

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-K**

**Annual Report Pursuant To Section 13 Or 15(d) Of The Securities Exchange Act Of 1934**

For the fiscal year ended December 31, 2015

Or

**Transition Report Pursuant To Section 13 Or 15(d) Of The Securities Exchange Act Of 1934**

For The Transition Period From \_\_\_\_\_ To \_\_\_\_\_

Commission File Number 0-28274

**Sykes Enterprises, Incorporated**

(Exact name of registrant as specified in its charter)

**Florida**  
(State or other jurisdiction of  
incorporation or organization)

**56-1383460**  
(IRS Employer  
Identification No.)

**400 N. Ashley Drive, Suite 2800, Tampa, Florida**  
(Address of principal executive offices)

**33602**  
(Zip Code)

**(813) 274-1000**  
(Registrant's telephone number, including area code)

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

Title of Each Class  
**Common Stock \$.01 Par Value**

Name of each exchange on which registered  
**NASDAQ Stock Market, LLC**

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

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

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of “accelerated filer,” “large accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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

The aggregate market value of the shares of voting common stock held by non-affiliates of the Registrant computed by reference to the closing sales price of such shares on the NASDAQ Global Select Market on June 30, 2015, the last business day of the Registrant’s most recently completed second fiscal quarter, was \$1,008,374,946.

As of February 10, 2016, there were 42,784,966 outstanding shares of common stock.

**DOCUMENTS INCORPORATED BY REFERENCE:**

Documents  
Portions of the Proxy Statement for the year 2016 Annual Meeting of Shareholders

Form 10-K Reference  
Part III Items 10–14

**TABLE OF CONTENTS**

	<u>Page</u>
<b><u>PART I</u></b>	
Item 1	<a href="#">Business</a> 3
Item 1A	<a href="#">Risk Factors</a> 10
Item 1B	<a href="#">Unresolved Staff Comments</a> 18
Item 2	<a href="#">Properties</a> 19
Item 3	<a href="#">Legal Proceedings</a> 20
Item 4	<a href="#">Mine Safety Disclosures</a> 20
<b><u>PART II</u></b>	
Item 5	<a href="#">Market for Registrant’s Common Equity, Related Shareholder Matters and Issuer Purchases of Equity Securities</a> 21
Item 6	<a href="#">Selected Financial Data</a> 23
Item 7	<a href="#">Management’s Discussion and Analysis of Financial Condition and Results of Operations</a> 24
Item 7A	<a href="#">Quantitative and Qualitative Disclosures About Market Risk</a> 39
Item 8	<a href="#">Financial Statements and Supplementary Data</a> 40
Item 9	<a href="#">Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</a> 40
Item 9A	<a href="#">Controls and Procedures</a> 41
Item 9B	<a href="#">Other Information</a> 43
<b><u>PART III</u></b>	
Item 10	<a href="#">Directors, Executive Officers and Corporate Governance</a> 43
Item 11	<a href="#">Executive Compensation</a> 43
Item 12	<a href="#">Security Ownership of Certain Beneficial Owners and Management and Related Shareholder Matters</a> 43
Item 13	<a href="#">Certain Relationships and Related Transactions, and Director Independence</a> 43
Item 14	<a href="#">Principal Accountant Fees and Services</a> 43
<b><u>PART IV</u></b>	
Item 15	<a href="#">Exhibits and Financial Statement Schedules</a> 44

