

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

Quarterly Report pursuant to Section 13 or 15(d) of the Securities Exchange Act
of 1934

For the quarterly period ended September 30, 2003

Commission File No.: 001-8833

HealthStream, Inc.

(Exact name of registrant as specified in its charter)

Tennessee

62-1443555

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer Identification No.)

209 10th Avenue South, Suite 450
Nashville, Tennessee

37203

(Address of principal executive offices)

(Zip Code)

(615) 301-3100

(Registrant's telephone number, including area code)

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 is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of November 11, 2003, 20,455,749 shares of the registrant's common stock were outstanding.

TABLE OF CONTENTS

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

CONDENSED CONSOLIDATED BALANCE SHEETS

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)

CONDENSED CONSOLIDATED STATEMENT OF SHAREHOLDERS' EQUITY (UNAUDITED)

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Item 4. Controls and Procedures

PART II — OTHER INFORMATION

Item 6. Exhibits and Reports on Form 8-K.

SIGNATURE

EXHIBIT INDEX

EX-31.1 SECTION 302 CERTIFICATION OF THE CEO

EX-31.2 SECTION 302 CERTIFICATION OF THE CFO

EX-32.1 SECTION 906 CERTIFICATION OF THE CEO

EX-32.2 SECTION 906 CERTIFICATION OF THE CFO

Index to Form 10-Q**HEALTHSTREAM, INC.**

	Page Number	
Part I.	Financial Information	
Item 1.	Financial Statements	
	Condensed Consolidated Balance Sheets — September 30, 2003 (Unaudited) and December 31, 2002	1
	Condensed Consolidated Statements of Operations (Unaudited) — Three Months ended September 30, 2003 and 2002	2
	Condensed Consolidated Statements of Operations (Unaudited) — Nine Months ended September 30, 2003 and 2002	3
	Condensed Consolidated Statement of Shareholders' Equity (Unaudited) — Nine Months ended September 30, 2003	4
	Condensed Consolidated Statements of Cash Flows (Unaudited) — Nine Months ended September 30, 2003 and 2002	5
	Notes to Condensed Consolidated Financial Statements	6
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	10
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	19
Item 4.	Controls and Procedures	19
Part II.	Other Information	
Item 6.	Exhibits and Reports on Form 8-K	19
	Signature	20

PART I. FINANCIAL INFORMATION**Item 1. Financial Statements****HEALTHSTREAM, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS**

	September 30, 2003	December 31, 2002
	(Unaudited)	(Note 1)
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 8,274,112	\$ 4,069,631
Investments in short term marketable securities	9,025,101	12,087,008
Restricted cash	506,377	835,437
Interest receivable	240,054	306,507
Accounts receivable, net of allowance for doubtful accounts of \$264,832 at September 30, 2003 and \$295,704 at December 31, 2002, respectively	2,383,687	3,346,355
Accounts receivable — unbilled	522,258	248,439
Prepaid development fees, net of amortization	269,401	406,416
Other prepaid expenses and other current assets	759,660	587,746
Total current assets	21,980,650	21,887,539
Property and equipment:		
Furniture and fixtures	920,724	930,657
Equipment	4,739,857	4,361,466
Leasehold improvements	1,239,353	1,232,083
	6,899,934	6,524,206
Less accumulated depreciation and amortization	(4,780,950)	(3,855,921)
	2,118,984	2,668,285
Goodwill	3,306,688	3,306,688
Intangible assets, net of accumulated amortization of \$6,235,289 at September 30, 2003 and \$5,211,965 at December 31, 2002, respectively	626,853	1,650,177
Investments in marketable securities	—	3,066,067
Notes receivable — related party	233,003	233,003
Other assets	108,692	101,457
Total assets	\$ 28,374,870	\$ 32,913,216
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 813,717	\$ 718,803
Accrued liabilities	861,004	1,179,795
Accrued compensation and related expenses	161,975	763,521
Registration liabilities	506,061	900,654
Deferred revenue	2,993,009	3,346,224
Current portion of capital lease obligations	45,552	66,925
Total current liabilities	5,381,318	6,975,922
Capital lease obligations, less current portion	5,550	41,011
Commitments and contingencies	—	—
Shareholders' equity:		
Common stock, no par value, 75,000,000 shares authorized; 20,449,046 and 20,322,687 shares issued and outstanding at September 30, 2003 and December 31, 2002, respectively	91,404,312	91,223,052
Accumulated other comprehensive income	29,611	125,536
Accumulated deficit	(68,445,921)	(65,452,305)
Total shareholders' equity	22,988,002	25,896,283
Total liabilities and shareholders' equity	\$ 28,374,870	\$ 32,913,216

See accompanying notes to the condensed consolidated financial statements.

HEALTHSTREAM, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)

	Three Months Ended September 30,	
	2003	2002
Revenues, net	\$ 4,342,519	\$ 4,058,407
Operating costs and expenses:		
Cost of revenues	1,402,071	1,349,443
Product development	770,068	1,212,022
Sales and marketing	938,353	1,479,632
Depreciation	342,620	395,163
Amortization of intangibles, content fees, fixed royalties, and prepaid compensation	444,635	685,148
Other general and administrative expenses	1,153,433	1,488,524
Total operating costs and expenses	5,051,180	6,609,932
Loss from operations	(708,661)	(2,551,525)
Other income (expense):		
Interest and other income	99,533	182,629
Interest and other expense	(14,218)	(12,294)
	85,315	170,335
Net loss	\$ (623,346)	\$ (2,381,190)
Net loss per share:		
Basic and diluted net loss per share	\$ (0.03)	\$ (0.12)
Weighted average shares of common stock outstanding:		
Basic and diluted	20,421,337	20,290,435

See accompanying notes to the condensed consolidated financial statements.

HEALTHSTREAM, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)

	Nine Months Ended September 30,	
	2003	2002
Revenues, net	\$13,428,979	\$ 11,726,773
Operating costs and expenses:		
Cost of revenues	4,501,476	4,739,142
Product development	2,536,117	3,438,059
Sales and marketing	3,303,358	4,698,381
Depreciation	1,097,354	1,241,616
Amortization of intangibles, content fees, fixed royalties, and prepaid compensation	1,443,228	2,131,469
Other general and administrative expenses	3,855,227	5,018,823
Office consolidation charge	—	97,438
Total operating costs and expenses	16,736,760	21,364,928
Loss from operations	(3,307,781)	(9,638,155)
Other income (expense):		
Interest and other income	337,955	638,704
Interest and other expense	(23,790)	(50,522)
	314,165	588,182
Loss, before cumulative effect of a change in accounting principle	(2,993,616)	(9,049,973)
Cumulative effect of a change in accounting principle	—	(5,000,000)
Net loss	\$ (2,993,616)	\$(14,049,973)
Net loss per share:		
Basic and diluted net loss before cumulative effect of a change in accounting principle	\$ (0.15)	\$ (0.45)
Cumulative effect of a change in accounting principle	—	(0.25)
Basic and diluted net loss per share	\$ (0.15)	\$ (0.70)
Weighted average shares of common stock outstanding:		
Basic and diluted	20,362,835	20,245,961

See accompanying notes to the condensed consolidated financial statements.

