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

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**FORM 8-K**

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

**Date of Report (Date of earliest event reported): April 27, 2017**

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**MEDPACE HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

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

**001-37856**  
(Commission  
File Number)

**32-0434904**  
(IRS Employer  
Identification No.)

**5375 Medpace Way  
Cincinnati, Ohio 45227  
(513) 579-9911**

(Address, including zip code, and telephone number,  
including area code, of registrant's principal executive offices)

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Indicate by check mark whether the registrant is an emerging growth company as defined in 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.

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))
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**Item 2.02 Results of Operations and Financial Condition.**

On May 1, 2017, Medpace Holdings, Inc. (the “Company”) issued a press release announcing its financial results for the three months ended March 31, 2017. The full text of the press release was posted on the Company’s internet website and is furnished as Exhibit 99.1 hereto and incorporated herein by reference.

Pursuant to General Instruction B.2 of Current Report on Form 8-K, the information contained in, or incorporated into, Item 2.02, including the press release attached as Exhibit 99.1, is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any registration statement or other filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference to such filing.

**Item 8.01 Other Events.**

On April 27, 2017, the Company’s Board of Directors authorized a share repurchase program of up to \$50 million of the Company’s common stock in the open market or negotiated transactions, at the discretion of the Company’s management. The extent and timing of repurchases depends on market conditions, applicable regulatory requirements, and other considerations. The share repurchase program does not obligate the Company to acquire any minimum amount of common stock and the program may be modified, limited, extended, suspended or terminated at any time at the Company’s discretion. The Company currently expects that the repurchases under the program will be made in compliance with the SEC’s Rule 10b-18.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press release dated May 1, 2017

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 hereunto duly authorized.

**MEDPACE HOLDINGS, INC.**

Date: May 1, 2017

By: /s/ Jesse J. Geiger

Name: Jesse J. Geiger

Title: Chief Financial Officer and Chief Operating Officer, Laboratory Operations



**FOR IMMEDIATE RELEASE**

## **Medpace Holdings, Inc. Reports First Quarter 2017 Results; Board Authorizes \$50 Million Share Repurchase Program**

- *Net service revenue of \$93.8 million in the first quarter increased 6.8% from net service revenue of \$87.8 million for the comparable prior-year period, representing a backlog conversion rate of 19.4%.*
- *Net new business awards totaled \$93.9 million in the first quarter, representing a decline of 11.8% from net new business awards of \$106.4 million for the comparable prior-year period and a net book-to-bill ratio of 1.00x.*
- *First quarter 2017 GAAP net income was \$8.4 million, or \$0.20 per diluted share, versus a GAAP net income of \$3.4 million, or \$0.11 per diluted share, for the comparable prior-year period. Net income margin was 9.0% and 3.9% for the first quarter of 2017 and 2016, respectively.*
- *Adjusted EBITDA was \$26.2 million, an increase of 1.8% versus the comparable prior-year period, resulting in an Adjusted EBITDA margin of 28.0% for the first quarter of 2017.*
- *Adjusted Net Income was \$14.1 million, or \$0.34 per diluted share, an increase of 21.7% from the comparable prior-year period.*

**CINCINNATI, OHIO, May 1, 2017**-- Medpace Holdings, Inc. (Nasdaq: MEDP) ("Medpace") today announced financial results for the first quarter ended March 31, 2017.

### **First Quarter 2017 Financial Results**

Net service revenue for the three months ended March 31, 2017 was \$93.8 million, an increase of 6.8% compared to \$87.8 million for the comparable prior-year period.

Backlog as of March 31, 2017 grew 8.0% to \$483.8 million from \$448.1 million as of March 31, 2016. Net new business awards were \$93.9 million, representing a net book-to-bill ratio of 1.00x for the first quarter of 2017, as compared to \$106.4 million for the comparable prior-year period. The Company calculates net book-to-bill ratio by dividing net new business awards by net service revenue.

