

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

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of Earliest Event Reported):

July 24, 2017

HealthStream, Inc.

(Exact name of registrant as specified in its charter)

Tennessee

(State or other jurisdiction
of incorporation)

000-27701

(Commission
File Number)

621443555

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

209 10th Ave. South, Suite 450, Nashville, Tennessee

(Address of principal executive offices)

37203

(Zip Code)

Registrant's telephone number, including area code:

615-301-3100

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

[Top of the Form](#)

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

Emerging growth company []

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

Item 2.02 Results of Operations and Financial Condition.

On July 24, 2017, HealthStream, Inc. (the "Company") issued a press release announcing results of operations for the second quarter ended June 30, 2017, and updated guidance for the full year 2017, the text of which is set forth in Exhibit 99.1.

Item 7.01 Regulation FD Disclosure.

On July 24, 2017, the Company issued a press release announcing results of operations for the second quarter ended June 30, 2017, and updated guidance for the full year 2017, the text of which is set forth in Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press release dated July 24, 2017.

SIGNATURES

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

HealthStream, Inc.

July 24, 2017

By: *Gerard M. Hayden, Jr.*

*Name: Gerard M. Hayden, Jr.
Title: Chief Financial Officer*

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated July 24, 2017.

Contact:
 Gerard M. Hayden, Jr.
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 ir@healthstream.com

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 Vice President,
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HEALTHSTREAM ANNOUNCES SECOND QUARTER 2017 RESULTS

NASHVILLE, Tenn. (July 24, 2017)—HealthStream, Inc. (NASDAQ: HSTM), a leading provider of workforce, patient experience, and provider solutions for the healthcare industry, announced today results for the second quarter ended June 30, 2017.

Revenues of \$61.5 million in the second quarter of 2017, up 12% from \$54.8 million in the second quarter of 2016
 Operating income of \$2.9 million in the second quarter of 2017, up 23% from \$2.3 million in the second quarter of 2016
 Net income of \$2.3 million in the second quarter of 2017, up 62% from \$1.4 million in the second quarter of 2016, and earnings per share (EPS) of \$0.07 per share (diluted) in the second quarter of 2017, compared to \$0.04 per share (diluted) in the second quarter of 2016
 Adjusted EBITDA¹ of \$9.9 million in the second quarter of 2017, up 25% from adjusted EBITDA of \$7.9 million in the second quarter of 2016
 As previously announced, Jeff Cunningham joined HealthStream as SVP & Chief Technology Officer; Jeff Doster was appointed SVP & Chief Information Officer; and Scott Fenstermacher was named VP & Head of Sales.

Financial Results:

Second Quarter 2017 Compared to Second Quarter 2016

Revenues for the second quarter of 2017 increased by \$6.7 million, or 12 percent, to \$61.5 million, compared to \$54.8 million for the second quarter of 2016.

Revenues from our HealthStream Workforce Solutions segment, which are primarily subscription-based, were approximately \$44.3 million for the second quarter of 2017, compared to \$40.2 million for the second quarter of 2016. Revenue growth of \$4.1 million from our workforce solutions products was partially offset by a decline in ICD-10 readiness revenue. Revenues from ICD-10-readiness training products declined by \$2.0 million to \$231,000 in the second quarter of 2017, compared to \$2.2 million in the second quarter of 2016.

1 — Adjusted EBITDA is a non-GAAP financial measure. A reconciliation of adjusted EBITDA to net income and disclosure regarding why we believe Adjusted EBITDA provides useful information to investors is included later in this release.

Revenues from our HealthStream Patient Experience Solutions segment were approximately \$8.6 million for the second quarter of 2017, compared to \$9.0 million for the second quarter of 2016. Revenues from Patient Insights™ surveys—a survey research product that generates recurring revenues—declined by \$140,000, or two percent, compared to the second quarter of 2016. Revenues from other patient experience solutions products, including surveys conducted on annual or bi-annual cycles and consulting/coaching services, collectively decreased by \$266,000, or 12 percent, when compared to the second quarter of 2016. This decrease is primarily due to the timing of engagements compared to the prior year period.