HEALTHSTREAM, INC.
CONDENSED CONSOLIDATED STATEMENT OF SHAREHOLDERS' EQUITY (UNAUDITED)
NINE MONTHS ENDED SEPTEMBER 30, 2003

	Shares	Common Stock Amount	Accumulated Deficit	Other Comprehensive Income	Total Shareholders' Equity
Balance at December 31, 2002	20,322,687	\$91,223,052	\$(65,452,305)	\$125,536	\$25,896,283
Net loss	—	—	(2,993,616)	—	(2,993,616)
Unrealized loss on investments, net of tax	—	—	—	(95,925)	(95,925)
Comprehensive loss	—	—	—	—	(3,089,541)
Issuance of common stock to Employee Stock Purchase Plan	44,740	38,029	—	—	38,029
Exercise of stock options	81,619	143,231	—	—	143,231
Balance at September 30, 2003	20,449,046	\$91,404,312	\$(68,445,921)	\$ 29,611	\$22,988,002

See accompanying notes to the condensed consolidated financial statements.

HEALTHSTREAM, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

	Nine Months Ended September 30, 2003	2002
OPERATING ACTIVITIES:		
Net loss	\$ (2,993,616)	\$(14,049,973)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	1,097,354	1,241,616
Amortization of intangibles, content fees, fixed royalties, and prepaid compensation	1,443,228	2,131,469
Provision for doubtful accounts	122,500	265,000
Realized loss on disposal of property & equipment	14,114	15,040
Issuance of stock options to advisory boards	—	11,385
Office consolidation charge	—	97,438
Cumulative effect of a change in accounting principle	—	5,000,000
Changes in operating assets and liabilities:		
Accounts and unbilled receivables	566,349	(537,743)
Restricted cash	329,060	(48,929)
Interest receivable	66,453	187,197
Prepaid development fees	(206,739)	21,719
Other prepaid expenses and other current assets	(195,188)	(5,625)
Other assets	171,917	231,606
Accounts payable	94,914	(109,206)
Accrued liabilities and compensation	(920,337)	139,006
Registration liabilities	(394,593)	(2,548)
Deferred revenue	(353,215)	388,624
Net cash used in operating activities	(1,157,799)	(5,023,924)
INVESTING ACTIVITIES:		
Proceeds from maturities and sale of investments in marketable securities	5,800,000	15,568,334
Purchase of investments in marketable securities	—	(9,697,817)
Purchase of property and equipment	(562,146)	(530,727)
Net cash provided by investing activities	5,237,854	5,339,790
FINANCING ACTIVITIES:		
Exercise of stock options	143,231	—
Issuance of stock to Employee Stock Purchase Plan	38,029	38,005
Payments on capital lease obligations	(56,834)	(111,881)
Net cash provided by (used in) financing activities	124,426	(73,876)
Net increase in cash and cash equivalents	4,204,481	241,990
Cash and cash equivalents at beginning of period	4,069,631	4,747,434
Cash and cash equivalents at end of period	\$ 8,274,112	\$ 4,989,424
Total cash and cash equivalents, restricted cash, investments in marketable securities and accrued interest at end of period	\$18,045,644	\$ 21,132,005
SUPPLEMENTAL CASH FLOW INFORMATION:		
Interest paid	\$ 18,224	\$ 22,212

See accompanying notes to the condensed consolidated financial statements.

HEALTHSTREAM, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, condensed consolidated financial statements do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. All significant intercompany transactions have been eliminated in consolidation. Operating results for the three and nine months ended September 30, 2003 are not necessarily indicative of the results that may be expected for the year ending December 31, 2003.

The balance sheet at December 31, 2002 is consistent with the audited financial statements at that date but does not include all of the information and footnotes required by accounting principles generally accepted in the United States for a complete set of financial statements. For further information, refer to the consolidated financial statements and footnotes thereto for the year ended December 31, 2002 (included in the Company's Annual Report on Form 10-K, filed with the Securities and Exchange Commission).

2. RECENT ACCOUNTING PRONOUNCEMENTS

In January 2003, the Financial Accounting Standards Board ("FASB") issued FIN 46, "Consolidation of Variable Interest Entities," to expand upon and strengthen existing accounting guidance that addresses when a company should include in its financial statements the assets, liabilities and activities of another entity. Prior to the effective date of FIN 46, a company generally had included another entity in its consolidated financial statements only if it controlled the entity through voting interests. FIN 46 changed that guidance by requiring a variable interest entity, as defined, to be consolidated by a company if that company is subject to a majority of the risk of loss from the variable interest entity's activities or is entitled to receive a majority of the entity's residual returns or both. FIN 46 also requires disclosure about variable interest entities that the company is not required to consolidate but in which it has a significant variable interest. The consolidation requirements of FIN 46 apply immediately to variable interest entities created after January 31, 2003 and in the first fiscal year or interim period ending after December 15, 2003 for entities created before January 31, 2003. Certain of the disclosure requirements apply in all financial statements issued after January 31, 2003, regardless of when the variable interest entity was established. The adoption of FIN 46 did not have a material impact on our consolidated financial position or results of operations.

In May 2003, the FASB issued Statement of Financial Accounting Standards ("SFAS") No. 150 "Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity." This Statement establishes standards for how an issuer classifies and measures certain financial instruments with characteristics of both liabilities and equity. Financial instruments that fall within the scope of SFAS No. 150 must be classified by the issuer as liabilities (or assets in some circumstances). Many of those instruments were previously classified as equity. The Statement is effective for financial instruments entered into or modified after May 31, 2003, and otherwise is effective at the beginning of the first interim period beginning after June 15, 2003. The adoption of SFAS No. 150 did not have a material impact on our consolidated financial position or results of operations.

3. STOCK-BASED COMPENSATION

We account for our stock-based compensation plans under the intrinsic value-based method of accounting prescribed by Accounting Principles Board Opinion No. 25 "Accounting for Stock Issued to Employees" ("APB 25"). APB 25 does not utilize the fair value method, as prescribed by SFAS No. 123, "Accounting for Stock-Based Compensation" ("SFAS No. 123"). However, we have disclosed the fair value recognition requirements of SFAS No. 123 and the additional disclosure requirements as specified in SFAS No.148, "Accounting for Stock-Based Compensation-Transition and Disclosure," which amends SFAS No. 123.

HEALTHSTREAM, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

3. STOCK-BASED COMPENSATION (continued)

If the alternative method of accounting for stock incentive plans prescribed by SFAS No. 123 had been followed, our net loss and net loss per share would have been as follows:

	Three Months Ended	
	September 30, 2003	September 30, 2002
Net loss as reported	\$(623,346)	\$(2,381,190)
Add: Stock-based employee compensation expense included in reported net loss, net of related taxes	—	11,385
Deduct: Total stock-based employee compensation expense determined under fair value based method for all awards net of related tax effects	(162,815)	(216,136)
Pro forma net loss	\$(786,161)	\$(2,585,941)
Basic and diluted net loss per share — as reported	\$ (0.03)	\$ (0.12)
Basic and diluted net loss per share — pro forma	\$ (0.04)	\$ (0.13)

	Nine Months Ended	
	September 30, 2003	September 30, 2002
Net loss as reported	\$(2,993,616)	\$(14,049,973)
Add: Stock-based employee compensation expense included in reported net loss, net of related taxes	—	11,385
Deduct: Total stock-based employee compensation expense determined under fair value based method for all awards net of related tax effects	(549,018)	(626,375)
Pro forma net loss	\$(3,542,634)	\$(14,664,963)
Basic and diluted net loss per share — as reported*	\$ (0.15)	\$ (0.70)
Basic and diluted net loss per share — pro forma*	\$ (0.17)	\$ (0.72)

* The net loss per share as reported and pro forma net loss per share for the nine months ended September 30, 2002 includes a \$5.0 million or (\$0.25) per share charge related to a cumulative effect of a change in accounting principle.

