	4,634

6. Fair Value Measurements

Recurring fair value measurements

Assets and liabilities that are measured at fair value on a recurring basis consisted of the following, as of the dates indicated below:

	Fair value measurement using			
(dollars in thousands)	Level 1	Level 2	Level 3	Total
Fair value as of December 31, 2019				
Financial liabilities:				
Derivative instruments	$ —	$ 1,757	$ —	$ 1,757
Total financial liabilities	$ —	$ 1,757	$ —	$ 1,757
Fair value as of December 31, 2018				
Financial assets:				
Derivative instruments	$ —	$ 2,260	$ —	$ 2,260
Total financial assets	$ —	$ 2,260	$ —	$ 2,260
Fair value as of December 31, 2018				
Financial liabilities:				
Derivative instruments	$ —	$ 186	$ —	$ 186
Total financial liabilities	$ —	$ 186	$ —	$ 186

Our derivative instruments within the scope of Accounting Standards Codification ("ASC") 815, ***Derivatives and Hedging***, are required to be recorded at fair value. Our derivative instruments that are recorded at fair value include interest rate swaps.

The fair value of our interest rate swaps was based on model-driven valuations using LIBOR rates, which are observable at commonly quoted intervals. Accordingly, our interest rate swaps are classified within Level 2 of the fair value hierarchy.

We believe the carrying amounts of our cash and cash equivalents, restricted cash due to customers, accounts receivable, trade accounts payable, accrued expenses and other current liabilities and due to customers approximate their fair values at December 31, 2019 and December 31, 2018, due to the immediate or short-term maturity of these instruments.

We believe the carrying amount of our debt approximates its fair value at December 31, 2019 and December 31, 2018, as the debt bears interest rates that approximate market value. As LIBOR rates are observable at commonly quoted intervals, our debt is classified within Level 2 of the fair value hierarchy.

We did not transfer any assets or liabilities among the levels within the fair value hierarchy during the years ended December 31, 2019, 2018 and 2017. Additionally, we did not hold any Level 3 assets or liabilities during the years ended December 31, 2019, 2018 and 2017.

Non-recurring fair value measurements

Assets and liabilities that are measured at fair value on a non-recurring basis include long-lived, intangible assets, goodwill and operating lease ROU assets, which are recognized at fair value during the period in which an acquisition is completed or at lease commencement, from updated estimates and assumptions during the measurement period, or when they are considered to be impaired. These non-recurring fair value measurements, primarily for long-lived assets, intangible assets acquired and operating lease ROU assets, are based on Level 3 unobservable inputs. In the event of an impairment, we determine the fair value of these assets other than goodwill using a discounted cash flow approach, which contains significant unobservable inputs and, therefore, is considered a Level 3 fair value measurement. The unobservable inputs in the analysis generally include future cash flow projections and a discount rate. For goodwill impairment testing, we estimate fair value using market-based methods including the use of market capitalization and consideration of a control premium.

During the year ended December 31, 2019, we recorded impairment charges of $3.8 million against our operating lease ROU assets, $1.4 million against certain property and equipment assets and $0.9 million against certain finite-lived intangible assets. See Notes 11, 7 and 4, respectively, to these consolidated financial statements for additional details.

There were no other non-recurring fair value adjustments during 2019, 2018 and 2017 except for certain business combination accounting adjustments to the initial fair value estimates of the assets acquired and liabilities assumed at the acquisition date from updated estimates and assumptions during the measurement period. See Note 3 and Note 4 to these consolidated financial statements for additional details. The measurement period may be up to one year from the acquisition date. We record any measurement period adjustments to the fair value of assets acquired and liabilities assumed, with the corresponding offset to goodwill.

7. Property and Equipment and Software Development Costs

Property and equipment

Property and equipment consisted of the following as of:

(dollars in thousands)	Estimated useful life (years)	December 31, 2019	December 31, 2018
Equipment	3 - 5	$ 4,512	$ 4,243
Computer hardware	1 - 5	67,045	75,060
Computer software	1 - 5	35,726	34,294
Construction in progress	—	213	233
Furniture and fixtures	1 - 7	7,823	7,004
Leasehold improvements	Lesser of lease term or estimated useful life	24,295	26,795
Total property and equipment		139,614	147,629
Less: accumulated depreciation		(104,068)	(107,598)
Property and equipment, net		$ 35,546	$ 40,031

Depreciation expense was $15.0 million, $15.9 million and $17.8 million for the years ended December 31, 2019, 2018 and 2017, respectively.

During the year ended December 31, 2019, we recorded impairment charges of $1.4 million against certain property and equipment assets that reduced the carrying value of the assets to zero. These impairment charges resulted primarily from our facilities optimization restructuring as we wrote-off facilities-related fixed assets that we would no longer use. See Note 19 to these consolidated financial statements for additional details regarding our facilities optimization restructuring.

Software development costs

Software development costs consisted of the following as of:

(dollars in thousands)	Estimated useful life (years)	December 31, 2019	December 31, 2018
Software development costs	3 - 7	$ 139,014	$ 121,983
Less: accumulated amortization		(37,712)	(46,884)
Software development costs, net		$ 101,302	$ 75,099

During the year ended December 31, 2019, changes to the gross carrying amount of software development costs were primarily related to qualifying costs associated with development activities that are required to be capitalized under the internal-use software accounting guidance such as those for our cloud solutions, write-offs of fully amortized assets, and the effect of foreign currency translation.

Amortization expense related to software development costs was $21.0 million, $16.6 million and $12.8 million for the years ended December 31, 2019, 2018 and 2017, respectively, and is included primarily in cost of recurring.

8. Consolidated Financial Statement Details

Prepaid expenses and other assets

(dollars in thousands)	December 31, 2019	December 31, 2018
Costs of obtaining contracts(1)(2)	$ 90,764	$ 85,590
Prepaid software maintenance and subscriptions	24,678	21,134
Unbilled accounts receivable	6,233	4,161
Prepaid insurance	1,585	1,087
Taxes, prepaid and receivable	849	2,055
Security deposits	885	1,020
Other assets	8,051	10,104
Total prepaid expenses and other assets	133,045	125,151
Less: Long-term portion	65,193	65,363
Prepaid expenses and other current assets	$ 67,852	$ 59,788

(1) Amortization expense from costs of obtaining contracts was $38.1 million, $35.7 million and $35.8 million for the years ended December 31, 2019, 2018 and 2017, respectively, and is included in sales, marketing and customer success expense in our consolidated statements of comprehensive income.

(2) The current portion of costs of obtaining contracts as of December 31, 2019 and 2018 was $33.0 million and $31.7 million, respectively.

Accrued expenses and other liabilities

(dollars in thousands)	December 31, 2019	December 31, 2018
Operating lease liabilities, current portion(1)	$ 19,784	$ —
Accrued bonuses	$ 24,617	$ 14,868
Accrued commissions and salaries	6,980	9,934
Taxes payable	6,835	6,204
Customer credit balances	4,505	4,076
Unrecognized tax benefit	3,758	2,719
Accrued vacation costs	2,232	2,352
Accrued health care costs	2,399	1,497
Other liabilities	7,949	14,631
Total accrued expenses and other liabilities	79,059	56,281
Less: Long-term portion	5,742	9,388
Accrued expenses and other current liabilities	$ 73,317	$ 46,893

(1) Upon adoption of ASU 2016-02 at January 1, 2019, we recognized lease liabilities for our operating leases. See Note 2 of these consolidated financial statements for details.

Deferred revenue

(dollars in thousands)	December 31, 2019	December 31, 2018
Recurring	$ 302,751	$ 286,960
One-time services and other	13,386	11,595
Total deferred revenue	316,137	298,555
Less: Long-term portion	1,802	2,564
Deferred revenue, current portion	$ 314,335	$ 295,991

Other income, net

	Years ended December 31,		
(dollars in thousands)	2019	2018	2017
Interest income	$ 2,802	$ 2,008	$ 993
Gain on derivative instrument	—	—	462
Loss on debt extinguishment	—	—	(299)
Other income (expense), net	1,256	(905)	1,104
Other income, net	$ 4,058	$ 1,103	$ 2,260

9. Debt

The following table summarizes our debt balances and the related weighted average effective interest rates, which includes the effect of interest rate swap agreements.

(dollars in thousands)	Debt balance at December 31, 2019	Debt balance at December 31, 2018	Weighted average effective interest rate at December 31, 2019	Weighted average effective interest rate at December 31, 2018
Credit facility:				
Revolving credit loans	$ 187,000	$ 100,000	3.11%	4.13%
Term loans	281,250	288,750	3.22%	3.44%
Total debt	468,250	388,750	3.18%	3.61%
Less: Unamortized discount and debt issuance costs	1,150	1,626		
Less: Debt, current portion	7,500	7,500	3.05%	3.77%
Debt, net of current portion	$ 459,600	$ 379,624	3.18%	3.61%

2017 refinancing

We were previously party to a $325.0 million 5-year credit facility entered into during February 2014. The credit facility included: a dollar and a designated currency revolving credit facility with sublimits for letters of credit and swingline loans (the "2014 Revolving Facility") and a delayed draw term loan (the "2014 Term Loan") together, (the "2014 Credit Facility").

In June 2017, we entered into a 5-year $700.0 million senior credit facility (the "2017 Credit Facility"). The 2017 Credit Facility includes a $400.0 million revolving credit facility (the "2017 Revolving Facility") and a $300.0 million term loan facility (the "2017 Term Loan"). Upon closing we drew $300.0 million on a term loan and $110.0 million in revolving credit loans, which was used to repay all amounts outstanding under the 2014 Credit Facility, fees and expenses incurred in connection with the 2017 Credit Facility, and for other general corporate purposes.