## PART I

### Item 1. Business

#### General

Sykes Enterprises, Incorporated and consolidated subsidiaries (“SYKES,” “our,” “us” or “we”) is a global leader in providing comprehensive outsourced customer contact management solutions and services in the business process outsourcing (“BPO”) arena. We provide an array of sophisticated customer contact management solutions to a wide range of clients including Global 2000 companies, medium-sized businesses and public institutions around the world, primarily in the communications, financial services, technology/consumer, transportation and leisure, healthcare and other industry verticals. We serve our clients through two geographic operating regions: the Americas (United States, Canada, Latin America, Australia and the Asia Pacific Rim) and EMEA (Europe, the Middle East and Africa). Our Americas and EMEA regions primarily provide customer contact management services (with an emphasis on inbound technical support and customer service), which includes customer assistance, healthcare and roadside assistance, technical support and product sales to our clients’ customers. These services are delivered through multiple communication channels including phone, e-mail, social media, text messaging, chat and digital self-service. We also provide various enterprise support services in the United States that include services for our clients’ internal support operations, from technical staffing services to outsourced corporate help desk services. In Europe, we also provide fulfillment services, which includes order processing via the Internet and phone, inventory control, product delivery and product returns handling. (See Note 25, Segments and Geographic Information, of the accompanying “Notes to Consolidated Financial Statements” for further information on our segments.) Our complete service offering helps our clients acquire, retain and increase the lifetime value of their customer relationships. We have developed an extensive global reach with customer contact management centers across six continents, including North America, South America, Europe, Asia, Australia and Africa. We deliver cost-effective solutions that enhance the customer service experience, promote stronger brand loyalty, and bring about high levels of performance and profitability.

SYKES was founded in 1977 in North Carolina and we moved our headquarters to Florida in 1993. In March 1996, we changed our state of incorporation from North Carolina to Florida. Our headquarters are located at 400 North Ashley Drive, Suite 2800, Tampa, Florida 33602, and our telephone number is (813) 274-1000.

In July 2015, we completed the acquisition of Qelp B.V. and its subsidiary (together, known as “Qelp”), pursuant to definitive Share Sale and Purchase Agreement, dated July 2, 2015. The Company has reflected the operating results in the accompanying Consolidated Statement of Operations for the period from July 2, 2015 to December 31, 2015.

Our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to those reports, as well as our proxy statements and other materials which are filed with, or furnished to, the Securities and Exchange Commission (“SEC”) are made available, free of charge, on or through our Internet website at [www.sykes.com](http://www.sykes.com) (click on “Company” then “Investor Relations” and then “SEC Filings” under the heading “Financial Reports and Filings”) as soon as reasonably practicable after they are filed with, or furnished to, the SEC.

#### Industry Overview

The customer contact management industry is highly fragmented and significant in size. According to Ovum, an industry research firm, the total number of individuals, or agent positions, working in the customer contact management industry worldwide was estimated at roughly 9.9 million in 2015. With approximately 78% of the customer contact work done by in-house contact centers, the number of agent positions working for outsourcers, such as SYKES, was estimated at 2.1 million in 2015. Both the outsourced and total agent positions are forecasted by Ovum to grow at compound annual growth rate of 5.4% and 2.0%, respectively, from 2015 to 2018. It is estimated that no single outsourcer has more than five percent of the total agent positions worldwide. Measured in dollar terms, the size of the outsourced portion of the customer contact management industry worldwide was estimated at approximately \$68 billion in 2015, according to International Data Corporation (“IDC”), an industry research firm. IDC also estimates that the outsourced portion of the customer contact industry is expected to grow to approximately \$81 billion by 2018, a compound annual growth rate of 6.0% from 2015 to 2018.

We believe that growth for outsourced customer contact management solutions and services will be fueled by the trend of Global 2000 companies and medium-sized businesses utilizing outsourcers. In today’s marketplace,

---

## [Table of Contents](#)

companies require innovative customer contact management solutions that allow them to enhance the end user's experience with their products and services, strengthen and enhance their company brands, maximize the lifetime value of their customers, efficiently and effectively deliver human interaction when customers value it most, and deploy best-in-class customer management strategies, processes and technologies. However, a myriad of factors, among them intense global competition, pricing pressures, softness in the global economy and rapid changes in technology, continue to make it difficult for companies to cost-effectively maintain the in-house personnel necessary to handle all of their customer contact management needs.