4. NET LOSS PER SHARE

Basic net loss per share is computed by dividing the net loss available to common shareholders for the period by the weighted-average number of common shares outstanding during the period. Diluted net loss per share is computed by dividing the net loss for the period by the weighted average number of common and common equivalent shares outstanding during the period. Common equivalent shares, composed of incremental common shares issuable upon the exercise of stock options and warrants, and escrowed or restricted shares, are included in diluted net loss per share only to the extent these shares are dilutive. The total number of common equivalent shares excluded from the calculations of diluted net loss per share, due to their anti-dilutive effect, was approximately 3,100,000 and 3,300,000 at September 30, 2003 and 2002, respectively.

5. BUSINESS SEGMENTS

We have two reportable segments, services provided to healthcare organizations and professionals (“HCO”) and services provided to pharmaceutical and medical device companies (“PMD”). The accounting policies of the segments are the same as those described in the summary of significant accounting policies in our Annual Report on Form 10-K for the year ended December 31, 2002. We manage and operate our business segments based on the markets they serve and the products and services provided to those markets.

The following is our business segment information as of and for the three and nine months ended September 30, 2003 and 2002. We measure segment performance based on the operating loss before income taxes and prior to the allocation of corporate overhead expenses, interest income, interest expense, and substantially all depreciation.

HEALTHSTREAM, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

5. BUSINESS SEGMENTS (continued)

	Three Months Ended		Nine Months Ended	
	September 30, 2003	September 30, 2002	September 30, 2003	September 30, 2002
Revenues				
HCO	\$ 3,068,529	\$ 2,647,097	\$ 8,947,138	\$ 7,157,503
PMD	1,273,990	1,411,310	4,481,841	4,569,270
Total net revenues	<u>\$ 4,342,519</u>	<u>\$ 4,058,407</u>	<u>\$13,428,979</u>	<u>\$11,726,773</u>
Income (loss) from operations				
HCO	\$ 1,025,684	\$ (520,874)	\$ 2,278,673	\$ (3,184,127)
PMD	(65,594)	(313,688)	(68,418)	(1,044,782)
Unallocated	(1,668,751)	(1,716,963)	(5,518,036)	(5,409,246)
Total loss from operations	<u>\$ (708,661)</u>	<u>\$(2,551,525)</u>	<u>\$ (3,307,781)</u>	<u>\$ (9,638,155)</u>
Segment Assets				
	<u>September 30, 2003</u>	<u>September 30, 2002</u>		
HCO *	\$ 4,786,166	\$ 7,538,932		
PMD *	4,424,021	6,131,111		
Unallocated	19,164,683	21,880,543		
Total assets	<u>\$28,374,870</u>	<u>\$35,550,586</u>		

* Segment assets include restricted cash, accounts and unbilled receivables, prepaid and other current assets, other assets, property and equipment, and intangible assets. Cash and cash equivalents, investments in marketable securities and related interest receivable are not allocated to individual segments.

6. GOODWILL

We account for goodwill under the provisions of SFAS No. 142, "Goodwill and Other Intangible Assets." Effective January 1, 2002, we recorded a transitional goodwill impairment loss of \$5.0 million in our HCO business unit. The loss was recorded as a cumulative effect of a change in accounting principle.

We test goodwill for impairment using a discounted cash flow model. The technique used to determine the fair value of our reporting units is sensitive to estimates and assumptions associated with cash flow from operations and its growth, discount rates, and reporting unit terminal values. If these estimates or their related assumptions change in the future, we may be required to record impairment charges, which could adversely impact our operating results for the period in which such a determination is made. We perform our annual impairment evaluation of goodwill during the fourth quarter of each year and as changes in facts and circumstances indicate impairment exists.

There have been no changes in the carrying amount of goodwill since December 31, 2002. The changes in the carrying amount of goodwill for the nine months ended September 30, 2003 and 2002 are as follows:

	HCO	PMD	Total
Balance at January 1, 2003	\$1,982,961	\$1,323,727	\$3,306,688
Changes in carrying value of goodwill	—	—	—
Balance at September 30, 2003	<u>\$1,982,961</u>	<u>\$1,323,727</u>	<u>\$3,306,688</u>
	HCO	PMD	Total
Balance at January 1, 2002	\$ 6,982,961	\$1,323,727	\$ 8,306,688
Transitional impairment loss	(5,000,000)	—	(5,000,000)
Balance at September 30, 2002	<u>\$ 1,982,961</u>	<u>\$1,323,727</u>	<u>\$ 3,306,688</u>

HEALTHSTREAM, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

7. INTANGIBLE ASSETS

All identifiable intangible assets have been evaluated in accordance with SFAS No. 142 and are considered to have finite useful lives. These intangible assets are being amortized over their estimated useful lives, ranging from one to five years. Amortization of intangible assets was \$295,672 and \$1,023,324 for the three and nine months ended September 30, 2003, respectively, and \$479,073 and \$1,437,217 for the three and nine months ended September 30, 2002, respectively.

Identifiable intangible assets are comprised of the following:

	As of September 30, 2003			As of December 31, 2002		
	Gross Amount	Accumulated Amortization	Net	Gross Amount	Accumulated Amortization	Net
Content	\$3,500,000	\$(2,975,000)	\$525,000	\$3,500,000	\$(2,277,778)	\$1,222,222
Customer lists	2,940,000	(2,901,111)	38,889	2,940,000	(2,612,221)	327,779
Other	422,142	(359,178)	62,964	422,142	(321,966)	100,176
Total	\$6,862,142	\$(6,235,289)	\$626,853	\$6,862,142	\$(5,211,965)	\$1,650,177

Estimated amortization expense for the periods and years ending December 31, is as follows:

October 1, 2003 through December 31, 2003	\$116,575
2004	344,066
2005	166,212
2006	—
2007	—
Total	\$626,853

8. CONTINGENCIES

We are subject to various legal proceedings and claims that may arise in the ordinary course of business. In the opinion of management, the ultimate liability with respect to those proceedings and claims will not materially affect our financial position or results of operations.

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

Special Cautionary Notice Regarding Forward-Looking Statements

This Quarterly Report includes various forward-looking statements that are subject to risks and uncertainties. Forward-looking statements include without limitation, statements preceded by, followed by, or that otherwise include the words "believes," "expects," "anticipates," "intends," "estimates" or similar expressions. For those statements, HealthStream, Inc. claims the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995.

The following important factors, in addition to those discussed elsewhere in this Quarterly Report, could affect our future financial results and could cause actual results to differ materially from those expressed in forward-looking statements contained in this document:

- our limited operating history;
- variability and length of our sales cycle and our product mix;
- our ability to attract new customers, to transition customers of our installed learning management products to our Internet-based learning products and to sell additional content and services to our customers;
- our history of losses;
- our ability to manage the growth of our operations and infrastructure;
- our ability to maintain and continue to develop our technology infrastructure, continue to meet customer demand and maintain appropriate security;
- successful implementation of our operating and growth strategy;
- competitive pressures from actual and potential competitors;
- fluctuations in quarterly operating results caused by a variety of factors including the timing of sales and development contracts as well as the continued development and maintenance of the Internet as a tool for online training and continuing education in the healthcare industry and availability of increased bandwidth;
- our ability to successfully establish and maintain new and existing relationships with customers and content partners;
- loss of a significant customer;
- the effect of governmental regulation on us, our business partners and our customers;
- global and/or regional economic factors and potential changes in laws and regulations, including, without limitation, changes in federal, state and international laws or other regulations regarding education, training and Internet transactions; and
- other risk factors detailed in our Annual Report on Form 10-K and other filings with the Securities and Exchange Commission.

New regulations may reduce our business activity with pharmaceutical and medical device customers.