Certain lenders of the 2014 Term Loan participated in the 2017 Term Loan and the change in the present value of our future cash flows to these lenders under the 2014 Term Loan and under the 2017 Term Loan was less than 10%. Accordingly, we accounted for the refinancing event for these lenders as a debt modification. Certain lenders of the 2014 Term Loan did not participate in the 2017 Term Loan. Accordingly, we accounted for the refinancing event for these lenders as a debt extinguishment. Certain lenders of the 2014 Revolving Facility participated in the 2017 Revolving Facility and provided increased borrowing capacities. Accordingly, we accounted for the refinancing event for these lenders as a debt modification. Certain lenders of the 2014 Revolving Facility did not participate in the 2017 Revolving Facility. Accordingly, we accounted for the refinancing event for these lenders as a debt extinguishment.

In 2017, we recorded an insignificant loss on debt extinguishment related to the write-off of debt discount and deferred financing costs for the portions of the 2014 Credit Facility considered to be extinguished. This loss was recognized in the consolidated statements of comprehensive income within other income (expense), net.

In connection with our entry into the 2017 Credit Facility, we paid $3.1 million in financing costs, of which $1.0 million were capitalized in other assets and, together with a portion of the unamortized deferred financing costs from the 2014 Credit Facility and prior facilities, are being amortized into interest expense ratably over the term of the new facility. As of December 31, 2019 and 2018, deferred financing costs totaling $0.6 million and $0.9 million, respectively, were included in other assets on our consolidated balance sheets. We recorded aggregate financing costs of $1.8 million as a direct deduction from the carrying amount of our debt liability, which related to debt discount (fees paid to lenders) and debt issuance costs for the 2017 Term Loan.

Summary of the 2017 Credit Facility

The 2017 Revolving Facility includes (i) a $50.0 million sublimit available for the issuance of standby letters of credit, (ii) a $50.0 million sublimit available for swingline loans, and (iii) a $100.0 million sublimit available for multicurrency borrowings.

The 2017 Credit Facility is secured by the stock and limited liability company interests of certain of our subsidiaries and any of our material domestic subsidiaries.

Amounts borrowed under the dollar tranche revolving credit loans and term loan under the 2017 Credit Facility bear interest at a rate per annum equal to, at our option, (a) a base rate equal to the highest of (i) the prime rate announced by Bank of America, N.A., (ii) the Federal Funds Rate plus 0.50% and (iii) the Eurocurrency Rate (which varies depending on the currency in which the loan is denominated) plus 1.00% (the "Base Rate"), in addition to a margin of 0.00% to 0.75%, or (b) Eurocurrency Rate plus a margin of 1.00% to 1.75%.

We also pay a quarterly commitment fee on the unused portion of the 2017 Revolving Facility from 0.15% to 0.25% per annum, depending on our net leverage ratio. At December 31, 2019, the commitment fee was 0.20%.

The term loan under the 2017 Credit Facility requires periodic principal payments. The balance of the term loan and any amounts drawn on the revolving credit loans are due upon maturity of the 2017 Credit Facility in June 2022. We evaluate the classification of our debt as current or non-current based on the required annual maturities of the 2017 Credit Facility.

The 2017 Credit Facility includes financial covenants related to the net leverage ratio and interest coverage ratio, as well as restrictions on our ability to declare and pay dividends and our ability to repurchase shares of our common stock. At December 31, 2019, we were in compliance with our debt covenants under the 2017 Credit Facility.

The 2017 Credit Facility also includes an option to request increases in the revolving commitments and/or request additional term loans in an aggregate principal amount of up to $200.0 million plus an amount, if any, such that the Net Leverage Ratio shall be no greater than 3.00 to 1.00. At December 31, 2019, our available borrowing capacity under the 2017 Credit Facility was $209.6 million.

Financing for 2019 acquisition

On January 2, 2019, we acquired YourCause for $157.7 million in cash, net of closing adjustments. We financed the acquisition with a revolving credit loan under the 2017 Credit Facility.

Other debt

In December 2019, we entered into a 4-year $2.2 million agreement to finance our purchase of software and related services for our internal use. The agreement is a non-interest-bearing note requiring four equal annual payments, with the first payment due in January 2020. Interest associated with the note will be imputed at the rate we would incur for amounts borrowed under the 2017 Credit Facility. As of December 31, 2019, there were no amounts outstanding under the agreement.

As of December 31, 2019, the required annual maturities related to the 2017 Credit Facility were as follows:

Years ending December 31, (dollars in thousands)	Annual maturities
2020	$ 7,500
2021	7,500
2022	453,250
2023	—
2024	—
Thereafter	—
Total required maturities	$ 468,250

10. Derivative Instruments

Cash flow hedges

We generally use derivative instruments to manage our variable interest rate risk. In July 2017, we entered into an interest rate swap agreement (the "July 2017 Swap Agreement"), which effectively converts portions of our variable rate debt under our credit facility to a fixed rate for the term of the July 2017 Swap Agreement. The notional value of the July 2017 Swap Agreement was $150.0 million with an effective date beginning in July 2017 through July 2021. We designated the July 2017 Swap Agreement as a cash flow hedge at the inception of the contract.

In February 2018, we entered into an additional interest rate swap agreement (the "February 2018 Swap Agreement"), which effectively converts portions of our variable rate debt under our credit facility to a fixed rate for the term of the February 2018 Swap Agreement. The notional value of the February 2018 Swap Agreement was $50.0 million with an effective date beginning in February 2018 through June 2021. We designated the February 2018 Swap Agreement as a cash flow hedge at the inception of the contract.

In June 2019, we entered into an additional interest rate swap agreement (the "June 2019 Swap Agreement"), which effectively converts portions of our variable rate debt under the 2017 Credit Facility to a fixed rate for the term of the June 2019 Swap Agreement. The notional value of the June 2019 Swap Agreement was $75.0 million with an effective date beginning in June 2019 through June 2021. We designated the June 2019 Swap Agreement as a cash flow hedge at the inception of the contract.

Undesignated contracts

In June 2017, we entered into a foreign currency option contract to hedge our exposure to currency fluctuations in connection with our acquisition of JustGiving because the purchase price was denominated in British Pounds. The notional value of the instrument was £100.0 million with an effective date beginning in June 2017 and maturing in September 2017. We settled the foreign currency option contract in September 2017. We did not designate the foreign currency option contract as a cash flow hedge for accounting purposes since it involved a business combination. As such, changes in the fair value of this derivative were recognized in earnings. The insignificant premium paid for this option and the $1.0 million in proceeds from the settlement are shown within cash flows from investing activities in our consolidated statements of cash flows.

As the closing date of our acquisition of JustGiving extended beyond the settlement date of the foreign currency option contract, we entered into a foreign currency forward contract in September 2017 with settlement in October 2017. The notional value of the instrument was £103.5 million. We did not designate the foreign currency forward contract as a cash flow hedge for accounting purposes since it involved a business combination. As such, changes in the fair value of this derivative were recognized in earnings. The insignificant premium paid for this forward contract is shown within cash flows from investing activities in our consolidated statements of cash flows.

The fair values of our derivative instruments were as follows as of:

		Asset Derivatives			Liability Derivatives	
(dollars in thousands)	Balance sheet location	December 31, 2019	December 31, 2018	Balance sheet location	December 31, 2019	December 31, 2018
Derivative instruments designated as hedging instruments:						
Interest rate swaps, current portion	Prepaid expenses and other current assets	$ —	$ —	Accrued expenses and other current liabilities	$ —	$ —
Interest rate swaps, long-term portion	Other assets	—	2,260	Other liabilities	1,757	186
Total derivative instruments designated as hedging instruments		$ —	$ 2,260		$ 1,757	$ 186

We did not have any undesignated derivative instruments as of December 31, 2019 and 2018.

The effects of derivative instruments in cash flow hedging relationships were as follows:

(dollars in thousands)		Gain (loss) recognized in accumulated other comprehensive loss as of December 31, 2019	Location of gain (loss) reclassified from accumulated other comprehensive loss into income		Gain (loss) reclassified from accumulated other comprehensive loss into income Year ended December 31, 2019
Interest rate swaps	$	(1,757)	Interest expense	$	573
		December 31, 2018			Year ended December 31, 2018
Interest rate swaps	$	2,074	Interest expense	$	118
		December 31, 2017			Year ended December 31, 2017
Interest rate swaps	$	1,283	Interest expense	$	(293)

Our policy requires that derivatives used for hedging purposes be designated and effective as a hedge of the identified risk exposure at the inception of the contract. Accumulated other comprehensive income (loss) includes unrealized gains or losses from the change in fair value measurement of our derivative instruments each reporting period and the related income tax expense or benefit. Changes in the fair value measurements of the derivative instruments and the related income tax expense or benefit are reflected as adjustments to accumulated other comprehensive income (loss) until the actual hedged expense is incurred or until the hedge is terminated at which point the unrealized gain (loss) is reclassified from accumulated other comprehensive income (loss) to current earnings. The estimated accumulated other comprehensive income as of December 31, 2019 that is expected to be reclassified into earnings within the next twelve months is $1.0 million. There were no ineffective portions of our interest rate swap derivatives during the years ended December 31, 2019, 2018 and 2017. See Note 14 to these consolidated financial statements for a summary of the changes in accumulated other comprehensive income (loss) by component.

We did not have any undesignated derivative instruments during 2019 and 2018. The effects of undesignated derivative instruments during 2017 were as follows:

(dollars in thousands)	Location of gain (loss) recognized in income on derivative		Gain (loss) recognized in income Year ended December 31, 2017
Foreign currency option contracts	Other income (expense), net	$	513
Foreign currency forward contracts	Other income (expense), net	$	(51)
Total gain		$	462

11. Commitments and Contingencies

Leases

We have operating leases for corporate offices, subleased offices and certain equipment and furniture. Our leases have remaining lease terms of less than 1 year to 19 years, some of which include options to extend the leases for up to 5 years. We do not have lease agreements with residual value guarantees, sale leaseback terms or material restrictive covenants.