For the first quarter of 2017, Direct costs, excluding depreciation and amortization, were \$51.1 million, compared to \$47.0 million in the first quarter of 2016. Adjusted Direct costs were \$51.9 million for the first quarter 2017 compared to \$47.8 million in the first quarter of 2016.

For the first quarter of 2017, Selling, general and administrative expenses were \$15.2 million compared to \$13.5 million in the first quarter of 2016. Adjusted Selling, general and administrative expenses were \$15.3 million for the first quarter 2017 versus \$13.3 million in the first quarter of 2016.

GAAP net income for the first quarter of 2017 was \$8.4 million, or \$0.20 per diluted share, versus a GAAP net income of \$3.4 million, or \$0.11 per diluted share, for the first quarter of 2016. This resulted in a net income margin of 9.0% and 3.9% for the first quarter of 2017 and 2016, respectively.

Adjusted EBITDA for the first quarter of 2017 increased 1.8% to \$26.2 million, or 28.0% of net service revenue, compared to \$25.8 million, or 29.3% of net service revenue, for the comparable prior-year period.

Adjusted Net Income for the first quarter of 2017 increased 21.7% to \$14.1 million, compared to \$11.6 million for the comparable prior-year period. Adjusted Net Income per diluted share for the first quarter of 2017 was \$0.34, representing a decrease of 2.9%, compared to Adjusted Net Income per diluted share of \$0.35 for the comparable prior-year period.

A reconciliation of the Company's non-GAAP financial measures, including EBITDA, Adjusted EBITDA, Adjusted EBITDA margin, Adjusted Direct costs, Adjusted Selling, general and administrative expenses, Adjusted Net Income, and Adjusted Net Income per diluted share to the corresponding GAAP measures are provided below.

### **Share Repurchase Authorization**

The Company's Board of Directors has authorized a share repurchase program of up to \$50 million of the Company's common stock in the open market or negotiated transactions, at the discretion of our management. The extent and timing of repurchases depends on market conditions, applicable regulatory requirements, and other considerations. The share repurchase program does not obligate the Company to acquire any minimum amount of common stock and the program may be modified, limited, extended, suspended or terminated at any time at the Company's discretion. The Company currently expects that the repurchases under the program will be made in compliance with the SEC's Rule 10b-18.

### **Balance Sheet and Liquidity**

The Company's Cash and cash equivalents were \$29.3 million at March 31, 2017, and the Company used \$0.7 million in cash flow from operating activities during the first quarter of 2017.

### **Financial Guidance**

The Company forecasts 2017 net service revenue in the range of \$373 million to \$385 million, representing growth of 0.6% to 3.9% over 2016 net service revenue of \$370.6 million. GAAP net income for full year 2017 is forecasted in the range of \$32.0 million to \$35.4 million. Additionally, full-year 2017 Adjusted EBITDA is expected in the range of \$104 million to \$108 million.

Based on forecasted 2017 net service revenue of \$373 to \$385 million and GAAP net income of \$32.0 to \$35.4 million, diluted earnings per share (GAAP) is forecasted in the range of \$0.77 to \$0.85. Adjusted Net Income for 2017 is forecasted in the range of \$54.0 million to \$58.0 million, compared to Adjusted Net Income of \$55.7 million for 2016. Furthermore, Adjusted Net Income per diluted share for 2017 is expected in the range of \$1.30 to \$1.40 per share. This guidance does not reflect the potential impact of any share repurchases the Company may make pursuant to the share repurchase program.

### **Conference Call Details**

Medpace will host a conference call at 9:00 a.m. ET, Tuesday, May 2, 2017, to discuss its first quarter 2017 results.

To participate in the conference call, dial 800-219-7113 (domestic) or 574-990-1030 (international) using the passcode 8146223.

To access the conference call via webcast, visit the "Investors" section of Medpace's website at [medpace.com](http://medpace.com). The webcast replay of the call will be available at the same site approximately one hour after the end of the call.

A supplemental slide presentation will also be available at the "Investors" section of Medpace's website prior to the start of the call.