Revenues from our HealthStream Provider Solutions segment were approximately \$8.7 million for the second quarter of 2017, compared to \$5.7 million for the second quarter of 2016, an increase of 53 percent. Revenues from the Morrisey Associates, Inc. (MAI) acquisition, which was consummated in August 2016, accounted for the majority of the increase in revenues during the second quarter of 2017. MAI revenues in the second quarter were approximately \$2.6 million, net of deferred revenue write-downs.

Generally accepted accounting principles (GAAP) require companies to write down beginning balances of acquired deferred revenue balances as part of “fair value” accounting as defined by GAAP. During the second quarter of 2017, HealthStream reported a \$548,000 reduction to operating income and a \$411,000 reduction to net income as a result of deferred revenue write-downs from prior acquisitions. Of these amounts, the MAI acquisition resulted in a \$449,000 reduction to operating income and a \$337,000 reduction to net income. During the second quarter of 2016, HealthStream reported a reduction of \$439,000 to operating income and \$254,000 to net income as a result of deferred revenue write-downs. The table reconciling GAAP to non-GAAP financial measures included in this release shows the impact of beginning balance deferred revenue write-downs on operating income and net income.

Operating income was \$2.9 million for the second quarter of 2017, compared to \$2.3 million for the second quarter of 2016. This increase in operating income period over period reflects the increase in revenue noted above, net of the \$2.0 million decrease in ICD-10 readiness training products. The positive impact on operating income in the quarter of the revenue increase was partially offset by increased operating expenses associated with higher royalties, depreciation and amortization, personnel additions, sales commissions, and other general expenses. In addition, operating income during the second quarter of 2017 and the second quarter of 2016 were adversely impacted by the deferred revenue write-downs associated with prior acquisitions as noted above.

Net income was \$2.3 million in the second quarter of 2017, compared to \$1.4 million in the second quarter of 2016. Earnings per share (diluted) were \$0.07 per share for the second quarter of 2017, compared to \$0.04 per share for the second quarter of 2016. Net income was positively influenced by lower income tax expense resulting from excess tax benefits associated with stock option exercises during the quarter.

Adjusted EBITDA (which we define as net income before interest, income taxes, share-based compensation, and depreciation and amortization) increased by 25 percent to \$9.9 million for the second quarter of 2017, compared to \$7.9 million for the second quarter of 2016.

At June 30, 2017, the Company had cash and marketable securities of \$115.7 million. Capital expenditures incurred during the second quarter of 2017 were approximately \$4.6 million.

Year-to-Date 2017 Compared to Year-to-Date 2016

For the first six months of 2017, revenues were \$121.4 million, an increase of 11 percent over revenues of \$108.9 million for the first six months of 2016. Revenue growth of \$12.5 million was partially offset by a decline in ICD-10 readiness revenue. Revenues from ICD-10-readiness training products declined by \$5.3 million to \$785,000 for the six months ended June 30, 2017, compared to \$6.1 million for the six months ended June 30, 2016. Operating income for the first six months of 2017 decreased by two percent to \$4.7 million, compared to \$4.8 million for the first six months of 2016. Net income for the first six months of 2017 increased by 22 percent to \$3.6 million, compared to \$2.9 million for the first six months of 2016. Earnings per share were \$0.11 per share (diluted) for the first six months of 2017 compared to \$0.09 per share (diluted) for the first six months of 2016. Adjusted EBITDA increased by 16 percent to \$18.5 million for the first six months of 2017 compared to \$15.9 million for the first six months of 2016.

Other Business Updates

At June 30, 2017, we had approximately 4,482,000 total subscribers implemented to use and 4,590,000 total subscribers contracted to use our subscription-based solutions. “Contracted subscribers” include both those already implemented and those under contract that are in the process of implementation. Revenue recognition commences when a contract is fully implemented.

Annualized revenue per implemented subscriber for Workforce Solutions

We view the metric, “Annualized Revenue per Implemented Subscriber for Workforce Solutions” (“Workforce ARIS”), as one of several measures of our progress in growing the value of our customer base. Workforce ARIS represents the quarter’s revenue from our subscription-based solutions, annualized, then divided by the quarter’s average number of implemented subscribers. Our subscription-based solutions include subscriptions to our platform applications plus courseware/content subscriptions. For the second quarter of 2017, HealthStream’s Workforce ARIS was \$38.16, compared to last year’s second quarter of \$35.70.