In May 2016, we entered into a lease agreement for our Global Headquarters Facility in Charleston, South Carolina. There are two phases for construction of the Global Headquarters Facility. Phase One included a building with approximately 172,000 rentable square feet, which we began using in April 2018. The lease agreement also grants us a Phase Two option to request that the landlord construct and lease to us a second office building and related improvements. The lease agreement expires in April 2038 and provides for 4 renewal periods of 5 years each at a base rent equal to the then prevailing market rate for comparable buildings.

We continue to lease our former headquarters facility, now called our Customer Operations Center, in Charleston, South Carolina. The lease expires in October 2023 and has 2 renewal options of 5 years each. We also have a lease for office space in Austin, Texas which expires in September 2023 and has 2 renewal options of 5 years each.

For each of the leases discussed above, we have not included the renewal options in the lease terms for calculating the lease liability as the renewal options allow us to maintain operational flexibility and we are not reasonably certain we will exercise these options at this time.

As of December 31, 2019, we had an additional operating lease for equipment that had not yet commenced with future rent payments of $0.8 million. This operating lease commenced on January 1, 2020 with a lease term of 3 years.

The components of lease expense for the year ended December 31, 2019, were as follows:

		Year ended December 31,
(dollars in thousands)		2019
Operating lease cost(1)	$	27,519
Variable lease cost		4,035
Sublease income		(3,189)
Net lease cost	$	28,365

(1) Includes short-term lease costs, which were immaterial.

During the twelve months ended December 31, 2019, we recorded $3.8 million in impairments of operating lease ROU assets associated with certain leased office spaces we ceased using as part of our facilities optimization restructuring. These impairments, which were based on our estimates about our inability to sublease the office spaces, were recorded as restructuring expense on our consolidated statements of comprehensive income. See Note 19 to these consolidated financial statements for additional details regarding our facilities optimization restructuring.

Total rent expense as determined under ASC 840 was $22.2 million and $17.1 million for the years ended December 31, 2018 and 2017, respectively.

Maturities of our operating lease liabilities as of December 31, 2019 were as follows:

Years ending December 31, (dollars in thousands)		Operating leases(1)
2020	$	25,999
2021		21,840
2022		17,187
2023		14,651
2024		7,790
Thereafter		74,168
Total lease payments		161,635
Less: Amount representing interest		46,227
Present value of future payments	$	115,408

(1) Our maturities of our operating lease liabilities do not include payments related to Phase Two of our New Headquarters Facility, as that option had not been exercised as of December 31, 2019.

As determined under ASC 840, the future minimum lease payments related to lease agreements with a remaining noncancelable term in excess of one year, net of related sublease commitments and lease incentives, as of December 31, 2018 were as follows:

Years ending December 31, (dollars in thousands)		Operating leases
2019	$	20,808
2020		20,274
2021		16,924
2022		14,391
2023		12,923
Thereafter		81,755
Total minimum lease payments	$	167,075

Our ROU assets and lease liabilities are included in the following line items in our consolidated balance sheet:

(dollars in thousands)		December 31, 2019
Operating leases		
Operating lease right-of-use assets	$	104,400
Accrued expenses and other current liabilities	$	19,784
Operating lease liabilities, net of current portion		95,624
Total operating lease liabilities	$	115,408

As of December 31, 2019, the weighted average remaining lease terms and discount rates were as follows:

(dollars in thousands)	December 31, 2019
Operating leases	
Weighted average remaining lease term (years)	12.5
Weighted average discount rate	5.96%

Supplemental cash flow information related to leases during the year ended December 31, 2019, was as follows:

		Year ended December 31,
(dollars in thousands)		2019
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows from operating leases	$	24,569
Right-of-use assets obtained in exchange for lease obligations (non-cash):		
Operating leases		102,245

Other commitments

As discussed in Note 9 to these consolidated financial statements, the term loans under the 2017 Credit Facility require periodic principal payments. The balance of the term loans and any amounts drawn on the revolving credit loans are due upon maturity of the 2017 Credit Facility in June 2022.

We have contractual obligations for third-party technology used in our solutions and for other services we purchase as part of our normal operations. In certain cases, these arrangements require a minimum annual purchase commitment by us. As of December 31, 2019, the remaining aggregate minimum purchase commitment under these arrangements was approximately $91.7 million through 2023.

Solution and service indemnifications

In the ordinary course of business, we provide certain indemnifications of varying scope to customers against claims of intellectual property infringement made by third parties arising from the use of our solutions or services. If we determine that it is probable that a loss has been incurred related to solution or service indemnifications, any such loss that could be reasonably estimated would be recognized. We have not identified any losses and, accordingly, we have not recorded a liability related to these indemnifications.

Guarantees and indemnification obligations

We enter into agreements in the ordinary course of business with, among others, customers, creditors, vendors and service providers. Pursuant to certain of these agreements we have agreed to indemnify the other party for certain matters, such as property damage, personal injury, acts or omissions of ours, or our employees, agents or representatives, or third-party claims alleging that the activities of its contractual partner pursuant to the contract infringe a patent, trademark or copyright of such third party.

Legal proceedings

We are subject to legal proceedings and claims that arise in the ordinary course of business. We make a provision for a loss contingency when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. These provisions are reviewed at least quarterly and adjusted to reflect the impacts of negotiations, settlements, rulings, advice of legal counsel and other information and events pertaining to a particular case. Unless otherwise specifically disclosed in this note, we have determined as of December 31, 2019, that no provision for liability nor disclosure is required related to any claim against us because (a) there is not a reasonable possibility that a loss exceeding amounts already recognized (if any) may be incurred with respect to such claim; (b) a reasonably possible loss or range of loss cannot be estimated; or (c) such estimate is immaterial.

All legal costs associated with litigation are expensed as incurred. Litigation is inherently unpredictable. However, we believe that we have valid defenses with respect to the legal matters pending against us. It is possible, nevertheless, that our consolidated financial position, results of operations or cash flows could be negatively affected in any particular period by an unfavorable resolution of one or more of such proceedings, claims or investigations.

12. Income Taxes

We file income tax returns in the U.S. for federal and various state jurisdictions as well as in foreign jurisdictions including Canada, the U.K., Australia, Ireland and Costa Rica. We are generally subject to U.S. federal income tax examination for calendar tax years 2016 through 2019 as well as state and foreign income tax examinations for various years depending on statutes of limitations of those jurisdictions. We are currently under U.S. federal income tax examination for the calendar year 2016.

In December 2017, the Tax Act was signed into law making significant changes to the Internal Revenue Code. Changes include, but are not limited to, a corporate tax rate decrease from 35% to 21% effective for tax years beginning after December 31, 2017, the transition of U.S. international taxation from a worldwide tax system to a territorial system, and a one-time U.S. Federal transition tax on the mandatory deemed repatriation of cumulative foreign earnings as of December 31, 2017.

The Tax Act eliminates the exceptions for performance-based compensation and CFO compensation from the calculation under Section 162(m) of the Internal Revenue Code. A transition rule allows for the grandfathering of performance-based compensation pursuant to a written binding contract in effect as of November 2, 2017.

The Tax Act also includes the Global Intangible Low-Tax Income ("GILTI") provision, a new mechanism for taxing certain foreign profits, the Base Erosion Anti-Abuse Tax, a minimum tax on payments to related parties, and the Foreign-Derived Intangible Income ("FDII") provision, a tax incentive to earn income abroad.

The following summarizes the components of income tax expense (benefit):

	Years ended December 31,		
(dollars in thousands)	2019	2018	2017
Current taxes:			
U.S. Federal	$ 1,534	$ (1,088)	$ 2,565
U.S. State and local	613	1,182	(144)
International	130	306	101
Total current taxes	2,277	400	2,522
Deferred taxes:			
U.S. Federal	(1,724)	659	(17,128)
U.S. State and local	(2,235)	45	398
International	359	(1,323)	(1,084)
Total deferred taxes	(3,600)	(619)	(17,814)
Total income tax benefit	$ (1,323)	$ (219)	$ (15,292)

The following summarizes the components of income before provision for income taxes:

	Years ended December 31,		
(dollars in thousands)	2019	2018	2017
U.S.	$ 5,149	$ 47,532	$ 58,547
International	5,436	(2,910)	(206)
Income before provision for income taxes	$ 10,585	$ 44,622	$ 58,341

A reconciliation between the effect of applying the federal statutory rate and the effective income tax rate used to calculate our income tax provision (benefit) is as follows:

	Years ended December 31,		
	2019	2018	2017
Federal statutory rate	21.0 %	21.0 %	35.0 %
Effect of:			
State income taxes, net of federal benefit	(1.7)	4.1	1.8
Change in federal income tax rate applied to deferred tax balances	—	—	(43.1)
Change in state income tax rate applied to deferred tax balances	(3.1)	(0.4)	—
Unrecognized tax benefit	4.4	(2.6)	1.5
State credits, net of federal benefit	(15.4)	(1.9)	(1.4)
Change in valuation reserve (primarily state credit reserves)	3.7	0.4	(1.0)
Federal credits generated	(37.6)	(10.4)	(5.8)
Foreign tax rate	(6.3)	0.4	0.2
Acquisition costs	0.5	—	2.2
Section 162(m) limitation	30.8	4.2	2.5
Stock-based compensation	(20.2)	(17.4)	(18.9)
GILTI inclusion	5.9	—	—
FDII benefit	(1.5)	(0.7)	—
Nondeductible meals, entertainment and transportation	11.3	2.6	0.8
Other	(4.3)	0.2	—
Income tax benefit effective rate	(12.5)%	(0.5)%	(26.2)%

The decrease in our effective income tax rate in 2019, when compared to 2018, was primarily due to the heightened impact of research credit generation net of Section 162(m) nondeductible compensation. Furthermore, the 2019 effective tax rate was favorably impacted by other state tax credits net of an overall increase to uncertain tax positions. Lastly, the effective tax rate was negatively impacted by GILTI, net of FDII benefit, resulting from an increase in non-US earnings. The reduced base further magnified the impact of other nondeductible items.