In April 2003, the Office of Inspector General ("OIG") of the Department of Health and Human Services issued "OIG Compliance Program Guidance for Pharmaceutical Manufacturers." This guidance identifies three areas of risks for pharmaceutical and medical device companies and recommends certain best practices to be included in a compliance plan designed to avoid the risk of federal healthcare program abuse. The guidance highlighted a number of arrangements that have the potential to trigger fraud and abuse violations, including educational grants. The Company follows the rules and guidelines provided by the ACCME, ANCC and other continuing education accrediting bodies to ensure that its continuing education programming is free from commercial bias and consistent with the OIG guidance. The majority of the Company's accredited continuing education programming is funded by educational grants from our pharmaceutical and medical device customers. There is no assurance that our pharmaceutical and medical device customers will continue to provide

[Table of Contents](#)

educational grants consistent with past practices. To the extent that our customers curtail or restructure their business practices, it could have a material adverse impact on the Company's revenues, results of operations, and financial position.

Overview and Critical Accounting Policies and Estimates

HealthStream, Inc. was incorporated in 1990 and began marketing its Internet-based solutions in March 1999. We evolved from an initial focus of providing multimedia tools for information dissemination to facilitating training tools for entities in the healthcare industry. Revenues from the healthcare organization and professionals business unit ("HCO") are derived from the following categories: provision of services through our Internet-based learning products, content subscriptions, licensing, maintenance and support of our installed learning management products, custom content development and a variety of online and enduring products. Revenues from the pharmaceutical and medical device business unit ("PMD") are derived from live event development, coordination, and registration services, online development and training, Web cast events and other educational and training services.

Our condensed consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States (GAAP). These accounting principles require us to make certain estimates, judgments and assumptions during the preparation of our financial statements. We believe that the estimates, judgments and assumptions upon which we rely are reasonable based upon information available to us at the time they are made. These estimates, judgments and assumptions can affect the reported amounts of assets and liabilities as of the date of the financial statements, as well as the reported amounts of revenues and expenses during the periods presented. To the extent there are material differences between these estimates, judgments or assumptions and actual results, our financial statements will be affected.

The accounting policies and estimates that we believe are the most critical in fully understanding and evaluating our reported financial results include the following:

- Revenue recognition
- Product development costs and related capitalization
- Goodwill, intangibles, and other long-lived assets
- Allowance for doubtful accounts

In many cases, the accounting treatment of a particular transaction is specifically dictated by GAAP and does not require management's judgment in its application. There are also areas in which management's judgment in selecting among available alternatives would not produce a materially different result. See Notes to Consolidated Financial Statements in our Form 10-K for the year ended December 31, 2002 filed with the Securities and Exchange Commission, which contains additional information regarding our accounting policies and other disclosures required by GAAP.

Revenue Recognition

Internet-based learning products including our HealthStream Learning CenterTM ("HLC") and content subscriptions are provided on a per person subscription basis, with fees ranging from less than \$1 to more than \$6 per month, based on the size of the facilities' employee population and the content offerings to which they subscribe. Contracts for e-learning products generally range from \$5,000 to approximately \$400,000, and are based on the duration of the contract, number of users and content involved. Revenues derived from the provision of services through our Internet-based learning products are recognized ratably over the term of the service agreement. The Company also offers training services for clients to facilitate integration of this technology. Fees for training are based on the time and effort of the personnel involved, typically a per person rate. We recognize revenue for all content subscription services ratably over the subscription period and recognize revenue for transaction-based online course sales when the course is delivered. Training revenues are generally recognized upon completion of training services. We also have arrangements that provide for commercial support of online courseware. Such revenue recognition is based on an estimate of usage ratably over the term unless usage varies from this estimate.

Revenues from sales of installed learning management products are recognized upon shipment or installation of the software. The one-time license fee typically ranges from \$20,000 to \$200,000 based on the number of users. Revenues related to installed learning management products may be subject to seasonal fluctuations because purchases of these licenses typically are included in customers' capital expenditure budgets. Training services are typically based on the length of the related training course. Such training revenues are typically recognized upon completion of the training services. Maintenance and technical support revenues are typically based on a percentage of the original contract amount and are recognized over the term of the service period.

Revenues derived from content development services or the sale of products requiring significant modification, conversion or customization are recorded based on the percentage of completion method using labor hours. We recognize custom content development revenues based on the percentage of a project that is completed. In the event the percentage completion method results in revenues greater

Table of Contents

than total billings on a contract, we record an unbilled receivable, which represents earned revenues that were not contractually billable as of the balance sheet date.

We recognize revenue from online and live event development and coordination services based on the percentage of completion method using labor hours or similar event milestones. This methodology requires ongoing estimates regarding the total expenses or significant milestones associated with the project as well as periodic estimates of the progress with respect to completion of such projects. Event registration services are recognized upon completion of the related event and are based on estimates of event registration (note: our registration fees do not vary based on the number of registrants unless there is a significant variation from the initial estimate). Revenues associated with online training are recognized over the term of the service period or over the historical usage period, if usage typically differs from the service period. All other service revenues, including Web cast events, are recognized as the related services are performed or products are delivered. Sales of products and services to pharmaceutical and medical device companies can be subject to seasonal factors as a result of drug and product introductions, meeting and conference dates and budget cycles for such companies.

We expect to continue to generate revenues by marketing our Internet-based products and services to healthcare workers through healthcare organizations. We expect that the portion of our revenues related to services provided via our Internet-based learning products will increase. Specifically, we will seek to generate revenues from healthcare workers by marketing to their employers or commercially supporting organizations. The transaction fees for courseware resulting from this marketing may either be paid by the employer or commercially supporting organization or, in the case of healthcare professionals, may be billed directly to the individual. Our Internet-based learning model allows us to host our system in a central data center, therefore eliminating the need for costly onsite installations of our software. Under the Internet-based learning model, revenues are generated by charging for use of our courseware on a subscription basis. In addition, we will continue to sell services on our Web site on a transaction basis. We expect to continue to transition customers from our existing installed learning management platforms to our Internet-based learning products. We expect that revenues resulting from transition customers will remain comparable or increase when compared to the annual maintenance fees due to sales of additional content and courseware.

Product Development Costs

Product development costs include the costs to maintain and internally develop our Internet-based learning platform, installed learning management platform and other products as well as convert and load content. These costs include both personnel expense and contract labor. Once technological feasibility is achieved, we capitalize the cost of content or additional features developed by third parties where the life expectancy is greater than one year, the functionality is extended or enhanced, and the anticipated cash flows from such content or features are expected to exceed their capitalized cost. We amortize content or feature development over its expected life, which is generally one to two years. Product development and content development costs that have been capitalized are subject to a periodic impairment review in accordance with our policy. During the three months ended December 31, 2002, we recorded an impairment charge of approximately \$105,000 with respect to certain content development fees.

We account for Web site development costs in accordance with EITF Issue No. 00-2, "Accounting for Web Site Development Costs," which provides guidance on when to capitalize versus expense costs incurred to develop a Web site. We capitalize costs incurred between the point of establishing technological feasibility and general release when such costs are material. To date, we have not capitalized any internal development costs for computer software developed for resale or any internal Web site development. The development costs incurred with respect to our Internet-based learning products and Web sites were incurred prior to the adoption of EITF No. 00-2.

Goodwill, Intangibles and Other Long-lived Assets

We account for goodwill and intangibles and other long-lived assets in accordance with Statement of Financial Accounting Standards ("SFAS") No. 142, "Goodwill and Intangible Assets," and SFAS No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets." We measure for goodwill impairment at the reporting unit level using a discounted cash flow model to determine the estimated fair value of the reporting units. Our discounted cash flow model contains significant assumptions and accounting estimates about discount rates, future cash flows and terminal values that could materially affect our operating results or financial position if they were to change significantly in the future. We perform our goodwill impairment test whenever events or changes in facts or circumstances, internally and externally, indicate that impairment may exist and also during the fourth quarter each year.