To address these needs, we offer comprehensive global customer contact management solutions that leverage brick-and-mortar and virtual at-home agent delivery infrastructure as well as digital self-service capabilities. We provide consistent high-value support for our clients' customers across the globe in a multitude of languages, leveraging our dynamic, secure communications infrastructure and our global footprint that reaches across 20 countries. This global footprint includes established brick-and-mortar operations in both onshore and offshore geographies where companies have access to high-quality customer contact management solutions at lower costs compared to other markets. We further complement our brick-and-mortar global delivery model with a highly differentiated and ready-made best-in-class virtual at-home agent delivery model, which we acquired through the Alpine Access, Inc. ("Alpine") acquisition in August of 2012. In addition, through the acquisition of Qelp, we strengthened our service portfolio, which includes email, chat and social media, to provide digital self-service customer support. The acquisition of Qelp further differentiates our go-to-market strategy as it expands options for companies to best service their customers in their channel of choice to deliver an "effortless customer experience." By working in partnership with outsourcers, companies can ensure that the crucial task of retaining and growing their customer base is addressed while creating operating flexibility, enabling focus on their core competencies, ensuring service excellence and execution, achieving cost savings through a variable cost structure, leveraging scale, entering niche markets speedily, and efficiently allocating capital within their organizations.

### **Business Strategy**

Broadly speaking, our value proposition to our clients is that of a trusted partner, which provides proven customer service solutions to Global 2000 companies that drive differentiation, brand loyalty and increased lifetime value of end customer relationships. By outsourcing their customer service solutions to us, clients are able to achieve designs of exceptional customer experience and drive tangible business impact with enhanced operational flexibility, lower operating costs and faster speed to market, all of which are at the center of our value proposition. At a tactical level, we deliver on this value proposition through consistent delivery of operational and client excellence. Our business strategy is to leverage this value proposition in order to capitalize on and increase our share of the large and underpenetrated addressable market opportunity for customer contact management services worldwide. We believe through successful execution of our business strategy, we could generate a healthy level of revenue growth and drive targeted long-term operating margins. To deliver on our long-term growth potential and operating margin objectives, we need to manage the key levers of our business strategy, the principles of which include the following:

***Build Long-Term Client Relationships Through Customer Service Excellence.*** We believe that providing high-value, high-quality service is critical in our clients' decisions to outsource and in building long-term relationships with our clients. To ensure service excellence and consistency across each of our centers globally, we leverage a portfolio of techniques, including SYKES Science of Service<sup>®</sup>. This standard is a compilation of more than 30 years of experience and best practices. Every customer contact management center strives to meet or exceed the standard, which addresses leadership, hiring and training, performance management down to the agent level, forecasting and scheduling, and the client relationship including continuous improvement, disaster recovery plans and feedback.

***Increasing Share of Seats Within Existing Clients and Winning New Clients .*** We provide customer contact management support to numerous multinational companies. With this client list, we have the opportunity to grow our client base. We strive to achieve this by winning a greater share of our clients' in-house seats as well as gaining share from our competitors by providing consistently high-quality service as clients continue to consolidate their vendor base. In addition, as we further leverage our highly differentiated virtual at-home agent delivery capability internationally, using our knowledge of verticals and business lines, we plan to win new clients as a way to broaden our base of growth.

***Diversifying Verticals and Expanding Service Lines.*** To mitigate the impact of any negative economic and product cycles on our growth rate, we continue to seek ways to diversify into verticals and service lines that have countercyclical features and healthy growth rates. We are targeting the following verticals for growth: communications, financial services, technology/consumer, healthcare and retail. These verticals cover various business lines, including wireless services, broadband, retail banking, credit card/consumer fraud protection, content moderation, telemedicine and soft and hard goods retailers.

---

[Table of Contents](#)

**Maximizing Capacity Utilization Rates and Strategically Adding Seat Capacity.** Revenues and profitability growth are driven by increasing the capacity utilization rate in conjunction with seat capacity additions. We plan to sustain our focus on increasing the capacity utilization rate by further penetrating existing clients, adding new clients and rationalizing underutilized seat capacity as deemed necessary. With greater operating flexibility resulting from the Alpine acquisition, we can rationalize underutilized capacity more efficiently and drive capacity utilization rates.