A recording of the call will be available at 12:00 p.m. ET on Tuesday, May 2, 2017 until 12:00 p.m. ET on Tuesday, May 16, 2017. To hear this recording, dial 855-859-2056 (domestic) or 404-537-3406 (international) using the passcode 8146223.

### **About Medpace**

Medpace is a scientifically-driven, global, full-service clinical contract research organization (CRO) providing Phase I-IV clinical development services to the biotechnology, pharmaceutical and medical device industries. Medpace's mission is to accelerate the global development of safe and effective medical therapeutics through its physician-led, high-science, and disciplined operating approach that leverages regulatory and therapeutic expertise across all major areas including oncology, cardiology, metabolic disease, endocrinology, central nervous system and anti-viral and anti-infective. Headquartered in Cincinnati, Ohio, Medpace employs approximately 2,500 people across 35 countries.

### **Forward-Looking Statements**

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements contained in this press release that do not relate to matters of historical fact should be considered forward-looking

statements, including without limitation statements regarding our anticipated financial results and effective tax rate used for non-GAAP adjustment purposes. In this context, forward-looking statements often address expected future business and financial performance and financial condition, and often contain words such as “expect,” “anticipate,” “intend,” “plan,” “believe,” “seek,” “see,” “will,” “would,” “target,” similar expressions, and variations or negatives of these words.

These forward-looking statements are based on management’s current expectations. These statements are neither promises nor guarantees, but involve known and unknown risks, uncertainties and other important factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements, including, but not limited to, the following: the potential loss, delay or non-renewal of our contracts, or the non-payment by customers for services we have performed; the failure to convert backlog to revenue at our present or historical conversion rate; fluctuation in our results between fiscal quarters and years; decreased operating margins due to increased pricing pressure or other pressures; failure to perform our services in accordance with contractual requirements, government regulations and ethical considerations; the impact of underpricing our contracts, overrunning our cost estimates or failing to receive approval for or experiencing delays with documentation of change orders; our failure to successfully execute our growth strategies; the impact of a failure to retain key personnel or recruit experienced personnel; the risks associated with our information systems infrastructure; our failure to manage our growth effectively; adverse results from customer or therapeutic area concentration; the risks associated with doing business internationally; the risks associated with the Foreign Corrupt Practices Act and other anti-corruption laws; future net losses; the impact of income tax rate fluctuations on operations, earnings and earnings per share; the risks associated with our intercompany pricing policies; our failure to attract suitable investigators and patients to our clinical trials; the liability risks associated with our research and development services; the risks related to our Phase I clinical services; inadequate insurance coverage for our operations and indemnification obligations; fluctuations in exchange rates; the risks related to our relationships with existing or potential customers who are in competition with each other; our failure to successfully integrate potential future acquisitions; potential impairment of goodwill or other intangible assets; our limited ability to utilize our net operating loss carryforwards or other tax attributes; the risks associated with the use and disposal of hazardous substances and waste; the failure of third parties to provide us critical support services; our limited ability to protect our intellectual property rights; the risks associated with potential future investments in our customers’ business or drugs; general economic conditions in the markets in which we operate, including financial market conditions; the impact of a natural disaster or other catastrophic event; negative outsourcing trends in the biopharmaceutical industry and a reduction in aggregate expenditures and research and development budgets; our inability to compete effectively with other CROs; the impact of healthcare reform; the impact of recent consolidation in the biopharmaceutical industry; failure to comply with federal, state and foreign healthcare laws; the effect of current and proposed laws and regulations regarding the protection of personal data; our potential involvement in costly intellectual property lawsuits; actions by regulatory authorities or customers to limit the scope of or withdraw an approved drug, biologic or medical device from the market; failure to keep pace with rapid technological changes; the impact of industry-wide reputational harm to CROs; our ability to fulfill our debt obligations; the risks associated with incurring additional debt or undertaking additional debt obligations; the effect of covenant restrictions under our debt agreements on our ability to operate our business; our inability to generate sufficient cash to service all of our indebtedness; fluctuations in interest rates; and our dependence on our lenders, which may not be able to fund borrowings under the credit commitments, and our inability to borrow.