In connection with our adoption of SFAS No. 142, we completed a transitional goodwill impairment evaluation. As a result of this evaluation, we recorded a transitional goodwill impairment loss of \$5.0 million, effective January 1, 2002. This impairment evaluation included significant assumptions and accounting estimates as described above.

We measure for impairment of long-lived assets using a discounted cash flow model, which is also subject to significant assumptions and estimates about discount rates and future cash flows. We perform impairment reviews of long-lived assets whenever events or changes in facts or circumstances, internally and externally, indicate that impairment may exist.

[Table of Contents](#)

Allowance for Doubtful Accounts

We estimate the allowance for doubtful accounts using a specific identification method. Management determines the allowance for doubtful accounts on a case-by-case basis, based on the facts and circumstances surrounding each potentially uncollectible receivable. An allowance is also maintained for accounts that are not specifically identified that may become uncollectible in the future. Uncollectible receivables are written-off in the period management believes it has exhausted every opportunity to collect payment from the customer. Bad debt expense is recorded when events or circumstances indicate an additional allowance is required based on our specific identification approach.

Results of Operations

Revenues and Expense Components

The following descriptions of the components of revenues and expenses apply to the comparison of results of operations.

Revenues. Revenues for our HCO business unit consist of the provision of services through our Internet-based learning products, content subscriptions, the licensing, maintenance and support of our installed learning management products and online development. Revenues for our PMD business unit consist of online and live event development, coordination, and registration services, online products and commercial support, sale of online enduring products and training services, and Web cast events.

Cost of Revenues. Cost of revenues consist primarily of salaries and employee benefits, employee travel and lodging, materials, hosting costs, and other direct expenses associated with revenues as well as royalties paid to content providers and distribution partners based on a percentage of revenues.

Product Development. Product development expenses consist primarily of salaries and employee benefits, third-party content acquisition costs, costs associated with maintaining, developing and operating our training delivery and administration platforms and Web sites, costs associated with the development of new products and the conversion and development of content.

Sales and Marketing Expenses. Sales and marketing expenses consist primarily of salaries, commissions and employee benefits, employee travel and lodging, advertising, promotions, and related marketing costs.

Depreciation and Amortization. Depreciation and amortization consist of fixed asset depreciation, amortization of intangibles, amortization of content, license fees, and prepaid compensation and amortization of royalties paid to content providers that are of a fixed nature.

Other General and Administrative Expenses. Other general and administrative expenses consist primarily of salaries and employee benefits, employee travel and lodging, facility costs, office expenses, and fees for professional services.

Other Income/Expense. The primary component of other income is interest income related to interest earned on cash, cash equivalents and investments in marketable securities. The primary component of other expense is interest expense related to capital leases.

Three Months Ended September 30, 2003 Compared to Three Months Ended September 30, 2002

Revenues. Revenues increased approximately \$0.3 million, or 7.0%, from \$4.1 million for the three months ended September 30, 2002 to \$4.3 million for the three months ended September 30, 2003. Revenues for 2003 consisted of \$3.0 million for the HCO unit and \$1.3 million for the PMD unit. In 2002, revenues consisted of \$2.7 million for the HCO unit and \$1.4 million for the PMD unit. The increase in HCO revenues related primarily to growth in our Internet-based HealthStream Learning Center™ subscriber base of \$0.4 million and growth of add-on courseware subscriptions of approximately \$0.3 million. Our subscriber base increased approximately 44%, from approximately 507,000 fully implemented subscribers at September 30, 2002 to approximately 730,000 fully implemented subscribers at September 30, 2003. Add-on courseware subscription revenue increases were primarily related to training associated with the Health Insurance Portability and Accountability Act of 1996 ("HIPAA") as companies sought to comply with the privacy rules implemented by HIPAA, which became effective in April 2003. These HCO revenue increases were partially offset by an anticipated decline in revenues from maintenance and support fees associated with our installed learning management products of approximately \$0.3 million and a content development revenue decline of \$0.1 million. Revenues from our Internet-based subscription products represented approximately 63% of total net revenues for the three months ended September 30, 2003 compared to 50% of total net revenues for the three months ended September 30, 2002. PMD revenues decreased approximately \$0.1 million, consisting of a \$0.2 million decrease in live event services, offset by moderate increases in online development revenues.

Table of Contents

We expect revenues from our installed learning management products, which are reaching the end of their life cycles, to decline for the remainder of 2003 as the customers using these products either transition to our Internet-based learning platform, or choose an alternative training solution.

Cost of Revenues. Cost of revenues increased approximately \$0.1 million, or 3.9%, to \$1.4 million for the three months ended September 30, 2003 from \$1.3 million for the three months ended September 30, 2002. Cost of revenues as a percentage of revenues decreased from 33.3% of revenues for the three months ended September 30, 2002 to 32.3% of revenues for the three months ended September 30, 2003. Although cost of revenues did not change significantly, the mix of expenses did, resulting in lower travel, hosting and material costs, offset by increases in royalty expense, primarily related to sales of HIPAA content. Improvements in personnel related expenses were offset by increased spending related to contract labor for live events and online development services.

Cost of revenues for the HCO unit increased approximately \$0.2 million and approximated 18.5% and 14.2% of revenues for the three months ended September 30, 2003 and 2002, respectively. Cost of revenues as a percentage of revenues increased due to the increases in royalty expense for add-on courseware subscriptions as discussed above, which were partially offset by lower hosting expenses. Cost of revenues for the PMD unit decreased approximately \$0.2 million and approximated 56.6% and 64.0% of revenues for the three months ended September 30, 2003 and 2002, respectively. Cost of revenues as a percentage of revenues for the PMD unit decreased as a result of lower materials spending and travel expenses. Reductions in personnel related expenses were offset by increased contract labor spending for live events and online development services. We expect quarter-to-quarter fluctuations in cost of revenues for our PMD unit due to the seasonality in live event activities and the variability related to our online development services. Cost of revenues for our unallocated corporate functions increased approximately \$40,000 as a result of content support personnel associated with loading, maintenance and support of new content on our Internet-based platform.

Gross Margin. Gross margin (which we define as revenues less cost of revenues divided by revenues) improved to approximately 67.7% for the three months ended September 30, 2003 from 66.7% for the three months ended September 30, 2002. The improvement is a result of the change in revenue mix discussed above. Gross margins for the HCO unit were 81.5% and 85.8% for the three months ended September 30, 2003 and 2002, respectively. Gross margins for the PMD unit were 43.4% and 36.0% for the three months ended September 30, 2003 and 2002, respectively.

Product development. Product development expenses decreased approximately \$0.4 million, or 36.5%, from approximately \$1.2 million for the three months ended September 30, 2002 to approximately \$0.8 million for the three months ended September 30, 2003. Product development expenses as a percentage of revenues decreased from 29.9% for the three months ended September 30, 2002 to 17.7% of revenues for the three months ended September 30, 2003. The decrease as a percentage of revenues primarily relates to reductions in personnel associated with the consolidation of product development efforts as well as the increase in revenues discussed above.