**Broadening At-Home Agent and Brick-and-Mortar Global Delivery Footprint.** Just as increased capacity utilization rates and increased seat capacity are key drivers of our revenues and profitability growth, where we deploy both the seat capacity and the virtual at-home agent delivery platform geographically is also important. By broadening and continuously strengthening our brick-and-mortar global delivery footprint and our virtual at-home agent delivery platform, we are able to meet both our existing and new clients' customer contact management needs globally as they enter new markets. At the end of 2015, our global delivery brick-and-mortar footprint spanned 20 countries while our virtual at-home agent delivery platform was recently launched in EMEA, building on our existing presence in 40 states and nine provinces within the U.S. and Canada, respectively.

**Creating Value-Added Service Enhancements.** To improve both revenue and margin expansion, we will continue to introduce new service offerings and add-on enhancements. Multilingual customer support, sales and marketing, digital self-service support and back office services are examples of horizontal service offerings, while data analytics and process improvement products are examples of add-on enhancements. Additionally, with the rapid emergence of on-line communities, such as Facebook and Twitter, we continue to make on-going investments in our social media service offerings, which can be leveraged across both our brick-and-mortar and virtual at-home agent delivery platforms.

**Continue to Grow Our Business Organically and through Acquisitions.** We have grown our customer contact management outsourcing operations utilizing a strategy of both internal organic growth and external acquisitions. Our organic growth and acquisition strategy is to target markets, clients, verticals, delivery geographies and service mix that will expand our addressable market opportunity, and thus drive our organic growth. Entry into The Philippines, El Salvador, Romania and Colombia are examples of how we leveraged these delivery geographies to further penetrate our base of both existing and new clients, verticals and service mix in order to drive organic growth. While the Alpine and Qelp acquisitions are examples of how we used an acquisition to augment and differentiate our delivery model, the ICT Group, Inc. ("ICT") acquisition is an example of how we used an acquisition to gain overall size and critical mass in key verticals, clients and geographies.

**Continuing to Focus on Expanding the Addressable Market Opportunities .** As part of our growth strategy, we continually seek to expand the number of markets we serve. The United States, Canada and Germany, for instance, are markets which are served by in-country centers, centers in offshore regions or a combination thereof. We continually seek ways to broaden the addressable market for our customer contact management services. We currently operate in 14 markets.

## Services

We specialize in providing inbound outsourced customer contact management solutions in the BPO arena on a global basis. Our customer contact management services are provided through two reportable segments — the Americas and EMEA. The Americas region, representing 81.3% of consolidated revenues in 2015, includes the United States, Canada, Latin America, Australia and the Asia Pacific Rim. The sites within Latin America and the Asia Pacific Rim are included in the Americas region as they provide a significant service delivery vehicle for U.S.-based companies that are utilizing our customer contact management solutions in these locations to support their customer care needs. In addition, the Americas region also includes revenues from our virtual at-home agent delivery solution, which serves markets in both the U.S. and Canada. The EMEA region, representing 18.7% of consolidated revenues in 2015, includes Europe, the Middle East and Africa. See Note 25, Segments and Geographic Information, of the accompanying "Notes to Consolidated Financial Statements" for further information on our segments. The following is a description of our customer contact management solutions:

**Outsourced Customer Contact Management Services.** Our outsourced customer contact management services represented approximately 98.1% of total 2015 consolidated revenues. Each year, we handle over 250 million customer contacts including phone, e-mail, social media, text messaging, chat and digital self-service support throughout the Americas and EMEA regions. We provide these services utilizing our advanced technology infrastructure, human resource management skills and industry experience. These services include:

- Customer care — Customer care contacts primarily include product information requests, describing product features, activating customer accounts, resolving complaints, cross-selling/up-selling, handling billing inquiries, changing addresses, claims handling, ordering/reservations, prequalification and warranty management, providing health information and roadside assistance;

---

## [Table of Contents](#)

- Technical support — Technical support contacts primarily include handling inquiries regarding hardware, software, communications services, communications equipment, Internet access technology and Internet portal usage; and
- Customer acquisition — Our customer acquisition services are primarily focused on inbound and outbound up-selling of our clients' products and services.