The significant components of our deferred tax assets and liabilities were as follows:

	December 31,	
(dollars in thousands)	2019	2018
Deferred tax assets relating to:		
Federal and state and foreign net operating loss carryforwards	$ 9,203	$ 11,021
Federal, state and foreign tax credits	24,435	18,936
Operating leases	35,620	—
Intangible assets	1,560	1,041
Stock-based compensation	11,717	11,462
Accrued bonuses	1,713	973
Deferred revenue	682	854
Allowance for doubtful accounts	1,374	1,242
Other	7,487	5,607
Total deferred tax assets	93,791	51,136
Deferred tax liabilities relating to:		
Intangible assets	(46,569)	(43,700)
Operating leases	(32,888)	—
Fixed assets	(4,446)	(4,444)
Costs of obtaining contracts	(21,128)	(19,573)
Capitalized software development costs	(26,107)	(19,469)
Other	(315)	(926)
Total deferred tax liabilities	(131,453)	(88,112)
Valuation allowance	(6,453)	(6,855)
Net deferred tax liability	$ (44,115)	$ (43,831)

As of December 31, 2019, our federal, foreign and state net operating loss carryforwards for income tax purposes were approximately $21.4 million, $19.3 million and $23.8 million, respectively. The federal and state net operating loss carryforwards are subject to various Internal Revenue Code limitations and applicable state tax laws. If not utilized, the federal net operating loss carryforwards will begin to expire in 2028 and the state net operating loss carryforwards will expire over various periods beginning in 2020. Our foreign net operating loss carryforwards have an unlimited carryforward period. As of December 31, 2019, our foreign tax credit carryforwards for income tax purposes were insignificant. Our federal tax credit carryforwards for income tax purposes were approximately $9.8 million. Our state tax credit carryforwards for income tax purposes were approximately $16.0 million, net of federal benefit. If not utilized, the federal tax credit carryforwards will begin to expire in 2036 and the state tax credit carryforwards will begin to expire in 2020. A portion of the foreign and state net operating loss carryforwards and state credit carryforwards have a valuation reserve due to management's uncertainty regarding the future ability to use such carryforwards.

The following table illustrates the change in our deferred tax asset valuation allowance:

Years ended December 31, (dollars in thousands)	Balance at beginning of year	Acquisition-related change	Charges to expense	Balance at end of year
2019	$ 6,855	$ —	$ (402)	$ 6,453
2018	7,205	16	(366)	6,855
2017	6,994	—	211	7,205

The following table sets forth the change to our unrecognized tax benefit for the years ended December 31, 2019, 2018 and 2017:

	Years ended December 31,		
(dollars in thousands)	2019	2018	2017
Balance at December 31, 2018	$ 3,704	$ 5,160	$ 3,145
Increases from prior period positions	1,183	104	1,860
Decreases in prior year positions	(385)	(413)	(238)
Increases from current period positions	456	58	404
Lapse of statute of limitations	(612)	(1,205)	(11)
Balance at December 31, 2019	$ 4,346	$ 3,704	$ 5,160

The total amount of unrecognized tax benefit that, if recognized, would favorably affect the effective tax rate was $3.9 million at December 31, 2019. Certain prior period amounts relating to our 2014 acquisitions are covered under indemnification agreements and, therefore, we have recorded a corresponding indemnification asset. We recognize accrued interest and penalties, if any, related to unrecognized tax benefits as a component of income tax expense. The total amount of accrued interest and penalties included in the consolidated balance sheet as of December 31, 2019 and December 31, 2018 was $1.0 million and $0.7 million, respectively. The total amount of interest and penalties included in the consolidated statements of comprehensive income as an increase or decrease in income tax expense for 2019, 2018 and 2017 was insignificant.

We have taken federal and state tax positions for which it is reasonably possible that the total amounts of unrecognized tax benefits might decrease within the next twelve months. This possible decrease could result from the expiration of statutes of limitations. The reasonably possible decrease at December 31, 2019 was $1.4 million.

For our undistributed earnings of foreign subsidiaries, which we do not consider to be significant, we concluded that these earnings would be permanently reinvested in the local jurisdictions and not repatriated to the United States. Accordingly, we have not provided for U.S. state income taxes and foreign withholding taxes on those undistributed earnings of our foreign subsidiaries. If some or all of such earnings were to be remitted, the amount of taxes payable would be insignificant.

13. Stock-based Compensation

Employee stock-based compensation plans

Under the 2016 Equity and Incentive Compensation Plan (the "2016 Equity Plan"), we may grant incentive stock options, nonstatutory stock options, stock appreciation rights, restricted stock, restricted stock units, other stock awards and cash incentive awards to employees, directors and consultants. We maintain other stock-based compensation plans including the 2008 Equity Incentive Plan (the “2008 Equity Plan”), under which no additional grants may be made.

In connection with the acquisition of Convio in May 2012, we maintain the Convio, Inc. 1999 Stock Option/Stock Issuance Plan, as amended (the “Convio 1999 Plan”) and Convio, Inc. 2009 Stock Incentive Plan, as amended (the “Convio 2009 Plan”), which we assumed upon the acquisition of Convio. Our Compensation Committee of the Board of Directors administers all of these plans and the stock-based awards are granted under terms determined by them.

The total number of authorized stock-based awards available under our plans was 7,558,625 as of December 31, 2019. We issue common stock from our pool of authorized stock upon exercise of stock options and stock appreciation rights, vesting of restricted stock units or upon granting of restricted stock.

Historically, we have issued four types of awards under these plans: restricted stock awards, restricted stock units, stock appreciation rights and stock options. The following table sets forth the number of awards outstanding for each award type as of:

	Outstanding at December 31,	
Award type	2019	2018
Restricted stock awards	1,316,764	1,263,510
Restricted stock units	501,487	459,673
Stock appreciation rights	—	60,871
Stock options	206	836

The majority of the stock-based awards granted under these plans have a 10-year contractual term. Stock appreciation rights ("SARs") have contractual lives of 7 years. Awards granted to our executive officers and certain members of management are subject to accelerated vesting upon a change in control as defined in the employees' retention agreement.

Expense recognition

We recognize compensation expense associated with stock options and awards with performance or market based vesting conditions on an accelerated basis over the requisite service period of the individual grantees, which generally equals the vesting period. We recognize compensation expense associated with restricted stock awards and SARs on a straight-line basis over the requisite service period of the individual grantees, which generally equals the vesting period. We recognize the effect of awards for which the requisite service period is not rendered when the award is forfeited (that is, we recognize the effect of forfeitures in compensation cost when they occur). Previously recognized compensation cost for an award is reversed in the period that the award is forfeited.

Stock-based compensation expense is allocated to cost of revenue and operating expenses on the consolidated statements of comprehensive income based on where the associated employee's compensation is recorded. The following table summarizes stock-based compensation expense:

	Years ended December 31,		
(in thousands)	2019	2018	2017
Included in cost of revenue:			
Cost of recurring	$ 1,879	$ 2,464	$ 1,627
Cost of one-time services and other	1,487	2,778	1,843
Total included in cost of revenue	3,366	5,242	3,470
Included in operating expenses:			
Sales, marketing and customer success	11,203	9,285	6,381
Research and development	11,115	9,048	7,765
General and administrative	32,949	24,699	23,015
Total included in operating expenses	55,267	43,032	37,161
Total stock-based compensation expense	$ 58,633	$ 48,274	$ 40,631

The total amount of compensation cost related to unvested awards not recognized was $88.0 million at December 31, 2019. It is expected that this amount will be recognized over a weighted average period of 1.7 years.

Restricted stock awards

We have granted shares of common stock subject to certain restrictions under the 2016 Equity Plan and the 2008 Equity Plan. Restricted stock awards granted to employees vest in equal annual installments generally over 4 years from the grant date subject to the recipient's continued employment with us. Restricted stock awards granted to non-employee directors vest after one year from the date of grant or, if earlier, immediately prior to the next annual election of directors, provided the non-employee director is serving as a director at that time. The fair market value of the stock at the time of the grant is amortized on a straight-line basis to expense over the period of vesting. Recipients of restricted stock awards have the right to vote such shares and receive dividends.

The following table summarizes our unvested restricted stock awards as of December 31, 2019, and changes during the year then ended:

Restricted stock awards	Restricted stock awards	Weighted average grant-date fair value	Weighted average remaining contractual term (in years)	Aggregate intrinsic value(1) (in thousands)
Unvested at January 1, 2019	1,263,510	$ 75.46		
Granted	723,868	78.39		
Vested	(557,749)	67.26		
Forfeited	(112,865)	80.27		
Unvested at December 31, 2019	1,316,764	79.92	8.4	$ 104,814

(1) The intrinsic value is calculated as the market value as of the end of the fiscal period.

The total fair value of restricted stock awards that vested during the years ended December 31, 2019, 2018 and 2017 was $37.5 million, $24.2 million and $19.4 million, respectively. The weighted average grant-date fair value of restricted stock awards granted during the years ended December 31, 2018 and 2017 was $94.51 and $74.08, respectively.