These and other important factors discussed under the caption “Risk Factors” in our Annual Report on Form 10-K filed with the Securities and Exchange Commission, or SEC, on February 28, 2017, and our other reports filed with the SEC could cause actual results to differ materially from those indicated by the forward-looking statements made in this press release. These factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements that are included in this release and in our filings with the SEC. Any such forward-looking statements represent management’s estimates as of the date of this press release. While we may elect to update such forward-looking statements at some point in the future, we disclaim any obligation to do so, even if subsequent events cause our views to change. These forward-looking statements should not be relied upon as representing our views as of any date subsequent to the date of this press release.

### **Non-GAAP Financial Measures**

Certain financial measures presented in this press release, such as EBITDA, Adjusted EBITDA, Adjusted EBITDA margin, Adjusted Direct costs, Adjusted Selling, general and administrative expenses, Adjusted Net Income, and Adjusted Net Income per diluted share, are not recognized under generally accepted accounting principles in the United States of America, or U.S. GAAP. Management uses EBITDA, Adjusted EBITDA, Adjusted EBITDA margin, Adjusted Direct costs, Adjusted Selling, general and administrative expenses, Adjusted Net Income, and Adjusted Net Income per diluted share or comparable metrics as a measurement used in evaluating our operating performance on a consistent basis, as a consideration to assess incentive compensation for our employees, for planning purposes, including the preparation of our internal annual operating budget, and to evaluate the performance and effectiveness of our operational strategies.

EBITDA, Adjusted EBITDA, Adjusted EBITDA margin, Adjusted Direct costs, Adjusted Selling, general and administrative expenses, Adjusted Net Income, and Adjusted Net Income per diluted share have important limitations as analytical tools and you

should not consider them in isolation, or as a substitute for, analysis of our results as reported under U.S. GAAP. See the condensed consolidated financial statements included elsewhere in this release for our U.S. GAAP results. Additionally, for reconciliations of EBITDA, Adjusted EBITDA, Adjusted EBITDA margin, Adjusted Direct costs, Adjusted Selling, general and administrative expenses, Adjusted Net Income, Adjusted Net Income per diluted share to our closest reported U.S. GAAP measures, refer to the appendix of this press release.

*EBITDA, Adjusted EBITDA and Adjusted EBITDA margin*

We believe that EBITDA, Adjusted EBITDA, and Adjusted EBITDA margin are useful to provide additional information to investors about certain material non-cash and non-recurring items. While we believe these financial measures are commonly used by investors to evaluate our performance and that of our competitors, because not all companies use identical calculations, this presentation of EBITDA, Adjusted EBITDA and Adjusted EBITDA margin may not be comparable to other similarly titled measures of other companies and should not be considered as an alternative to performance measures derived in accordance with U.S. GAAP. EBITDA is calculated as net income (loss) attributable to Medpace Holdings, Inc. before income tax expense, interest expense, net, depreciation and amortization with Adjusted EBITDA being further adjusted for unusual and other items. Adjusted EBITDA margin is calculated by dividing Adjusted EBITDA by Service revenue, net for each period. Our presentation of EBITDA, Adjusted EBITDA and Adjusted EBITDA margin should not be construed as an inference that our future results will be unaffected by unusual or non-recurring items.

*Adjusted Net Income and Adjusted Net Income per diluted share*

Adjusted Net Income measures our operating performance by adjusting net income (loss) attributable to Medpace Holdings, Inc. to include cash expenditures related to rental payments on leases classified for accounting purposes as deemed landlord liabilities, and exclude amortization expense, certain stock based compensation award non-cash expenses, certain litigation expenses, deferred financing fees and certain other non-recurring items. Adjusted Net Income per diluted share measures Adjusted Net Income on a per diluted share basis. Management uses these measures to evaluate our core operating results as it excludes certain items whose fluctuations from period-to-period do not necessarily correspond to changes in the core operations of the business, but includes certain items such as depreciation, interest expense and tax expense, which are otherwise excluded from Adjusted EBITDA. We believe the presentation of Adjusted Net Income and Adjusted Net Income per diluted share enhances our investors' overall understanding of the financial performance. You should not consider Adjusted Net Income or Adjusted Net Income per diluted share as an alternative to Net income (loss) or Net income per diluted share attributable to Medpace Holdings Inc., determined in accordance with U.S. GAAP, as an indicator of operating performance.