We provide these services, primarily inbound customer calls, through our extensive global network of customer contact management centers in many languages. In addition, we augment those in-bound calls with the option of digital self-service customer support. Our technology infrastructure and managed service solutions allow for effective distribution of calls to one or more centers. These technology offerings provide our clients and us with the leading edge tools needed to maximize quality and customer satisfaction while controlling and minimizing costs.

**Fulfillment Services.** In Europe, we offer fulfillment services that are integrated with our customer care and technical support services. Our fulfillment solutions include order processing via the Internet and phone, inventory control, product delivery and product returns handling.

**Enterprise Support Services.** In the United States, we provide a range of enterprise support services including technical staffing services and outsourced corporate help desk solutions.

### **Operations**

**Customer Contact Management Centers.** We operate across 20 countries in 67 customer contact management centers, which breakdown as follows: 18 centers across Europe and Egypt, 22 centers in the United States, five centers in Canada, three centers in Australia and 19 centers offshore, including the People's Republic of China, The Philippines, Costa Rica, El Salvador, India, Mexico, Brazil and Colombia. In addition to our customer contact management centers, we employ approximately 7,500 at-home customer contact agents across 40 states in the U.S. and across nine provinces in Canada.

We utilize a sophisticated workforce management system to provide efficient scheduling of personnel. Our internally developed digital private communications network complements our workforce by allowing for effective call volume management and disaster recovery backup. Through this network and our dynamic intelligent call routing capabilities, we can rapidly respond to changes in client call volumes and move call volume traffic based on agent availability and skill throughout our network of centers, improving the responsiveness and productivity of our agents. We also can offer cost competitive solutions for taking calls to our offshore locations.

Our data warehouse captures and downloads customer contact information for reporting on a daily, real-time and historical basis. This data provides our clients with direct visibility into the services that we are providing for them. The data warehouse supplies information for our performance management systems such as our agent scorecarding application, which provides us with the information required for effective management of our operations.

Our customer contact management centers are protected by a fire extinguishing system, backup generators with significant capacity and 24 hour refueling contracts and short-term battery backups in the event of a power outage, reduced voltage or a power surge. Rerouting of call volumes to other customer contact management centers is also available in the event of a telecommunications failure, natural disaster or other emergency. Security measures are imposed to prevent unauthorized physical access. Software and related data files are backed up daily and stored off site at multiple locations. We carry business interruption insurance covering interruptions that might occur as a result of certain types of damage to our business.

**Fulfillment Centers.** We currently have one fulfillment center located in Europe. We provide our fulfillment services primarily to certain clients operating in Europe who desire this complementary service in connection with outsourced customer contact management services.

[Table of Contents](#)

**Enterprise Support Services Office.** Our enterprise support services office, located in a metropolitan area in the United States, provides recruitment services for high-end knowledge workers, a local presence to service major accounts, and outsourced corporate help desk solutions.

## Sales and Marketing

Our sales and marketing objective is to leverage our vertical expertise and global presence to develop long-term relationships with existing and future clients. Our customer contact management solutions have been developed to help our clients acquire, retain and increase the lifetime value of their customer relationships. Our plans for increasing our visibility and impacting the market include participation in market-specific industry associations, trade shows and seminars, content marketing to industry leading corporations, and consultative personal visits and solution designs. We research and publish thought provoking perspectives on key industry issues, and use forums speaking engagements, articles and white papers, as well as our website and digital presence to establish our leadership position in the market.

Our sales force is composed of business development managers who pursue new business opportunities and strategic account managers who manage and grow relationships with existing accounts. We emphasize account development to strengthen relationships with existing clients. Business development management and strategic account managers are assigned to markets in their area of expertise in order to develop a complete understanding of each client's particular needs, to form strong client relationships and encourage cross-selling of our other service offerings. We have inside customer sales representatives who receive customer inquiries and who provide pre-sales relationship development for the business development managers. We use a methodical approach to collecting client feedback through quarterly business reviews, annual strategic reviews, and through our bi-annual Voice of the Client program, which enables us to react to early warning signs, and quickly identify and remedy challenges. It also is used to highlight our most loyal clients, who we then work with to provide references, testimonials and joint speaking engagements at industry conferences.