Restricted stock units

We have also granted restricted stock units subject to certain restrictions under the 2016 Equity Plan and the 2008 Equity Plan. Restricted stock units granted to employees vest in equal annual installments generally over 3 years from the grant date subject to the recipient's continued employment with us. We have also granted restricted stock units for which vesting is subject to meeting certain performance and/or market conditions. Restricted stock units granted with a market condition had a fair market value assigned at the grant date based on the use of a Monte Carlo simulation model. The fair market value of the stock at the time of the grant is amortized to expense on a straight-line basis over the period of vesting except for awards with market or performance conditions, which are amortized on an accelerated basis over the period of vesting.

The following table summarizes our unvested restricted stock units as of December 31, 2019, and changes during the year then ended:

Restricted stock units	Restricted stock units	Weighted average grant-date fair value	Weighted average remaining contractual term (in years)	Aggregate intrinsic value(1) (in thousands)
Unvested at January 1, 2019	459,673	$ 79.78		
Granted	302,719	77.90		
Forfeited	(7,201)	85.63		
Vested	(253,704)	75.68		
Unvested at December 31, 2019	501,487	80.49	8.5	$ 39,918

(1) The intrinsic value is calculated as the market value as of the end of the fiscal period.

The total fair value of restricted stock units that vested during the years ended December 31, 2019, 2018 and 2017 was $19.2 million, $13.7 million, and $9.4 million, respectively. The weighted average grant date fair value of restricted stock units granted for the years ended December 31, 2018 and 2017 was $95.59 and $72.19, respectively.

Stock appreciation rights

SARs granted to employees were settled in stock at the time of exercise and vested in equal annual installments generally over 4 years from the date of grant subject to the recipient's continued employment with us. The number of shares issued upon the exercise of the SARs was calculated as the difference between the share price of our stock on the date of exercise and the date of grant multiplied by the number of SARs divided by the share price on the exercise date.

There have been no new SARs granted since 2013 and all SARs previously granted were fully vested as of December 31, 2017. During the year ended December 31, 2019, 60,871 SARs were exercised, which had a weighted average exercise price of $22.24. The total intrinsic value of SARs exercised during the years ended December 31, 2019, 2018 and 2017 was $3.6 million, $12.4 million, and $14.2 million, respectively. The total fair value of SARs that vested during the year ended December 31, 2017 was insignificant. SARs granted with a market condition had a fair market value assigned at the grant date based on the use of a Monte Carlo simulation model. All other SARs granted had a fair market value assigned at the grant date based on the use of the Black-Scholes option pricing model.

Stock options

There have been no new stock option awards granted since 2005 and all outstanding stock options were fully vested as of December 31, 2010. The total intrinsic value of stock options exercised during the years ended December 31, 2019, 2018 and 2017 was insignificant. All outstanding stock options granted had a fair market value assigned at the grant date based on the use of the Black-Scholes option pricing model.

14. Stockholders' Equity

Preferred stock

Our Board of Directors may fix the relative rights and preferences of each series of preferred stock in a resolution of the Board of Directors.

Dividends

Our Board of Directors has adopted a dividend policy, which provides for the distribution to stockholders a portion of cash generated by us that is in excess of operational needs and capital expenditures. The 2017 Credit Facility limits the amount of dividends payable and certain state laws restrict the amount of dividends distributed.

The following table provides information with respect to quarterly dividends paid on common stock during the year ended December 31, 2019.

Declaration Date		Dividend per Share	Record Date	Payable Date
February 6, 2019	$	0.12	February 27	March 15
April 30, 2019		0.12	May 28	June 14
July 30, 2019		0.12	August 28	September 13
October 28, 2019		0.12	November 27	December 13

On February 10, 2020, our Board of Directors declared a first quarter 2020 dividend of $0.12 per share payable on March 13, 2020 to stockholders of record on February 28, 2020.

Stock repurchase program

In August 2010, our Board of Directors approved a stock repurchase program that authorized us to purchase up to $50.0 million of our outstanding shares of common stock. The program does not have an expiration date. The shares can be purchased from time to time on the open market or in privately negotiated transactions depending upon market conditions and other factors. Under the 2017 Credit Facility, we also have restrictions on our ability to repurchase shares of our common stock.

We account for purchases of treasury stock under the cost method. The remaining amount available to purchase stock under the stock repurchase program was $50.0 million as of December 31, 2019.

Changes in accumulated other comprehensive loss by component

The changes in accumulated other comprehensive loss by component, consisted of the following:

	Years ended December 31,		
(in thousands)	2019	2018	2017
Accumulated other comprehensive loss, beginning of period	$ (5,110)	$ (642)	$ (604)
By component:			
Gains and losses on cash flow hedges:			
Accumulated other comprehensive income (loss) balance, beginning of period	$ 1,498	$ 748	$ (3)
Other comprehensive (loss) income before reclassifications, net of tax effects of $860, $(239) and $(374)	(2,399)	670	574
Amounts reclassified from accumulated other comprehensive (loss) income to interest expense	(573)	(118)	293
Tax benefit included in provision for income taxes	151	31	(116)
Total amounts reclassified from accumulated other comprehensive (loss) income	(422)	(87)	177
Net current-period other comprehensive (loss) income	(2,821)	583	751
Reclassification upon adoption of ASU 2018-02	—	167	—
Accumulated other comprehensive (loss) income balance, end of period	$ (1,323)	$ 1,498	$ 748
Foreign currency translation adjustment:			
Accumulated other comprehensive loss balance, beginning of period	$ (6,608)	$ (1,390)	$ (601)
Translation adjustments	2,641	(5,218)	(789)
Accumulated other comprehensive loss balance, end of period	(3,967)	(6,608)	(1,390)
Accumulated other comprehensive loss, end of period	$ (5,290)	$ (5,110)	$ (642)

15. Defined Contribution Plan

We have a defined contribution 401(k) plan (the "401K Plan") covering substantially all employees. Employees were able to contribute between 1% and 75% of their salaries in 2019, 2018 and 2017. We match 50% of qualified employees' contributions up to 6% of their salary. The 401K Plan also provides for additional employer contributions to be made at our discretion. Total matching contributions to the 401K Plan for the years ended December 31, 2019, 2018 and 2017 were $8.7 million, $8.1 million and $7.1 million, respectively. There were no discretionary contributions by us to the 401K Plan in 2019, 2018 and 2017.

16. Segment Information

Our chief operating decision maker is our chief executive officer ("CEO"). Our chief operating decision maker uses consolidated financial information to make operating decisions, assess financial performance and allocate resources. We have one operating segment and one reportable segment.

The following table presents long-lived assets by geographic region based on the location of the assets.

(dollars in thousands)	Years ended December 31, 2019	2018
United States	$ 32,606	$ 37,015
Other countries	2,940	3,016
Total property and equipment	$ 35,546	$ 40,031

See Note 17 to these consolidated financial statements for information about our revenues by geographic region.

17. Revenue Recognition

Transaction price allocated to the remaining performance obligations

As of December 31, 2019, approximately $816 million of revenue is expected to be recognized from remaining performance obligations. We expect to recognize revenue on approximately 60% of these remaining performance obligations over the next 12 months, with the remainder recognized thereafter.

We applied the practical expedient in ASC 606-10-50-14 and have excluded the value of unsatisfied performance obligations for (i) contracts with an original expected length of one year or less (one-time services); and (ii) contracts for which we recognize revenue at the amount to which we have the right to invoice for services performed (payment services and usage).

We also applied the practical expedient in ASC 606-10-65-1-(f)(3), whereby the transaction price allocated to the remaining performance obligations, or an explanation of when we expect to recognize that amount as revenue for all reporting periods presented before the date of the initial application, is not disclosed.

Contract balances

Our contract assets as of December 31, 2019 and December 31, 2018 were insignificant. Our opening and closing balances of deferred revenue were as follows:

(in thousands)	December 31, 2019	December 31, 2018
Total deferred revenue	$ 316,137	$ 298,555

The increase in deferred revenue during the year ended December 31, 2019 was primarily due to new subscription sales of our cloud solutions. Our acquisition of YourCause on January 2, 2019 also modestly contributed to the increase in deferred revenue since December 31, 2018. We also sold more subscription-based contracts for retained professional services. The amount of revenue recognized during the year ended December 31, 2019 that was included in the deferred revenue balance at the beginning of the period was approximately $290 million. The amount of revenue recognized during the year ended December 31, 2019 from performance obligations satisfied in prior periods was insignificant.

Disaggregation of revenue

We sell our cloud solutions and related services in two primary geographical markets: to customers in the United States, and to customers located outside of the United States. The following table presents our revenue by geographic area based on the address of our customers:

			Years ended December 31,
(dollars in thousands)	2019	2018	2017
United States	$ 775,308	$ 727,366	$ 706,904
Other countries	125,115	121,240	81,583
Total revenue	$ 900,423	$ 848,606	$ 788,487

The General Markets Group ("GMG"), the Enterprise Markets Group ("EMG"), and the International Markets Group ("IMG") comprise our go-to-market organizations. The following is a description of each market group as of December 31, 2019:

- The GMG focuses on sales to all K-12 private schools, faith communities and arts and cultural organizations, as well as emerging and mid-sized prospects in the U.S.;
- The EMG focuses on sales to all healthcare and higher education institutions, corporations and foundations, as well as large and/or strategic prospects in the U.S.; and
- The IMG focuses on sales to all prospects and customers outside of the U.S.

The following table presents our revenue by market group:

			Years ended December 31,
(dollars in thousands)	2019	2018(2)	2017(2)
GMG	$ 378,384	$ 362,585	$ 353,166
EMG(1)	392,258	360,873	352,034
IMG	126,511	123,522	83,217
Other	3,270	1,626	70
Total revenue	$ 900,423	$ 848,606	$ 788,487

(1) The operating results of YourCause have been included in EMG from the date of acquisition. See Note 3 to these consolidated financial statements for details regarding this acquisition.