*Adjusted Direct costs and Adjusted Selling, general and administrative expenses*

Adjusted Direct costs and Adjusted Selling, general and administrative expenses are useful to provide information to investors to evaluate core operating expenses as they exclude certain items whose fluctuations from period-to-period do not necessarily correspond to changes in the core operations of the business, but includes certain items such as certain lease payments which are otherwise excluded from core operating expenses. We believe that reporting these metrics enhance our investors' overall understanding of our core recurring operating expenses. You should not consider Adjusted Direct costs and Adjusted Selling, general and administrative expenses as an alternative to Direct costs, excluding depreciation and amortization and Selling, general and administrative expenses, determined in accordance with U.S. GAAP, as an indicator of operating performance.

**MEDPACE HOLDINGS, INC. AND SUBSIDIARIES**
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)**
*(Amounts in thousands, except per share amounts)*

	Three Months Ended March 31,	
	2017	2016
<b>Revenue:</b>		
Service revenue, net	\$ 93,781	\$ 87,800
Reimbursed out-of-pocket revenue	12,830	11,786
Total revenue	<u>106,611</u>	<u>99,586</u>
<b>Operating expenses:</b>		
Direct costs, excluding depreciation and amortization	51,105	46,981
Reimbursed out-of-pocket expenses	12,830	11,786
Selling, general and administrative	15,154	13,509
Depreciation	2,130	1,773
Amortization	9,448	12,668
Total operating expenses	<u>90,667</u>	<u>86,717</u>
Income from operations	15,944	12,869
<b>Other expense, net:</b>		
Miscellaneous expense, net	(372)	(935)
Interest expense, net	(1,794)	(5,973)
Total other expense, net	<u>(2,166)</u>	<u>(6,908)</u>
Income before income taxes	13,778	5,961
Income tax provision	5,331	2,513
Net income	<u>\$ 8,447</u>	<u>\$ 3,448</u>
<b>Net income per share attributable to common shareholders:</b>		
Basic	\$ 0.21	\$ 0.11
Diluted	\$ 0.20	\$ 0.11
<b>Weighted average common shares outstanding:</b>		
Basic	40,669	32,625
Diluted	41,508	32,625

**MEDPACE HOLDINGS, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)**

(Amounts in thousands, except share amounts)

	March 31, 2017	As Of December 31, 2016
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 29,316	\$ 37,099
Restricted cash	293	308
Accounts receivable and unbilled, net	82,283	79,767
Prepaid expenses and other current assets	16,433	16,074
Total current assets	128,325	133,248
Property and equipment, net	44,976	43,805
Goodwill	660,981	660,981
Intangible assets, net	126,623	136,071
Deferred income taxes	154	97
Other assets	5,034	4,903
Total assets	<u>\$ 966,093</u>	<u>\$ 979,105</u>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 8,345	\$ 10,911
Accrued expenses	14,083	24,417
Pre-funded study costs	48,473	51,948
Advanced billings	60,474	65,668
Current portion of long-term debt	13,406	12,375
Other current liabilities	5,264	3,284
Total current liabilities	150,045	168,603
Long-term debt, net, less current portion	147,230	151,267
Deemed landlord liability, less current portion	28,063	28,527
Deferred income tax liability	11,683	12,030
Other long-term liabilities	8,092	7,968
Total liabilities	345,113	368,395
Commitments and contingencies		
Shareholders' equity:		
Preferred stock - \$0.01 par-value; 5,000,000 shares authorized; no shares issued and outstanding at March 31, 2017 and December 31, 2016	-	-
Common stock - \$0.01 par-value; 250,000,000 shares authorized at March 31, 2017 and December 31, 2016, respectively; 40,675,553 and 40,662,856 shares issued and outstanding at March 31, 2017 and December 31, 2016, respectively	407	407
Additional paid-in capital	625,296	623,629
Accumulated deficit	(1,577)	(9,584)
Accumulated other comprehensive loss	(3,146)	(3,742)
Total shareholders' equity	620,980	610,710
Total liabilities and shareholders' equity	<u>\$ 966,093</u>	<u>\$ 979,105</u>