As part of our marketing efforts, we invite existing and potential clients to experience our customer contact management centers and virtual at-home agent delivery operations, where we can demonstrate the expertise of our skilled staff in partnering to deliver new ways of growing clients' customer satisfaction and retention rates, and thus profit, through timely, insightful and proven solutions. This forum allows us to demonstrate our capabilities to design, launch and scale programs. It also allows us to illustrate our best innovations in talent management, analytics, and digital channels, and how they can be best integrated into a program's design.

## Clients

We provide service to clients from our locations in the United States, Canada, Latin America, Australia, the Asia Pacific Rim, Europe and Africa. These clients are Global 2000 corporations, medium-sized businesses and public institutions, which span the communications, financial services, technology/consumer, transportation and leisure, healthcare and other industries. Revenue by industry vertical for 2015, as a percentage of our consolidated revenues, was 34% for communications, 24% for financial services, 20% for technology/consumer, 7% for transportation and leisure, 5% for healthcare, 3% for retail and 7% for all other verticals, including government and utilities. We believe our globally recognized client base presents opportunities for further cross marketing of our services.

Total revenues by segment from AT&T Corporation, a major provider of communication services for which we provide various customer support services, were as follows (in thousands):

	Years Ended December 31,					
	2015		2014		2013	
	Amount	% of Revenues	Amount	% of Revenues	Amount	% of Revenues
Americas	\$217,449	20.8%	\$212,607	19.9%	\$162,888	15.5%
EMEA	3,003	1.2%	3,519	1.4%	3,513	1.7%
	<u>\$220,452</u>	<u>17.1%</u>	<u>\$216,126</u>	<u>16.3%</u>	<u>\$166,401</u>	<u>13.2%</u>

We have multiple distinct contracts with AT&T spread across multiple lines of businesses, which expire at varying dates between 2016 and 2017. We have historically renewed most of these contracts. However, there is no assurance that these contracts will be renewed, or if renewed, will be on terms as favorable as the existing contracts. Each line



[Table of Contents](#)

of business is governed by separate business terms, conditions and metrics. Each line of business also has a separate decision maker such that a loss of one line of business would not necessarily impact our relationship with the client and decision makers on other lines of business. The loss of (or the failure to retain a significant amount of business with) any of our key clients, including AT&T, could have a material adverse effect on our performance. Many of our contracts contain penalty provisions for failure to meet minimum service levels and are cancelable by the client at any time or on short notice. Also, clients may unilaterally reduce their use of our services under our contracts without penalty.

Total revenues by segment from our next largest client, which was in the financial services vertical in each of the years, were as follows (in thousands):

	Years Ended December 31,					
	2015		2014		2013	
	Amount	% of Revenues	Amount	% of Revenues	Amount	% of Revenues
Americas	\$62,980	6.0%	\$70,255	6.6%	\$73,226	7.0%
EMEA	—	0.0%	—	0.0%	—	0.0%
	<u>\$62,980</u>	<u>4.9%</u>	<u>\$70,255</u>	<u>5.3%</u>	<u>\$73,226</u>	<u>5.8%</u>

Other than AT&T, total revenues by segment of our clients that each individually represent 10% or greater of that segment's revenues in each of the years were as follows (in thousands):

	Years Ended December 31,					
	2015		2014		2013	
	Amount	% of Revenues	Amount	% of Revenues	Amount	% of Revenues
Americas	\$ —	0.0%	\$ —	0.0%	\$ —	0.0%
EMEA	68,720	28.5%	79,811	31.1%	55,123	25.9%
	<u>68,720</u>	<u>5.3%</u>	<u>79,811</u>	<u>6.0%</u>	<u>55,123</u>	<u>4.4%</u>

Our top ten clients accounted for approximately 48.5%, 46.8% and 45.9% of our consolidated revenues during the years ended December 31, 2015, 2014 and 2013, respectively.

## Competition

The industry in which we operate is global and, therefore, highly fragmented and extremely competitive. While many companies provide customer contact management solutions and services, we believe no one company is dominant in the industry.