Product development expenses for the HCO unit decreased approximately \$0.4 million and approximated 14.5% and 31.1% of revenues for the three months ended September 30, 2003 and 2002, respectively. The percentage decrease is attributable to increases in HCO revenues and decreases in personnel associated with the consolidation of product development efforts. Product development efforts for HCO consisted primarily of ongoing maintenance and development of our Internet-based learning platform and development and integration of certain new products, including Competency CompassTM, which was launched during the third quarter of 2003. Competency CompassTM is an add-on subscription service for our hospital-based customers, intended to provide an online competency assessment and documentation capabilities, as well as customized training solutions. Product development expenses for the PMD unit were comparable between periods and approximated 17.4% and 13.7% of revenues for the three months ended September 30, 2003 and 2002, respectively. Product development expenses for PMD were primarily associated with the development of HospitalDirectTM and the development of other content. HospitalDirectTM which was launched on June 30, 2003, is intended to expand our existing Internet-based learning products by providing pharmaceutical and medical device companies with opportunities to provide facility-based personnel with online product training. The unallocated corporate portion of our product development expenses decreased approximately \$0.1 million, or 46.7%, as a result of a shift to projects that benefit the platform for both the HCO and PMD business unit products.

Sales and Marketing Expenses. Sales and marketing expenses, including personnel costs, decreased approximately \$0.5 million, or 36.6%, from \$1.5 million for the three months ended September 30, 2002 to \$1.0 million for the three months ended September 30, 2003. This decrease primarily resulted from lower commissions, reduced advertising and marketing spending and reductions in personnel related expenses and travel. Commission expense is lower as a result of changes in commission plans for 2003 and lower activity levels. Personnel expense and related travel decreases are a result of reductions in personnel.

Sales and marketing expense for the HCO unit decreased approximately \$0.5 million and approximated 21.4% and 44.3% of revenues for the three months ended September 30, 2003 and 2002, respectively. The percentage decreased due to the increases in HCO revenues, reductions in commission expense primarily due to changes in the 2003 commission plan and decreases in both sales and marketing personnel related expenses due to fewer people. HCO marketing and advertising expenses, excluding personnel, also decreased as

Table of Contents

compared to the same period of 2002 due to reduced spending on marketing campaigns. We expect sales and marketing expense for both HCO and PMD to increase as we plan to expand the sales force during the next six months. Sales and marketing expense for the PMD unit decreased slightly as compared to 2002, and approximated 19.2% and 20.8% of revenues for the three months ended September 30, 2003 and 2002, respectively. The decrease primarily resulted from lower commission expense due to changes in plan structure and lower activity levels and lower marketing spending.

Depreciation and Amortization. Depreciation and amortization decreased approximately \$0.3 million, or 27.1%, from \$1.1 million for the three months ended September 30, 2002 to \$0.8 million for the three months ended September 30, 2003. Amortization declined \$0.2 million as a result of certain intangible assets and prepaid content becoming fully amortized. Depreciation expense decreased \$0.1 million due to certain assets becoming fully depreciated.

Other General and Administrative. Other general and administrative expenses decreased approximately \$0.3 million, or 22.5%, from \$1.5 million for the three months ended September 30, 2002 to \$1.2 million for the three months ended September 30, 2003. Other general and administrative expenses as a percentage of revenues decreased from 36.7% for the three months ended September 30, 2002 to 26.6% for the three months ended September 30, 2003. The percentage decrease is a result of the revenue increases discussed above and reductions in personnel and other corporate operating expenses.

Other general and administrative expenses for the HCO unit decreased approximately \$0.2 million, and approximated 1.4% and 8.8% of revenues for the three months ended September 30, 2003 and 2002, respectively. The decrease for HCO resulted from a redesignation of certain personnel to corporate, headcount reductions, and other expense reductions. Other general and administrative expenses for the PMD unit decreased approximately \$0.1 million and approximated 3.9% and 15.2% of revenues for the three months ended September 30, 2003 and 2002, respectively. The decrease for PMD resulted from a redesignation of executive management personnel and other expenses to corporate. Other general and administrative expenses for the unallocated corporate functions were comparable between periods and approximated \$1.1 million for the three months ended September 30, 2003 and 2002, respectively. Although the unallocated corporate expenses did not fluctuate between periods, the mix of expenses did, primarily as a result of a redesignation of certain personnel and other expenses to corporate. This realignment resulted in an additional \$0.3 million of unallocated expenses, which was offset by headcount and operating expense reductions of \$0.3 million resulting from consolidating our corporate functions.

Other Income/Expense. Other income/expense decreased approximately \$0.1 million, or 49.9%, from \$0.2 million for the three months ended September 30, 2002 to \$0.1 million for the three months ended September 30, 2003. The decrease resulted from a reduction of interest income from investments in marketable securities due to lower invested balances and lower yield rates.

Net Loss. Net loss decreased approximately \$1.8 million, or 73.8%, from \$2.4 million for the three months ended September 30, 2002 to \$0.6 million for the three months ended September 30, 2003 due to the factors mentioned above.

Nine Months Ended September 30, 2003 Compared to Nine Months Ended September 30, 2002

Revenues. Revenues increased approximately \$1.7 million, or 14.5%, from \$11.7 million for the nine months ended September 30, 2002 to \$13.4 million for the nine months ended September 30, 2003. Revenues for 2003 consisted of \$8.9 million for the HCO unit and \$4.5 million for the PMD unit. In 2002, revenues consisted of \$7.1 million for the HCO unit and \$4.6 million for the PMD unit. The increase in HCO revenues over 2002 related primarily to growth in our Internet-based HealthStream Learning CenterTM subscriber base of \$1.7 million and growth of add-on courseware subscriptions of approximately \$0.9 million. Our subscriber base increased approximately 44%, from approximately 507,000 fully implemented subscribers at September 30, 2002 to approximately 730,000 fully implemented subscribers at September 30, 2003. Add-on courseware subscription revenue increases were primarily related to training associated with HIPAA, while certain other add-on courseware revenues declined as compared to 2002. We expect add-on courseware revenues will be modestly lower during the fourth quarter of 2003 as a result of the expiration of certain HIPAA content subscriptions. These HCO revenue increases were partially offset by a decline in revenues from maintenance and support fees associated with our installed learning management products of approximately \$0.7 million and a decline in content development revenues of \$0.1 million. The decline in the installed learning management product revenues is consistent with our approach to transition these customers to our Internet-based learning platform. We expect revenues from the installed learning management products, which are reaching the end of their life cycles, to decline for the remainder of 2003 as the customers using these products either transition to our Internet-based learning platform, or choose an alternative training solution. PMD revenues declined slightly compared to 2002, primarily resulting from a \$0.1 million decrease in live event services and a \$0.1 million decrease in online development revenues, which were partially offset by moderate increases in online training. We anticipate online development revenues will increase during the fourth quarter of 2003, but expect full year revenues to be slightly lower than full year 2002 revenues. We expect revenues from our live event services to experience moderate increases during the fourth quarter of 2003, but expect full year revenues to be somewhat lower than full year 2002 revenues.

Table of Contents

Cost of Revenues. Cost of revenues decreased approximately \$0.2 million, or 5.0%, from \$4.7 million for the nine months ended September 30, 2002 to \$4.5 million for the nine months ended September 30, 2003. Cost of revenues as a percentage of revenues decreased from 40.4% of revenues for the nine months ended September 30, 2002 to 33.5% of revenues for the nine months ended September 30, 2003. The decrease resulted primarily from reductions in personnel, travel, hosting and materials, but was somewhat offset by increases in royalties and contract labor.

Cost of revenues for the HCO unit were comparable between 2003 and 2002 and approximated 17.9% and 21.9% of revenues for the nine months ended September 30, 2003 and 2002, respectively. This percentage decreased due to increases in HCO revenues, reductions in personnel and travel, and other direct expenses, which were offset by increases in content royalties primarily associated with the sales of HIPAA content. Cost of revenues for the PMD unit decreased approximately \$0.4 million and approximated 55.9% and 63.5% of revenues for the nine months ended September 30, 2003 and 2002, respectively. This decrease was a result of reductions in personnel expenses, travel, and materials. These expense reductions were partially offset by increases in contract labor costs associated with live event activities and online development projects. We expect quarter-to-quarter fluctuations in cost of revenues for our PMD unit due to seasonality in live event activities and changes in the utilization of our online development resources to meet changes in demand for such services. Cost of revenues for our unallocated corporate functions increased approximately \$0.1 million as a result of content support personnel associated with loading, maintenance and support of new content on our Internet-based platform.