**MEDPACE HOLDINGS, INC. AND SUBSIDIARIES**
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)**
*(Amounts in thousands)*

	Three Months Ended March 31,	
	2017	2016
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net income	\$ 8,447	\$ 3,448
Adjustments to reconcile net income to net cash (used in) provided by operating activities:		
Depreciation	2,130	1,773
Amortization	9,448	12,668
Stock-based compensation expense	1,034	1,009
Amortization of debt issuance costs and discount	165	672
Deferred income tax benefit	(410)	(310)
Other	(252)	46
Changes in assets and liabilities:		
Accounts receivable and unbilled, net	(2,292)	(9,927)
Prepaid expenses and other current assets	(247)	(1,264)
Accounts payable	(1,331)	(2,027)
Accrued expenses	(10,508)	(5,004)
Pre-funded study costs	(3,497)	1,305
Advanced billings	(5,246)	9,669
Other assets and liabilities, net	1,884	567
Net cash (used in) provided by operating activities	(675)	12,625
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Property and equipment expenditures	(4,374)	(3,456)
Other	16	32
Net cash used in investing activities	(4,358)	(3,424)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds from stock option exercises	193	7
Payment of debt	(3,094)	(18)
Payment of deemed landlord liability	(404)	(369)
Net cash used in financing activities	(3,305)	(380)
EFFECTS OF EXCHANGE RATES ON CASH, CASH EQUIVALENTS AND RESTRICTED CASH	540	384
(DECREASE) INCREASE IN CASH, CASH EQUIVALENTS AND RESTRICTED CASH	(7,798)	9,205
CASH, CASH EQUIVALENTS AND RESTRICTED CASH — Beginning of period	37,407	17,737
CASH, CASH EQUIVALENTS AND RESTRICTED CASH — End of period	\$ 29,609	\$ 26,942

## RECONCILIATION OF NON-GAAP MEASURES (UNAUDITED)

*(Amounts in thousands, except per share amounts)*

	Three Months Ended March 31,	
	2017	2016
<b>RECONCILIATION OF GAAP NET INCOME TO EBITDA AND ADJUSTED EBITDA</b>		
Net income (GAAP)	\$ 8,447	\$ 3,448
Interest expense, net	1,794	5,973
Income tax provision	5,331	2,513
Depreciation	2,130	1,773
Amortization	9,448	12,668
EBITDA (Non-GAAP)	<u>\$ 27,150</u>	<u>\$ 26,375</u>
Corporate campus lease payments (b)	(936)	(930)
Other transaction expenses (d)	-	314
Adjusted EBITDA (Non-GAAP)	<u>\$ 26,214</u>	<u>\$ 25,759</u>
Net income margin (GAAP)	9.0%	3.9%
Adjusted EBITDA margin (Non-GAAP)	28.0%	29.3%
<b>RECONCILIATION OF GAAP NET INCOME TO ADJUSTED NET INCOME</b>		
Net income as reported (GAAP)	\$ 8,447	\$ 3,448
Amortization	9,448	12,668
Corporate campus lease payments - principal portion (b)	(404)	(369)
Other transaction expenses (d)	-	314
Deferred financing fees (c)	165	672
Income tax effect of adjustments (39.0%) (e)	(3,592)	(5,181)
Adjusted net income (Non-GAAP)	<u>\$ 14,064</u>	<u>\$ 11,552</u>
Net income per diluted share (GAAP)	\$ 0.20	\$ 0.11
Adjusted net income per diluted share (Non-GAAP)	\$ 0.34	\$ 0.35
Diluted average common shares outstanding	41,508	32,625
<b>RECONCILIATION OF ADJUSTED DIRECT COSTS</b>		
Direct costs, excluding depreciation and amortization (GAAP)	\$ 51,105	\$ 46,981
Corporate campus lease payments (b)	796	790
Adjusted direct costs (Non-GAAP)	<u>\$ 51,901</u>	<u>\$ 47,771</u>
<b>RECONCILIATION OF ADJUSTED SELLING, GENERAL AND ADMINISTRATIVE</b>		
Selling, general and administrative (GAAP)	\$ 15,154	\$ 13,509
Corporate campus lease payments (b)	140	140
Other transaction expenses (d)	-	(314)
Adjusted selling, general and administrative (Non-GAAP)	<u>\$ 15,294</u>	<u>\$ 13,335</u>