In most cases, our principal competition stems from our existing and potential clients' in-house customer contact management operations. When it is not the in-house operations of a client or potential client, our public and private direct competition includes 24/7 Customer, Alorica, Arise, Atento, Concentrix, Convergys, Expert Global Solutions, Groupe Actical/Sitel, iQor, LiveOps, StarTek, Sutherland, Teleperformance, TeleTech, Transcom and Working Solutions, as well as the customer care arm of such companies as Accenture, Infosys, Mahindra Satyam, Wipro and Xerox, among others. There are other numerous and varied providers of such services, including firms specializing in various CRM consulting, other customer management solutions providers, niche or large market companies, as well as product distribution companies that provide fulfillment services. Some of these companies possess substantially greater resources, greater name recognition and a more established customer base than we do.

We believe that the most significant competitive factors in the sale of outsourced customer contact management services include service quality, tailored value-added service offerings, industry experience, advanced technological capabilities, global coverage, reliability, scalability, security, price and financial strength. As a result of intense competition, outsourced customer contact management solutions and services frequently are subject to pricing pressure. Clients also require outsourcers to be able to provide services in multiple locations. Competition for contracts for many of our services takes the form of competitive bidding in response to requests for proposal.

## Intellectual Property

The success of our business depends, in part, on our proprietary technology and intellectual property. We rely on a combination of intellectual property laws and contractual arrangements to protect our intellectual property. We and our subsidiaries have registered various trademarks and service marks in the U.S. and/or other countries, including SYKES<sup>®</sup>, REAL PEOPLE. REAL SOLUTIONS<sup>®</sup>, SYKES HOME<sup>®</sup>, SYKES HOME POWERED BY ALPINE ACCESS<sup>®</sup>, SCIENCE OF SERVICE<sup>®</sup>, ALPINE ACCESS<sup>®</sup>, ALPINE ACCESS UNIVERSITY<sup>®</sup>, TALENTSPROUT<sup>®</sup>, and SECURE TALK<sup>®</sup>. The duration of trademark and service mark registrations varies from country to country but may generally be renewed indefinitely as long as the marks are in use and their registrations are properly maintained. Our subsidiary, Alpine, was issued U.S. Patent No. 8,565,413 in 2013 which relates to a system and method for establishment and management of a remote agent call center. Alpine was also issued U.S. Patent No. 9,100,484 on August 4, 2015 which relates to a secure call environment. Alpine has an additional pending U.S. patent application.

## Employees

As of January 31, 2016, we had approximately 54,550 employees worldwide, including 41,700 customer contact agents handling technical and customer support inquiries at our centers, 7,500 at-home customer contact agents handling technical and customer support inquiries, 5,100 in management, administration, information technology, finance, sales and marketing roles, 50 in enterprise support services and 200 in fulfillment services. Our employees, with the exception of approximately 650 employees in Brazil and various European countries, are not union members and we have never suffered a material interruption of business as a result of a labor dispute. We consider our relations with our employees worldwide to be satisfactory.

We employ personnel through a continually updated recruiting network. This network includes a seasoned team of recruiters, competency-based selection standards and the sharing of global best practices in order to advertise to and source qualified candidates through proven recruiting techniques. Nonetheless, demand for qualified professionals with the required language and technical skills may still exceed supply at times as new skills are needed to keep pace with the requirements of customer engagements. As such, competition for such personnel is intense. Additionally, employee turnover in our industry is high.

## Executive Officers

The following table provides the names and ages of our executive officers, and the positions and offices currently held by each of them:

<u>Name</u>	<u>Age</u>	<u>Principal Position</u>
Charles E. Sykes	53	President and Chief Executive Officer and Director
John Chapman	49	Executive Vice President and Chief Financial Officer
Lawrence R. Zingale	59	Executive Vice President, General Manager of Major Markets
Andrew J. Blanchard	58	Executive Vice President, Financial Services, Healthcare and Retail
Jenna R. Nelson	52	Executive Vice President, Human Resources
David L. Pearson	57	Executive Vice President and Chief Information Officer
James T. Holder	57	Executive Vice President, General Counsel and Corporate Secretary
William N. Rocktoff	53	Global Vice President and Corporate Controller

**Charles E. Sykes** joined SYKES in 1986 and was named President and Chief Executive Officer and Director in August 2004. From July 2003 to August 2004, Mr. Sykes was the Chief Operating Officer. From March 2000 to June 2001, Mr. Sykes was Senior Vice President, Marketing, and in June 2001, he was appointed to the position of General Manager, Senior Vice President — the Americas. From December 1996 to March 2000, he served as Vice President, Sales, and held the position of Regional Manager of the Midwest Region for Professional Services from 1992 until 1996.