(2) Beginning in the first quarter of 2019, all of our Canadian operations are included in IMG. We have recast our revenue by market group for the twelve months ended December 31, 2018 and 2017, to present them on a consistent basis with the current year.

18. Quarterly Results (Unaudited)

(dollars in thousands, except per share data)	December 31, 2019	September 30, 2019	June 30, 2019	March 31, 2019
Total revenue	$ 237,839	$ 221,120	$ 225,634	$ 215,830
Gross profit	121,302	119,323	124,827	116,547
Income from operations	3,586	7,883	13,491	2,185
Income before provision for income taxes	(1,262)	4,930	9,873	(2,956)
Net income	1,324	4,566	7,140	(1,122)
Earnings per share				
Basic	$ 0.03	$ 0.10	$ 0.15	$ (0.02)
Diluted	0.03	0.09	0.15	(0.02)

(dollars in thousands, except per share data)	December 31, 2018	September 30, 2018	June 30, 2018	March 31, 2018
Total revenue	$ 221,218	$ 209,532	$ 213,672	$ 204,184
Gross profit	117,922	114,295	118,500	116,147
Income from operations	14,679	15,783	11,374	17,581
Income before provision for income taxes	11,485	11,496	7,417	14,224
Net income	9,334	11,164	6,592	17,751
Earnings per share				
Basic	$ 0.20	$ 0.24	$ 0.14	$ 0.38
Diluted	0.19	0.23	0.14	0.37

Note: The individual amounts for each quarter may not sum to full year totals due to rounding.

The results of operations of acquired companies are included in the consolidated results of operations from the date of their respective acquisition. See Note 3 of these consolidated financial statements for details related to our business acquisitions.

19. Restructuring

During 2017, in an effort to further our organizational objectives, including improved operating efficiency, customer outcomes and employee satisfaction, we initiated a multi-year plan to consolidate and relocate some of our existing offices to modern and more collaborative workspaces with short-term financial commitments. These workspaces are also more centrally located for our employees and closer to our customers and prospects. Restructuring costs incurred prior to our adoption of ASU 2016-02 on January 1, 2019 consisted primarily of costs to terminate lease agreements, contractual lease payments, net of estimated sublease income, upon vacating space as part of the plan, as well as insignificant costs to relocate affected employees and write-off facilities-related fixed assets that we would no longer use.

Upon adoption of ASU 2016-02 at January 1, 2019, we reduced our operating lease ROU assets recognized at transition by the carrying amounts of the restructuring liabilities for certain leased office spaces that we ceased using prior to December 31, 2018. See additional details below.

Restructuring costs incurred during the year ended December 31, 2019 consisted primarily of operating lease ROU asset impairment costs and, to a lesser extent, lease payments for offices we have ceased using and write-offs of facilities-related fixed assets that we will no longer use. See Notes 11 and 6 to these consolidated financial statements for additional details regarding these impairment costs and fixed asset write-offs.

As of December 31, 2019, we have substantially completed our facilities optimization restructuring plan. Any remaining restructuring costs related to these activities are expected to be insignificant.

The following table summarizes our facilities optimization restructuring costs as of December 31, 2019:

(in thousands)	Cumulative costs incurred as of December 31, 2018	Costs incurred during the year ended[(1)]	Cumulative costs incurred as of December 31, 2019
By component:			
Contract termination costs	$ 4,176	$ 4,906	$ 9,082
Other costs	1,208	902	2,110
Total	$ 5,384	$ 5,808	$ 11,192

(1) Includes $3.8 million of operating lease ROU asset impairment costs.

The change in our liability related to our facilities optimization restructuring during the twelve months ended December 31, 2019, consisted of the following:

(in thousands)	Accrued at December 31, 2018	Increases for incurred costs[(1)]	Written off upon adoption of ASU 2016-02[(2)]	Costs paid	Accrued at December 31, 2019
By component:					
Contract termination costs	$ 1,865	$ 4,906	$ (1,656)	$ (5,115)	$ —
Other costs	50	902	—	(952)	—
Total	$ 1,915	$ 5,808	$ (1,656)	$ (6,067)	$ —

(1) Includes $3.8 million of operating lease ROU asset impairment costs.
(2) Upon adoption of ASU 2016-02 at January 1, 2019, we reduced our operating lease ROU assets recognized at transition by the carrying amounts of the restructuring liabilities for certain leased office spaces that we ceased using prior to December 31, 2018.

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

None.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Disclosure controls and procedures (as defined in Exchange Act Rule 13a-15(e) and 15d-15(e)) are designed only to provide reasonable assurance that they will meet their objectives. As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer (principal executive officer) and Chief Financial Officer (principal financial and accounting officer), of the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e)) pursuant to Exchange Act Rule 13a-15(b). Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures are effective to provide the reasonable assurance discussed above.

Changes in Internal Control Over Financial Reporting

No change in internal control over financial reporting occurred during the fiscal quarter ended December 31, 2019 with respect to our operations that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting. As discussed in Note 2 to our consolidated financial statements in this report, we adopted ASU 2016-02 effective January 1, 2019. We implemented internal controls to ensure we adequately evaluated our contracts and properly assessed the impact of the new standard on our financial statements. There were no significant changes to our internal control over financial reporting due to the adoption of ASU 2016-02.

Management’s Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act). Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. GAAP. Our internal control over financial reporting includes those policies and procedures that: (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. GAAP, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of our assets that could have a material effect on the financial statements.

Our management conducted an evaluation of the effectiveness of our internal control over financial reporting as of December 31, 2019, based on the framework in ***Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework)***. Based on this evaluation under the ***Internal Control - Integrated Framework***, management concluded that our internal control over financial reporting was effective as of December 31, 2019.

The effectiveness of our internal control over financial reporting as of December 31, 2019, has been audited by our independent registered public accounting firm, as stated in their attestation report, which is included in Item 8 of this Annual Report on Form 10-K.

ITEM 9B. OTHER INFORMATION

None.

PART III.

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information required by Item 10 with respect to Directors and Executive Officers is incorporated by reference from the information under the captions “Election of Directors,” “Information Regarding Meetings of the Board and Committees,” “Delinquent Section 16(a) Reports,” and “Code of Business Conduct and Ethics and Code of Ethics,” contained in Blackbaud’s Proxy Statement for the 2020 Annual Meeting of Stockholders expected to be held on June 10, 2020, except for "Information about our Executive Officers" which is set forth in Part I of this report.

ITEM 11. EXECUTIVE COMPENSATION

The information required by Item 11 is incorporated by reference from the information under the captions "Director Compensation," “Executive Compensation,” “Compensation Discussion and Analysis,” “2019 Summary Compensation Table” and "CEO Pay Ratio" contained in Blackbaud’s Proxy Statement for the 2020 Annual Meeting of Stockholders expected to be held on June 10, 2020.

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

The information required by Item 12 is incorporated by reference from information under the captions “Stock Ownership” and "Equity Compensation Plan Information" contained in Blackbaud’s Proxy Statement for the 2020 Annual Meeting of Stockholders expected to be held on June 10, 2020.

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

The information required by Item 13 is incorporated by reference from the information under the captions “Transactions with Related Persons,” and “Independence of Directors” contained in Blackbaud’s Proxy Statement for the 2020 Annual Meeting of Stockholders expected to be held on June 10, 2020.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by Item 14 is incorporated by reference from the information under the caption “Audit Committee Report,” contained in Blackbaud’s Proxy Statement for the 2020 Annual Meeting of Stockholders expected to be held on June 10, 2020.

PART IV.

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) The following documents are included as part of the Annual Report on Form 10-K:

1. *Financial statements*

See the "Index to consolidated financial statements" in Part II Item 8 of this report.

2. *Financial statement schedules*

Schedules not listed above have been omitted because the information required to be set forth therein is not applicable or is shown in the financial statements thereto.

3. *Exhibits*

The exhibits listed below are filed or incorporated by reference as part of this report:

			Filed In			
Exhibit Number		Description of Document	Registrant's Form	Dated	Exhibit Number	Filed Herewith
2.1		Agreement and Plan of Merger and Reincorporation dated April 6, 2004	S-1/A	4/6/2004	2.1	
2.5	*	Stock Purchase Agreement dated as of February 1, 2011 by and among Public Interest Data, Inc., all for the stockholders of Public Interest Data, Inc., Stephen W. Zautke, as stockholder representative and Blackbaud, Inc.	10-Q	5/10/2011	2.3	
2.6		Agreement and Plan of Merger dated as of January 16, 2012 by and among Blackbaud, Inc., Caribou Acquisition Corporation and Convio, Inc.	8-K	1/17/2012	2.4	
2.7		Stock Purchase Agreement dated as of October 6, 2011 by and among Everyday Hero Pty. Ltd., all of the stockholders of Everyday Hero Pty. Ltd., Nathan Betteridge as stockholder representative and Blackbaud Pacific Pty. Ltd.	10-K	2/29/2012	2.7	
2.8		Purchase Agreement, dated August 30, 2014, by and among MicroEdge Holdings, LLC, Blackbaud, Inc, direct and indirect holders of all of the outstanding equity interests of MicroEdge Holdings, LLC, and VFF I AIV I, L.P., as Sellers' Representative.	8-K	10/2/2014	10.76	
2.9		Unit Purchase Agreement, dated as of August 10, 2015, by and between Smart Tuition Holdings, LLC and Blackbaud, Inc.	8-K	10/8/2015	10.78	
2.10		Amendment, Consent and Waiver, Agreement dated as of October 2, 2015, by and between Smart Tuition Holdings, LLC and Blackbaud, Inc.	8-K	10/8/2015	10.79	
3.4		Amended and Restated Certificate of Incorporation of Blackbaud, Inc.	DEF 14A	4/30/2009		
3.5		Amended and Restated Bylaws of Blackbaud, Inc.	8-K	6/14/2019	3.1	
4.1		Description of Capital Stock				X
10.34	†	Form of Notice of Grant and Stock Option Agreement under Blackbaud, Inc. 2008 Equity Incentive Plan	S-8	8/4/2008	10.34	