Gross Margin. Gross margin (which we define as revenues less cost of revenues divided by revenues) improved to approximately 66.5% for the nine months ended September 30, 2003 from 59.6% for the nine months ended September 30, 2002. The improvement is a result of the change in revenue mix and the decreases in cost of revenues discussed above. Gross margins for the HCO unit were 82.1% and 78.1% for the nine months ended September 30, 2003 and 2002, respectively. Gross margins for the PMD unit were 44.1% and 36.5% for the nine months ended September 30, 2003 and 2002, respectively.

Product development. Product development expenses decreased approximately \$0.9 million or 26.2%, from approximately \$3.4 million for the nine months ended September 30, 2002 to approximately \$2.5 million for the nine months ended September 30, 2003. Product development expenses as a percentage of revenues decreased from 29.3% of revenues for the nine months ended September 30, 2002 to 18.9% of revenues for the nine months ended September 30, 2003. The decrease as a percentage of revenues primarily relates to reductions in personnel associated with the consolidation of product development efforts, as well as the increase in revenues discussed above.

Product development expenses for the HCO unit decreased approximately \$0.9 million and approximated 16.3% and 33.0% of revenues for the nine months ended September 30, 2003 and 2002, respectively. The decrease is primarily attributable to reductions in personnel associated with the consolidation of product development efforts. Product development efforts for HCO consisted primarily of ongoing maintenance and development of our Internet-based learning platform and development of new products, including Competency CompassTM, which was launched during the third quarter of 2003. Product development expenses for the PMD unit increased approximately \$0.3 million and approximated 16.6% and 10.7% of revenues for the nine months ended September 30, 2003 and 2002, respectively. The increases in product development expenses for PMD are attributable to costs associated with the development of HospitalDirectTM as well as the development of other content. The unallocated corporate portion of our product development expenses decreased approximately \$0.3 million, or 43.1%, due to personnel expense reductions, and as a result of a shift to projects that benefit the platform for both the HCO and PMD business unit products.

Sales and Marketing Expenses. Sales and marketing expenses, including personnel costs, decreased approximately \$1.4 million, or 29.7%, from \$4.7 million for the nine months ended September 30, 2002 to \$3.3 million for the nine months ended September 30, 2003. This decrease primarily resulted from lower commissions, reductions in advertising and marketing spending, travel, and reductions in personnel related expenses. Commission expense is lower as a result of changes in commission plans for 2003 and lower activity levels. Personnel expense and related travel decreases are a result of reductions in personnel. Advertising and marketing expense reductions are a result of changes in marketing initiatives during 2003.

Sales and marketing expense for the HCO unit decreased approximately \$1.1 million and approximated 26.6% and 48.7% of revenues for the nine months ended September 30, 2003 and 2002, respectively. The decrease is due to reductions in commission expense primarily due to changes in the 2003 commission plan and decreases in both sales and marketing personnel related expenses and travel due to fewer people. HCO marketing and advertising expenses, excluding personnel, also decreased as compared to the same period of 2002. Sales and marketing expenses for the PMD unit decreased approximately \$0.4 million, and approximated 17.1% and 25.4% of revenues for the nine months ended September 30, 2003 and 2002, respectively. The decreases resulted from reductions in personnel related expenses due to lower headcount and lower commission expenses as a result of changes in the commission plan for 2003. PMD marketing and advertising expenses, excluding personnel, declined modestly as compared to the same period of 2002. Sales and marketing expense for our unallocated corporate functions increased approximately \$0.1 million for the nine months ended September 30, 2003.

Table of Contents

Depreciation and Amortization. Depreciation and amortization decreased approximately \$0.8 million, or 24.7%, from approximately \$3.4 million for the nine months ended September 30, 2002 to \$2.6 million for the nine months ended September 30, 2003. Amortization declined approximately \$0.7 million, as a result of certain intangible assets and prepaid content becoming fully amortized. Depreciation declined approximately \$0.1 million, due to lower fixed asset purchases over the past two years as well as assets becoming fully depreciated.

Other General and Administrative. Other general and administrative expenses decreased approximately \$1.2 million, or 23.2%, from \$5.0 million for the nine months ended September 30, 2002 to \$3.8 million for the nine months ended September 30, 2003. Other general and administrative expenses as a percentage of revenues decreased from 42.8% for the nine months ended September 30, 2002 to 28.7% for the nine months ended September 30, 2003. The decrease as a percentage of revenues is a result of reductions in personnel related expenses and other corporate operating expenses.

Other general and administrative expenses for the HCO unit decreased approximately \$0.9 million, and approximated 1.5% and 14.7% of revenues for the nine months ended September 30, 2003 and 2002, respectively. The decrease for HCO resulted from a redesignation of certain personnel to corporate, headcount reductions, and other expense reductions. Other general and administrative expenses for the PMD unit decreased approximately \$0.5 million and approximated 4.5% and 15.4% of revenues for the nine months ended September 30, 2003 and 2002, respectively. The decrease for PMD resulted from headcount reductions and a redesignation of certain personnel and operating expenses to corporate. Other general and administrative expenses for the unallocated corporate functions increased approximately \$0.2 million primarily as a result of a redesignation of executive management personnel and certain operating expenses to corporate. This realignment resulted in an additional \$1.0 million of unallocated expenses, which was offset by certain headcount and operating expense reductions of \$0.8 million resulting from consolidating our corporate functions.

Office Consolidation Charge. During the nine months ended September 30, 2002, we recorded an office consolidation charge of approximately \$0.1 million as a result of closing our Raleigh, NC office. The charge consisted of lease obligations.

Other Income/Expense. Other income/expense decreased approximately \$0.3 million, or 46.6%, from \$0.6 million for the nine months ended September 30, 2002 to \$0.3 million for the nine months ended September 30, 2003. The decrease resulted from a reduction of interest income from investments in marketable securities due to lower invested balances and lower yield rates.

Cumulative Effect of a Change in Accounting Principle. We adopted SFAS No. 142 "Goodwill and Intangible Assets" effective January 1, 2002. Under the transitional provisions of SFAS No. 142, we recorded a non-cash goodwill impairment charge associated with the HCO business unit of \$5.0 million. The non-cash charge was recorded as a cumulative effect of a change in accounting principle as of January 1, 2002.

Net Loss. Net loss decreased approximately \$11.1 million, or 78.7%, from \$14.1 million for the nine months ended September 30, 2002 to \$3.0 million for the nine months ended September 30, 2003. Net loss before the cumulative effect of a change in accounting principle of \$5.0 million, decreased \$6.1 million, or 66.9%, from a loss of \$9.1 million for the nine months ended September 30, 2002 to a loss of \$3.0 million for the nine months ended September 30, 2003 due to the factors mentioned above.

Liquidity and Capital Resources

Since our inception, we have financed our operations largely through proceeds from our initial public offering, private placements of equity securities, loans from related parties and, to an increasing extent, from revenues generated from the sale of our products and services.