Management Team Announcements

On July 11, 2017, we announced that Jeff Cunningham joined HealthStream’s executive team as Senior Vice President (SVP) & Chief Technology Officer (CTO), while Jeff Doster—who previously served as SVP & CTO—was appointed as SVP & Chief Information Officer. At the same time, it was announced that Scott Fenstermacher was named Vice President & Head of Sales, following the resignation of Thomas Schultz, SVP, Sales. As SVP & CTO, Jeff Cunningham has assumed executive oversight of HealthStream’s core technology platform and all of the development teams involving our products and solutions. As SVP & CIO, Jeff Doster will now serve as our top technology infrastructure executive, focusing on security, IT operations, and support services. As VP & Head of Sales, Scott Fenstermacher is now leading HealthStream’s workforce and PX sales teams as the Company’s top sales leader.

Financial Outlook for 2017

For 2017, we anticipate that consolidated revenues will grow eight to 10 percent as compared to 2016. We anticipate that revenue growth in our Workforce Solutions segment will be in the four to six percent range and three to five percent in our Patient Experience Solutions segment as compared to 2016. We continue to anticipate that our Provider Solutions segment’s revenue will grow 47 to 51 percent as compared to 2016.

We continue to anticipate operating income for 2017 to increase between 50 and 65 percent as compared to 2016.

We continue to anticipate that capital expenditures will be between \$15 million and \$17 million during 2017. We expect the annual effective income tax rate to range between 32 percent and 36 percent for 2017.

This guidance does not include the impact of any other acquisitions that we may complete during 2017.

Commenting on results, Robert A. Frist, Jr., Chief Executive Officer, HealthStream, said “Compared to the second quarter last year, our quarterly revenues were up 12 percent, operating income was up 23 percent, and net income was up 62 percent. Our core financial metrics also again showed strong sequential improvement over last quarter, which gives us confidence in our expectation of leveraged operating income growth for 2017.”

A conference call with Robert A. Frist, Jr., Chief Executive Officer, Gerard M. Hayden, Jr., Senior Vice President and Chief Financial Officer, and Mollie Condra, Vice President of Investor Relations and Corporate Communications, will be held on Tuesday, July 25, 2017, at 9:00 a.m. (ET). To listen to the conference, please dial 877- 647-2842 (no conference ID needed) if you are calling within the domestic U.S. or Canada. If you are an international caller, please dial 914-495-8564 (no conference ID needed). The conference may also be accessed by going to <http://ir.healthstream.com/events.cfm> for the simultaneous Webcast of the call, which will subsequently be available for replay. The replay telephone numbers are 855-859-2056 (conference ID #56067211) for U.S. and Canadian callers and 404-537-3406 (conference ID #56067211) for international callers.

Use of Non-GAAP Financial Measures

This press release contains certain non-GAAP financial measures, including non-GAAP net income, non-GAAP operating income, and adjusted EBITDA, which are used by management in analyzing the Company’s financial results and ongoing operational performance.

In order to better assess the Company’s financial results, management believes that net income before interest, income taxes, share-based compensation, depreciation and amortization (“adjusted EBITDA”) is a useful measure for evaluating the operating performance of the Company because adjusted EBITDA reflects net income adjusted for non-cash and non-operating items. We believe that adjusted EBITDA is also useful to many investors to assess the Company’s results from current operations. Adjusted EBITDA is a non-GAAP financial measure and should not be considered as a measure of financial performance under GAAP. Because adjusted EBITDA is not a measurement determined in accordance with GAAP, it is susceptible to varying calculations. Accordingly, adjusted EBITDA, as presented, may not be comparable to other similarly titled measures of other companies.

In recent years, the Company has acquired businesses whose net tangible assets include deferred revenue. In accordance with GAAP reporting requirements, following the completion of any such acquisition, the Company may record a write-down of deferred revenue to fair value as

defined by GAAP. If the Company is required to record a write-down of deferred revenue, it may result in lower recognized revenue, operating income, and net income in subsequent periods.

In connection therewith, this release presents below non-GAAP operating income and non-GAAP net income, which in each case reflects the corresponding GAAP figures adjusted to exclude the impact of the deferred revenue write-down associated with fair value accounting for acquired businesses as referenced above. Management believes that the presentation of these non-GAAP financial measures assists investors in understanding the Company's performance between periods, excluding the impact of this deferred revenue write-down, and provides a useful measure of the ongoing performance of the Company. Both on a quarterly and year-to-date basis, the revenue for any acquired business is deferred and typically recognized over a one-to-two year period following the completion of an acquisition, so our GAAP revenues for this one-to-two year period will not reflect the full amount of revenues that would have been reported if the acquired deferred revenue had not been written down to fair value.