Exhibit Number		Description of Document	Filed In: Registrant's Form	Dated	Exhibit Number	Filed Herewith
10.35	†	Form of Notice of Grant and Restricted Stock Agreement under Blackbaud, Inc. 2008 Equity Incentive Plan	S-8	8/4/2008	10.35	
10.36	†	Form of Notice of Grant and Stock Appreciation Rights Agreement under Blackbaud, Inc. 2008 Equity Incentive Plan	S-8	8/4/2008	10.36	
10.40		Triple Net Lease Agreement dated as of October 1, 2008 between Blackbaud, Inc. and Duck Pond Creek-SPE, LLC	8-K	12/11/2008	10.37	
10.59	†**	Convio, Inc. 2009 Amended and Restated Stock Incentive Plan, as amended, and forms of stock option agreements	S-1/A	3/19/2010	10.1	
10.60	†**	Convio, Inc. Form of Nonstatutory Stock Option Notice (Double Trigger)	8-K	2/28/2011	10.1	
10.61	†**	Convio, Inc. Form of Restricted Stock Unit Notice (Double Trigger) and Agreement	8-K	2/28/2011	10.2	
10.62	†**	Convio, Inc. 1999 Stock Option/Stock Issuance Plan, as amended, and forms of stock option agreements	S-1	1/22/2010	10.2	
10.63	†	Blackbaud, Inc. 2008 Equity Incentive Plan, as amended	8-K	6/26/2012	10.59	
10.64	†	Amendment to the Blackbaud, Inc. 2008 Equity Incentive Plan	8-K	6/26/2012	10.60	X
10.65	†	Form of Employment Agreement between Blackbaud, Inc. and each of Anthony W. Boor and Kevin W. Mooney	10-K	2/27/2013	10.65	
10.66		Lease Amendment and Remediation Agreement entered into as of March 22, 2013, by and between Blackbaud, Inc. and Duck Pond Creek-SPE, LLC.	8-K	3/28/2013	10.66	
10.84		Lease Agreement dated May 16, 2016 between Blackbaud, Inc. and HPBB1, LLC	10-Q	8/4/2016	10.84	
10.85	†	Blackbaud, Inc. 2016 Equity and Incentive Compensation Plan	DEF 14A	4/26/2016	Appendix C	
10.87		First Amendment to Lease Agreement, dated as of August 22, 2016, between HPBB1, LLC and Blackbaud, Inc.	10-Q	11/4/2016	10.87	
10.88	†	Form of Employment Agreement between Blackbaud, Inc. and Jon W. Olson	10-K	2/27/2013	10.65	
10.90		Credit Agreement, dated as of June 2, 2017, by and among Blackbaud, Inc. and certain of its subsidiaries, as Borrowers, the lenders referred to therein, Bank of America, N.A., as Administrative Agent, Swingline Lender and Issuing Lender, PNC Bank, National Association, as Syndication Agent, and Wells Fargo Bank, National Association and Regions Bank, as Co-Documentation Agents, with Merrill Lynch, Pierce, Fenner & Smith Incorporated, PNC Capital Markets LLC, Wells Fargo Securities, LLC and Regions Capital Markets, a division of Regions Bank, as Joint Lead Arrangers and Joint Bookrunners.	8-K	6/5/2017	10.90	

Exhibit Number	Description of Document	Filed In			Filed Herewith
		Registrant's Form	Dated	Exhibit Number	
10.91	Pledge Agreement, dated as of June 2, 2017, by Blackbaud, Inc. in favor of Bank of America, N.A., as administrative agent, for the ratable benefit of itself and the secured parties referred to therein.	8-K	6/5/2017	10.91	
10.92	Form of Retention Agreement dated as of August 1, 2017 between Blackbaud, Inc. and each of Anthony W. Boor, Kevin W. Mooney and Jon W. Olson.	10-Q	8/4/2017	10.92	
10.93	Second Amendment to Lease Agreement, dated as of May 18, 2017, between HPBB1, LLC and Blackbaud, Inc.	10-K	2/20/2018	10.93	
10.94	Third Amendment to Lease Agreement, dated as of December 11, 2017, between HPBB1, LLC and Blackbaud, Inc.	10-K	2/20/2018	10.94	
10.95	Fourth Amendment to Lease Agreement, dated as of February 28, 2018, between HPBB1, LLC and Blackbaud, Inc.	10-Q	5/4/2018	10.95	
10.96	Offer Letter Agreement between Blackbaud, Inc. and Kevin P. Gregoire	10-Q	5/3/2019	10.96	
10.97	Form of Employee Agreement between Blackbaud, Inc. and Kevin P. Gregoire	10-Q	5/3/2019	10.97	
10.98	Form of Retention Agreement between Blackbaud, Inc. and Kevin P. Gregoire	10-Q	8/4/2017	10.92	
10.99	Amended and Restated Employment and Noncompetition Agreement dated December 11, 2019 between Blackbaud, Inc. and Michael P. Gianoni	8-K	12/13/2019	10.99	
21.1	Subsidiaries of Blackbaud, Inc.				X
23.1	Consent of Independent Registered Public Accounting Firm				X
31.1	Certification by the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002				X
31.2	Certification by the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002				X
32.1	Certification by the Chief Executive Officer pursuant to 18 U.S.C. 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002				X
32.2	Certification by the Chief Financial Officer pursuant to 18 U.S.C. 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002				X

Exhibit Number		Description of Document	Filed In			Filed Herewith
			Registrant's Form	Dated	Exhibit Number	
101.INS	***	Inline XBRL Instance Document - the Instance Document does not appear in the interactive data file because its XBRL tags, including Cover Page XBRL tags, are embedded within the Inline XBRL Document.				X
101.SCH	***	Inline XBRL Taxonomy Extension Schema Document				X
101.CAL	***	Inline XBRL Taxonomy Extension Calculation Linkbase Document				X
101.DEF	***	Inline XBRL Taxonomy Extension Definition Linkbase Document				X
101.LAB	***	Inline XBRL Taxonomy Extension Label Linkbase Document				X
101.PRE	***	Inline XBRL Taxonomy Extension Presentation Linkbase Document				X
104	***	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).				X

* The registrant has applied for an extension of the confidential treatment it was previously granted with respect to portions of this exhibit. Those portions have been omitted from the exhibit and filed separately with the U.S. Securities and Exchange Commission.

** The Convio, Inc. 2009 Amended and Restated Stock Incentive Plan, as amended, and forms of stock option agreements thereunder ("Convio 2009 Original Plan Documents") and the Convio, Inc. 1999 Stock Option/Stock Issuance Plan, as amended, and forms of stock option agreements thereunder ("Convio 1999 Plan Documents") were filed by Convio in its Forms S-1/A and S-1, filed March 19, 2010 and January 25, 2010 as exhibits 10.1 and 10.2, respectively. The Convio, Inc. Form of Nonstatutory Stock Option Notice (Double Trigger) and Convio, Inc. Form of Restricted Stock Unit Notice (Double Trigger) and Agreement were filed by Convio in its Form 8-K on February 28, 2011 as exhibits 10.1 and 10.2 (together with the Convio 2009 Original Plan Documents, the "Convio 2009 Plan Documents"). We assumed the Convio 2009 Plan Documents and Convio 1999 Plan Documents when we acquired Convio in May 2012. We filed the Convio 2009 Plan Documents and Convio 1999 Plan Documents by incorporation by reference as exhibits 10.59, 10.60, 10.61 and 10.62 in our Form S-8 on May 7, 2012.

*** Pursuant to Rule 406T of Regulation S-T, the Inline XBRL related information in Exhibit 101 to this Annual Report on Form 10-K shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to liability of that Section, and shall not be part of any registration statement or other document filed under the Securities Act of the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

† Indicates management contract or compensatory plan, contract or arrangement.

ITEM 16. Form 10-K Summary

Not applicable.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized.

Blackbaud, Inc.

Signed: February 20, 2020

/S/ MICHAEL P. GIANONI
President and Chief Executive Officer
(Principal Executive Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this Form 10-K has been signed below by the following persons on behalf of the Registrant and on the dates indicated.

/S/ MICHAEL P. GIANONI **Michael P. Gianoni**	President, Chief Executive Officer and Director (Principal Executive Officer)	Date: February 20, 2020
/S/ ANTHONY W. BOOR **Anthony W. Boor**	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	Date: February 20, 2020
/S/ ANDREW M. LEITCH **Andrew M. Leitch**	Chairman of the Board of Directors	Date: February 20, 2020
/S/ TIMOTHY CHOU **Timothy Chou**	Director	Date: February 20, 2020
/S/ GEORGE H. ELLIS **George H. Ellis**	Director	Date: February 20, 2020
/S/ THOMAS R. ERTEL **Thomas R. Ertel**	Director	Date: February 20, 2020
/S/ SARAH E. NASH **Sarah E. Nash**	Director	Date: February 20, 2020
/S/ JOYCE M. NELSON **Joyce M. Nelson**	Director	Date: February 20, 2020

EXHIBIT 4.1

**DESCRIPTION OF THE COMPANY'S SECURITIES
REGISTERED PURSUANT TO SECTION 12 OF THE
SECURITIES EXCHANGE ACT OF 1934**

Description of Capital Stock

General

The following is a summary of information concerning capital stock of Blackbaud, Inc (the "Company"). The summaries and descriptions below do not purport to be complete statements of the relevant provisions of the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, each of which are incorporated by reference as an exhibit to the Annual Report on Form 10-K of which this Exhibit 4.1 is a part, and are entirely qualified by these documents. We encourage you to read our certificate of incorporation, our bylaws, and the applicable provisions of the Delaware General Corporation Law for additional information.