Net cash used in operating activities was approximately \$1.2 million during the nine months ended September 30, 2003 and approximately \$5.0 million during the nine months ended September 30, 2002. Cash used in operating activities during the nine months ended September 30, 2003 resulted from the net loss of \$3.0 million, an increase in prepaid development fees, other prepaids and other current assets and decreases in accrued compensation and other liabilities, deferred revenue and registration liabilities. These operating uses of cash were offset by decreases in accounts and unbilled receivables, restricted cash, interest receivable and other assets, increases in accounts payable, as well as depreciation, amortization, and the provision for doubtful accounts. Cash used in operating activities during the nine months ended September 30, 2002 related to the net loss before the cumulative effect of a change in accounting principle of \$9.1 million, an increase in accounts and unbilled receivables and restricted cash and a decrease in accounts payable. These operating uses of cash were offset by decreases in interest receivable and other assets, increases in accrued compensation and other liabilities and deferred revenue, as well as depreciation, amortization, and the provision for doubtful accounts.

Table of Contents

Net cash provided by investing activities was approximately \$5.2 million during the nine months ended September 30, 2003 and approximately \$5.3 million for the nine months ended September 30, 2002. Cash provided by investing activities during the nine months ended September 30, 2003 related to the proceeds from maturities of investments in marketable securities of \$5.8 million, offset by \$0.6 million for the purchase of property and equipment. Cash provided by investing activities during the nine months ended September 30, 2002 related to the excess of proceeds from sales and maturities of investments over purchases of investments of \$5.9 million, offset by \$0.5 million of cash paid for property and equipment.

Cash provided by financing activities was approximately \$125,000 for the nine months ended September 30, 2003 while approximately \$75,000 of cash was used in financing activities for the nine months ended September 30, 2002. Cash provided by financing activities during the nine months ended September 30, 2003 related to proceeds from the exercise of stock options and issuance of common stock to the Employee Stock Purchase Plan offset by payments under capital lease obligations. Cash used in financing activities during the nine months ended September 30, 2002 related to payments under capital lease obligations offset by proceeds from the issuance of common stock to our Employee Stock Purchase Plan.

As of September 30, 2003, our primary source of liquidity was \$18.0 million of cash and cash equivalents, restricted cash, investments in marketable securities, and interest receivable. We have no bank credit facility or other indebtedness other than capital lease obligations. As of October 31, 2003 we had cash and cash equivalents, restricted cash, investments in marketable securities, and interest receivable of approximately \$18.1 million.

We believe that our existing cash and cash equivalents, restricted cash, investments in marketable securities, and interest receivable will be sufficient to meet anticipated cash needs for working capital, new product development and capital expenditures for at least the next 12 months. Our growth strategy may also include acquiring companies that complement our products and services. We anticipate that these acquisitions, if any, will be effected through a combination of issuance of our common stock and cash consideration. Failure to generate sufficient cash flow from operations or raise additional capital when required during or following that period in sufficient amounts and on terms acceptable to us could harm our business, financial condition and results of operations.

Commitments and Contingencies

In connection with our October 2001 agreement with HCA Information Technology & Services, Inc. ("HCA"), HCA is obligated to pay us minimum revenues of \$12.0 million over the four-year term of the agreement. We expect that our capital expenditures and similar capitalized amounts will be approximately \$0.4 to \$0.6 million for the fourth quarter of 2003.

Our strategic alliances have typically provided for payments to content and distribution partners and development partners based on revenues, and we expect to continue similar arrangements in the future. During April 2003, we entered into an agreement with a business partner that requires us to make fixed payments totaling approximately \$150,000 through December 31, 2004. In addition to these commitments, we have capital lease obligations and operating lease commitments for our operating facilities in Nashville, TN and Denver, CO, and closed facilities in Dallas, TX and Raleigh, NC. Other than scheduled payments and the arrangement mentioned above, there have been no material changes in the future anticipated payments for our commitments and other contractual obligations from that reported in our Annual Report on Form 10-K for the year ended December 31, 2002.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

We are exposed to market risk from changes in interest rates. We do not have any commodity price risk. As of September 30, 2003, we had no outstanding indebtedness other than approximately \$51,000 of capital lease obligations. Accordingly, we are not exposed to significant market risk. We are exposed to market risk with respect to the cash and cash equivalents and marketable securities that we invest. At October 31, 2003, we had approximately \$18.1 million of cash and cash equivalents, restricted cash, investments in marketable securities, and accrued interest that were invested in a combination of short term investments. At this investment level, a hypothetical 10% decrease in the interest rate would decrease interest income and increase net loss on an annualized basis by approximately \$181,000. At September 30, 2003, the average maturity for our investment portfolio approximated three months.

We manage our investment risk by investing in corporate debt securities, foreign corporate debt and secured corporate debt securities with minimum acceptable credit ratings. For certificates of deposit and corporate obligations, ratings must be A2/A or better; A1/P1 or better for commercial paper; A2/A or better for taxable or tax advantaged auction rate securities and AAA or better for tax free auction rate securities. We also require that all securities must mature within 24 months from the original settlement date, the average portfolio shall not exceed 18 months, and the greater of 10% or \$5.0 million shall mature within 90 days. Further, our investment policy also limits concentration exposure and other potential risk areas.

The above market risk discussion and the estimated amounts presented are forward-looking statements of market risk assuming the occurrence of certain adverse market conditions. Actual results in the future may differ materially from those projected as a result of actual developments in the market.

Item 4. Controls and Procedures

Evaluation of Controls and Procedures

HealthStream's chief executive officer and principal financial officer have reviewed and evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) promulgated under the Securities Exchange Act of 1934 (the "Exchange Act")) as of the end of the period covered by this quarterly report. Based on that evaluation, the chief executive officer and principal financial officer have concluded that HealthStream's disclosure controls and procedures effectively and timely provide them with material information relating to HealthStream required to be disclosed in the reports it files or submits under the Exchange Act.

PART II — OTHER INFORMATION

Item 6. Exhibits and Reports on Form 8-K.

(a) Exhibits

31.1 — Certification of the Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

31.2 — Certification of the Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

32.1 — Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

32.2 — Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

(b) Reports on Form 8-K

The Company furnished a report on Form 8-K on July 30, 2003 under Item 12 related to the results for the second quarter ended June 30, 2003.

Notwithstanding the foregoing, information furnished under Item 9 and Item 12 of the Company's Current Reports on Form 8-K, including the related exhibits, shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934.

SIGNATURE

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

HEALTHSTREAM, INC

By: /s/ ARTHUR E. NEWMAN

Arthur E. Newman
Chief Financial Officer
November 12, 2003

HEALTHSTREAM, INC.

EXHIBIT INDEX

31.1	Certification of the Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of the Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

I, Robert A. Frist, Jr., certify that:

1. I have reviewed this quarterly report on Form 10-Q of HealthStream, 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)) 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) 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
 - c) 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 controls 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 controls over financial reporting.

Date: November 12, 2003

/s/ ROBERT A. FRIST, JR.

Robert A. Frist, Jr.
Chief Executive Officer

Exhibit 31.2

I, Arthur E. Newman, certify that:

1. I have reviewed this quarterly report on Form 10-Q of HealthStream, 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)) 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) 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
 - c) 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 controls 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 controls over financial reporting.

Date: November 12, 2003

/s/ ARTHUR E. NEWMAN

Arthur E. Newman
Chief Financial Officer

Exhibit 32.1

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 Quarterly Report of HealthStream, Inc. (the "Company") on Form 10-Q for the period ending September 30, 2003, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Robert A. Frist, Jr., Chief Executive Officer of the Company certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (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.

/s/ ROBERT A. FRIST, JR.

Robert A. Frist, Jr.
Chief Executive Officer
November 12, 2003

Exhibit 32.2

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 Quarterly Report of HealthStream, Inc. (the "Company") on Form 10-Q for the period ending September 30, 2003, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Arthur E. Newman, Chief Financial Officer of the Company certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (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.

/s/ ARTHUR E. NEWMAN

Arthur E. Newman
Chief Financial Officer
November 12, 2003