These non-GAAP financial measures should not be considered a substitute for, or superior to, measures of financial performance, which are prepared in accordance with GAAP, and may be different from non-GAAP financial measures used by other companies. Investors are encouraged to review the reconciliations of our GAAP to non-GAAP financial measures, which are set forth below in this release.

About HealthStream

HealthStream (NASDAQ: HSTM) is dedicated to improving patient outcomes through the development of healthcare organizations' greatest asset: their people. Our unified suite of solutions is contracted by, collectively, approximately 4.6 million healthcare employees in the U.S. for workforce development, training & learning management, talent management, credentialing, privileging, provider enrollment, performance assessment, and managing simulation-based education programs. Our research solutions provide valuable insight to healthcare providers to meet HCAHPS requirements, improve the patient experience, engage their workforce, and enhance physician alignment. Based in Nashville, Tennessee, HealthStream has additional offices in Brentwood, Tennessee; Jericho, New York; Boulder, Colorado; San Diego, California; and Chicago, Illinois. For more information, visit <http://www.healthstream.com> or call 800-933-9293.

HEALTHSTREAM, INC. Condensed Consolidated Statements of Income (In thousands, except per share data)

	Unaudited			
	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2017	2016	2017	2016
Revenues	\$61,481	\$54,793	\$121,351	\$108,871
Operating expenses:				
Cost of revenues (excluding depreciation and amortization)	26,375	22,622	52,651	45,522
Product development	7,041	7,244	13,640	14,263
Sales and marketing	10,159	9,001	20,993	17,558
Other general and administrative	8,520	8,529	16,460	16,505
Depreciation and amortization	6,531	5,081	12,918	10,221
Total operating expenses	58,626	52,477	116,662	104,069
Operating income	2,855	2,316	4,689	4,802
Other income (expense), net	165	109	295	127
Income before income taxes	3,020	2,425	4,984	4,929
Income tax provision	754	1,022	1,432	2,026
Net income	<u>\$ 2,266</u>	<u>\$ 1,403</u>	<u>\$ 3,552</u>	<u>\$ 2,903</u>
Net income per share:				
Net income per share, basic	<u>\$ 0.07</u>	<u>\$ 0.04</u>	<u>\$ 0.11</u>	<u>\$ 0.09</u>
Net income per share, diluted	<u>\$ 0.07</u>	<u>\$ 0.04</u>	<u>\$ 0.11</u>	<u>\$ 0.09</u>
Weighted average shares outstanding:				
Basic	<u>31,876</u>	<u>31,736</u>	<u>31,825</u>	<u>31,701</u>
Diluted	<u>32,229</u>	<u>32,071</u>	<u>32,166</u>	<u>32,021</u>

HEALTHSTREAM, INC. Condensed Consolidated Balance Sheets (In thousands)

	Unaudited	
	June 30,	December 31,
	2017	2016 ⁽¹⁾
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 54,551	\$ 49,634
Marketable securities	61,142	53,540
Accounts and unbilled receivables, net	39,833	47,386
Prepaid and other current assets	26,260	26,877
Total current assets	181,786	177,437

Capitalized software development, net	18,346	16,310
Property and equipment, net	10,263	10,245
Goodwill and intangible assets, net	183,336	188,129
Other assets	4,044	3,879
Total assets	<u>\$397,775</u>	<u>\$396,000</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable, accrued and other liabilities	\$ 25,762	\$ 26,428
Deferred revenue	67,133	68,542
Total current liabilities	92,895	94,970
Deferred tax liabilities	4,446	5,968
Deferred revenue, non-current	6,471	7,859
Other long-term liabilities	1,339	1,095
Total liabilities	105,151	109,892
Shareholders' equity:		
Common stock	281,570	280,813
Comprehensive loss	(36)	(51)
Retained earnings	11,090	5,346
Total shareholders' equity	292,624	286,108
Total liabilities and shareholders' equity	<u>\$397,775</u>	<u>\$396,000</u>

(1) Derived from audited financial statements contained in the Company's filing on Form 10-K for the year ended December 31, 2016.