Common stock

Shares Authorized

The Company is authorized to issue up to 180,000,000 shares of common stock, par value $0.001 per share, which is the only class of the Company's securities registered pursuant to Section 12 of the Securities Exchange Act of 1934, as amended.

Voting rights

The holders of common stock are entitled to one vote per share on all matters to be voted on by the stockholders, and there are no cumulative voting rights. Generally, all matters to be voted on by stockholders must be approved by a majority of the votes entitled to be cast by all shares of common stock present in person or represented by proxy, voting together as a single class, subject to any voting rights granted to holders of any preferred stock; provided, however, that in all director elections that are contested, the nominees for election as a director shall be elected by a plurality of the votes cast. For purposes of the foregoing, an election shall be "contested" if, as of the tenth day preceding the date of the filing of the Company's definitive proxy statement for such meeting of stockholders, the number of nominees for director exceeds the number of directors to be elected. Our board of directors is divided into three classes of directors, as described below.

Dividend rights

The holders of common stock are entitled to receive ratable dividends, if any, payable in cash, in stock or otherwise, as and when declared from time to time by the board of directors out of funds legally available for the payment of dividends, subject to any preferential rights that may be applicable to any outstanding preferred stock.

Other rights and preferences

In the event of a liquidation, dissolution, or winding up of the Company, after payment in full of all outstanding debts and other liabilities, the holders of common stock are entitled to share ratably in all remaining assets, subject to prior distribution rights of preferred stock, if any, then outstanding. No shares of common stock have preemptive rights or other subscription rights to purchase additional shares of common stock. There are no redemption or sinking fund provisions applicable to the common stock. All outstanding shares of common stock are fully paid and nonassessable. The rights, preferences, and privileges of holders of common stock will be subject to, and may be adversely affected by, the rights of holders of any preferred stock that may be issued in the future, as described below. All shares of common stock that are acquired by us shall be available for reissuance by us at any time.

Anti-takeover Effects of Delaware Law and Provisions of our Certificate of Incorporation and Bylaws

Certain provisions of Delaware law, our certificate of incorporation and bylaws discussed below may have the effect of discouraging or making more difficult a tender offer, proxy contest or other takeover attempt, including discouraging attempts that might result in the payment of a premium over the market price for the shares of our common stock.

Delaware anti-takeover law

We are subject to Section 203 of the Delaware General Corporation Law, an anti-takeover law. In general, Section 203 prohibits a publicly held Delaware corporation from engaging in a "business combination" with an "interested stockholder" for a period of three years following the date the person became an interested stockholder, unless:

- the board of directors approved the transaction in which the stockholder became an interested stockholder prior to the date the interested stockholder attained that status;
- when the stockholder became an interested stockholder, he or she owned at least 85% of the voting stock of the corporation outstanding at the time the transaction commenced, excluding shares owned by persons who are directors and also officers, as well as certain shares owned by employee benefits plans; or
- on or subsequent to the date the business combination is approved by the board of directors, the business combination is authorized by the affirmative vote of at least 66 2/3% of the voting stock of the corporation at an annual or special meeting of stockholders.

Generally, a "business combination" includes a merger, asset or stock sale, or other transaction resulting in a financial benefit to the interested stockholder. Generally, an "interested stockholder" is a person who, together with affiliates and associates, owns, or is an affiliate or associate of the corporation, and within three years prior to the determination of interested stockholder status did own, 15% or more of a corporation's voting stock.

Certificate of incorporation and bylaws provisions

Classified board of directors. Our board of directors is divided into three classes of directors, as nearly equal in number as possible, with each class serving a staggered term of three years. Any vacancy on the board of directors, regardless of the reason for the vacancy, may be filled by vote of the majority of the directors then in office, except in the case of a vacancy caused by action of our stockholders, which vacancy may only be filled by our stockholders. Directors may be removed from office at any time with or without cause, but only by the holders of a majority of the shares entitled to vote at an election of directors. The classification of directors will have the effect of making it more difficult for stockholders to change the composition of our board of directors and could also discourage a third-party from making a tender offer or otherwise attempting to obtain control of our Company, and may maintain the incumbency of our board of directors.

Advance notice requirement for stockholder proposals. Our bylaws contain an advance notice procedure for stockholders proposals to be brought before a meeting of stockholders, including any proposed nominations of persons for election to our board of directors. Stockholders at a meeting may only consider proposals or nominations specified in the notice of meeting, or brought before the meeting by or at the direction of our board of directors or by a stockholder who was a stockholder of record on the record date for the meeting, who is entitled to vote at the meeting, who has given to our secretary timely written notice, in proper form, of the stockholder's intention to bring that business before the meeting, and who has otherwise complied with our bylaws. Although the bylaws do not give our board of directors the power to approve or disapprove stockholder nominations of candidates for election to our board of directors or proposals regarding other business to be conducted at a special or annual meeting of the stockholders, the bylaws may have the effect of precluding the conduct of business at a meeting if the proper procedures are not followed, or may discourage or deter a potential acquirer from conducting a solicitation of proxies to elect its own slate of directors or otherwise attempting to obtain control of our Company.

"Blank" Preferred Stock. Our board of directors has the authority to issue up to an aggregate of 20,000,000 shares of preferred stock in one or more classes or series and to determine, with respect to any such class or series, the designations, powers, preferences and rights of such class or series, and the qualifications, limitations and restrictions thereof, including dividend rights, dividend rates, conversion rights, voting rights, terms of redemption (including sinking fund provisions), redemption prices, liquidation preferences, and the number of shares constituting any class or series or the designation of such class or series, without further vote or action by the stockholders. This preferred stock could have terms that may discourage a potential acquirer from making, without first negotiating with the board of directors, an acquisition attempt through which such acquirer may be able to change the composition of the board of directors, including a tender offer or other takeover attempt. No shares of preferred stock are currently outstanding.

Emergency Special Board Meeting. Our board of directors possesses the authority to call and hold emergency special board meetings with less than forty-eight hours' notice. This power to hold an emergency special board meeting on short notice could discourage a potential acquirer from launching a bid to acquire majority ownership of the Company, a proxy solicitation in order to replace the current board of directors, or otherwise attempting to obtain control of the Company, as such attempts could quickly be thwarted or denied by the board of directors.

Transfer agent and registrar

The transfer agent and registrar for the common stock is American Stock Transfer & Trust Company, LLC, and its telephone number is (800) 937-5449.

Nasdaq listing

The Common Stock is listed for trading on Nasdaq Global Select Market under the ticker symbol "BLKB."

EXHIBIT 21.1

SUBSIDIARIES OF BLACKBAUD, INC.
As of February 20, 2020

	Organized Under Laws of:
Blackbaud, Inc.	**Delaware**
Subsidiaries	
ACN 161 644 328 Pty. Ltd.	Australia
Blackbaud Asia, Ltd.	Hong Kong
Blackbaud Canada, Inc.	Canada
Blackbaud Europe Ltd.	Scotland
Blackbaud Global Ltd.	England and Wales
Blackbaud Latin America, S.R.L.	Costa Rica
Blackbaud Pacific Pty. Ltd.	Australia
Everyday Hero Ltd.	England and Wales
Everyday Hero Pty. Ltd.	Australia
Giving.com Limited	England and Wales
Giving Limited	England and Wales
JGCrowdfunding USA, LLC	Delaware
JG US Inc.	Delaware
MyCharity, Ltd.	Ireland
NPO Account Services, LLC	Delaware
Smart, LLC	Delaware
YC Blocker 1, LLC	Delaware
YourCause Holdings, LLC	Delaware
YourCause, LLC	Texas

EXHIBIT 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (No. 333-181210, No. 333-182407, No. 333-212057 and No. 333-232111) of Blackbaud, Inc., of our report dated February 20, 2020, relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/S/ PRICEWATERHOUSECOOPERS LLP
Raleigh, North Carolina
February 20, 2020

EXHIBIT 31.1

Blackbaud, Inc.

CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Michael P. Gianoni, certify that:

1. I have reviewed this annual report on Form 10-K of Blackbaud, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
    a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
    b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
    c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
    d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
    a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
    b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 20, 2020

By: /s/ Michael P. Gianoni

Michael P. Gianoni
President and Chief Executive Officer
(Principal Executive Officer)

EXHIBIT 31.2

Blackbaud, Inc.

CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Anthony W. Boor, certify that:

1. I have reviewed this annual report on Form 10-K of Blackbaud, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 20, 2020

By: /s/ Anthony W. Boor

Anthony W. Boor
Executive Vice President and Chief Financial Officer
(Principal Financial and Accounting Officer)

EXHIBIT 32.1

Blackbaud, Inc.

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report on Form 10-K of Blackbaud, Inc. (the "Company") for the period ended December 31, 2019 as filed with the Securities and Exchange Commission on or about the date hereof (the "Report"), I, Michael P. Gianoni, President and Chief Executive Officer, hereby certify, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 20, 2020	By: /s/ Michael P. Gianoni
	Michael P. Gianoni President and Chief Executive Officer (Principal Executive Officer)

EXHIBIT 32.2

Blackbaud, Inc.

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report on Form 10-K of Blackbaud, Inc. (the “Company”) for the period ended December 31, 2019 as filed with the Securities and Exchange Commission on or about the date hereof (the “Report”), I, Anthony W. Boor, Executive Vice President and Chief Financial Officer, hereby certify, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

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

Date: February 20, 2020	By:	/s/ Anthony W. Boor
		Anthony W. Boor Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)

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