**MEDPACE HOLDINGS, INC. AND SUBSIDIARIES**  
**FY 2017 GUIDANCE RECONCILIATION (UNAUDITED)**

(Amounts in millions, except per share amounts)

	Forecast 2017		Forecast 2017		Year ended	
	Adjusted Net Income		Adjusted Diluted Earnings Per Share		December 31, 2016	
	Low	High	Low	High	Adjusted Net Income	Adjusted Net Income per diluted share
Net income and diluted earnings per share (GAAP)	\$ 32.0	\$ 35.4	\$ 0.77	\$ 0.85	\$ 13.4	\$ 0.37
<i>Adjustments:</i>						
Amortization	37.8	37.8	0.91	0.91	50.7	1.39
Stock compensation expense: liability awards mark-to-market (a)	-	-	-	-	5.7	0.16
Other transaction expenses (d)	-	-	-	-	1.2	0.03
Corporate campus lease payments - principal portion (b)	(1.7)	(1.7)	(0.04)	(0.04)	(1.5)	(0.04)
Loss on extinguishment of debt (f)	-	-	-	-	10.7	0.29
Deferred financing fees (c)	0.7	0.7	0.02	0.02	2.6	0.07
Income tax effect of adjustments (e)	(14.8)	(14.2)	(0.36)	(0.34)	(27.1)	(0.74)
Adjusted net income and adjusted net income per diluted share (Non-GAAP)	\$ 54.0	\$ 58.0	\$ 1.30	\$ 1.40	\$ 55.7	\$ 1.53
Depreciation	9.1	9.1				
Income tax provision	36.3	36.3				
Interest expense, net	4.6	4.6				
Adjusted EBITDA (Non-GAAP)	\$ 104.0	\$ 108.0				

- (a) Consists of period end mark-to-market fair value adjustments associated with liability classified awards and the impact of a one-time stock based compensation award to our chief executive officer. Future stock based awards activity is expected to be classified as equity for accounting purposes and will not be subject to period ending fair value adjustments.
- (b) Represents cash rental payments on two corporate headquarter buildings that are accounted for as deemed assets and subject to depreciation expense over the life of the lease. Payments made for these leases are accounted for with a principal portion and an interest portion, consistent with deemed landlord liability accounting. The interest portion of these payments is included in net cash provided by operating activities in our statement of cash flows. The principal portion is reflected as a financing activity in our statement of cash flows. These adjustments for purposes of arriving at Adjusted EBITDA, Adjusted Direct costs, Adjusted Selling, general and administrative expenses and Adjusted Net Income have the effect of presenting these leases consistently with all other office lease rentals that we have globally.
- (c) Represents amortization of the discount and issuance costs deferred on the consolidated balance sheet associated with the issuance of the Senior Secured Credit Facility.
- (d) Represents advisory costs and other fees incurred in connection with the August 2016 initial public offering.
- (e) Represents the tax effect of the total adjustments at 39% for 2016. For full year 2017 guidance, a tax rate of 38.5% to 39.5% is assumed.
- (f) Represents a loss on extinguishment of long-term debt in connection with the repayment and extinguishment of our obligations under the previous Senior Secured Credit Facilities during the fourth quarter of 2016.