HEALTHSTREAM, INC.
Condensed Consolidated Statements of Cash Flows
(In thousands)

	Unaudited	
	Six Months Ended	
	June 30,	June 30,
	2017	2016
Operating activities:		
Net income	\$ 3,552	\$ 2,903
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	12,918	10,221
Share-based compensation	919	1,004
Deferred income taxes	416	932
Provision for doubtful accounts	523	240
Loss on equity method investments	5	76
Other	264	607
Changes in assets and liabilities:		
Accounts and unbilled receivables	7,029	(5,722)
Prepaid and other assets	448	223
Accounts payable, accrued and other liabilities	(234)	(3,725)
Deferred revenue	(2,796)	(6,474)
Net cash provided by operating activities	<u>23,044</u>	<u>285</u>
Investing activities:		
Business combinations, net of cash acquired	—	(3,141)
Proceeds from sale of long-lived assets	—	975
Changes in marketable securities	(7,851)	(5,581)
Purchases of property and equipment	(3,876)	(3,234)
Payments associated with capitalized software development	(6,238)	(4,303)
Net cash used in investing activities	<u>(17,965)</u>	<u>(15,284)</u>
Financing activities:		
Proceeds from exercise of stock options	230	94
Taxes paid related to net settlement of equity awards	(392)	(302)
Net cash used in financing activities	<u>(162)</u>	<u>(208)</u>
Net increase (decrease) in cash and cash equivalents	4,917	(15,207)
Cash and cash equivalents at beginning of period	49,634	82,010
Cash and cash equivalents at end of period	<u>\$ 54,551</u>	<u>\$ 66,803</u>

Reconciliation of GAAP to Non-GAAP Financial Measures⁽¹⁾
(In thousands)

Unaudited

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2017	2016	2017	2016
GAAP net income	\$2,266	\$1,403	\$ 3,552	\$ 2,903
Interest income	(202)	(167)	(362)	(265)
Interest expense	37	25	62	51
Income tax provision	754	1,022	1,432	2,026
Share-based compensation expense	478	505	919	1,004
Depreciation and amortization	<u>6,531</u>	<u>5,081</u>	<u>12,918</u>	<u>10,221</u>
Adjusted EBITDA	<u>\$9,864</u>	<u>\$7,869</u>	<u>\$18,521</u>	<u>\$15,940</u>
GAAP operating income	\$2,855	\$2,316	\$ 4,689	\$ 4,802
Add: deferred revenue write-down	548	439	1,392	1,394
Non-GAAP operating income	<u>\$3,403</u>	<u>\$2,755</u>	<u>\$ 6,081</u>	<u>\$ 6,196</u>
GAAP net income	\$2,266	\$1,403	\$ 3,552	\$ 2,903
Add: deferred revenue write-down, net of tax	411	254	992	822
Non-GAAP net income	<u>\$2,677</u>	<u>\$1,657</u>	<u>\$ 4,544</u>	<u>\$ 3,725</u>

(1) This press release contains certain non-GAAP financial measures, including non-GAAP net income, non-GAAP operating income, and adjusted EBITDA, which are used by management in analyzing its financial results and ongoing operational performance.

This press release includes certain forward-looking statements (statements other than solely with respect to historical fact), including statements regarding expectations for the financial performance for 2017, that involve risks and uncertainties regarding HealthStream. These statements are based upon management's beliefs, as well as assumptions made by and data currently available to management. This information has been, or in the future may be, included in reliance on the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. The Company cautions that forward-looking statements involve known and unknown risks, uncertainties, and other factors that may cause the actual results, performance, or achievements to be materially different from future results, performance, or achievements expressed or implied by the forward-looking statements, including, without limitation, as the result of risks referenced in the Company's Annual Report on Form 10-K for the year ended December 31, 2016, filed on February 27, 2017, and in the Company's other filings with the Securities and Exchange Commission from time to time. Consequently, such forward-looking information should not be regarded as a representation or warranty or statement by the Company that such projections will be realized. Many of the factors that will determine the Company's future results are beyond the ability of the Company to control or predict. Readers should not place undue reliance on forward-looking statements, which reflect management's views only as of the date hereof. The Company undertakes no obligation to update or revise any such forward-looking statements.

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