**John Chapman, F.C.C.A.**, joined SYKES in September 2002 as Vice President, Finance, managing the EMEA finance function and was named Senior Vice President, EMEA Global Region in January 2012, adding operational responsibility. In April 2014, he was named Executive Vice President and Chief Financial Officer. Prior to joining SYKES, Mr. Chapman served as financial controller for seven years for Raytheon UK.

---

[Table of Contents](#)

**Lawrence R. Zingale** joined SYKES in January 2006 as Senior Vice President, Global Sales and Client Management. In May 2010, he was named Executive Vice President, Global Sales and Client Management and in September 2012, he was named Executive Vice President and General Manager of Major Markets. Prior to joining SYKES, Mr. Zingale served as Executive Vice President and Chief Operating Officer of StarTek, Inc. since 2002. From December 1999 until November 2001, Mr. Zingale served as President of the Americas at Stonehenge Telecom, Inc. From May 1997 until November 1999, Mr. Zingale served as President and Chief Operating Officer of International Community Marketing. From February 1980 until May 1997, Mr. Zingale held various senior level positions at AT&T.

**Andrew J. Blanchard** joined SYKES in November 2014 as Executive Vice President, Financial Services, Healthcare and Retail. From 2013 until his joining SYKES, Mr. Blanchard served as Managing Partner at Avasant, a globally ranked third-party advisory and consulting firm. Prior to 2013, Mr. Blanchard had a 30-year career at Accenture, formerly Andersen Consulting, working across the organization in various leadership roles; subsequently being named Managing Director of a new division, which focused on the global customer contact management industry.

**Jenna R. Nelson** joined SYKES in August 1993 and was named Senior Vice President, Human Resources, in July 2001. In May 2010, she was named Executive Vice President, Global Human Resources. From January 2001 until July 2001, Ms. Nelson held the position of Vice President, Human Resources. In August 1998, Ms. Nelson was appointed Vice President, Human Resources, and held the position of Director, Human Resources and Administration, from August 1996 to July 1998. From August 1993 until July 1996, Ms. Nelson served in various management positions within SYKES, including Director of Administration.

**David L. Pearson** joined SYKES in February 1997 as Vice President, Engineering, and was named Vice President, Technology Systems Management, in 2000 and Senior Vice President and Chief Information Officer in August 2004. In May 2010, he was named Executive Vice President and Chief Information Officer. Prior to SYKES, Mr. Pearson held various engineering and technical management roles over a fifteen year period, including eight years at Compaq Computer Corporation and five years at Texas Instruments.

**James T. Holder, J.D.**, joined SYKES in December 2000 as General Counsel and was named Corporate Secretary in January 2001, Vice President in January 2004 and Senior Vice President in December 2006. In May 2010, he was named Executive Vice President. From November 1999 until November 2000, Mr. Holder served in a consulting capacity as Special Counsel to Checkers Drive-In Restaurants, Inc., a publicly held restaurant operator and franchisor. From November 1993 until November 1999, Mr. Holder served in various capacities at Checkers including Corporate Secretary, Chief Financial Officer and Senior Vice President and General Counsel.

**William N. Rocktoff, C.P.A.**, joined SYKES in August 1997 as Corporate Controller and was named Treasurer and Corporate Controller in December 1999 and Vice President and Corporate Controller in March 2002. In January 2011, he was named Global Vice President and Corporate Controller. From November 1989 to August 1997, Mr. Rocktoff held various financial positions, including Corporate Controller, at Kimmins Corporation, a publicly-held contracting company.

## **Item 1A. Risk Factors**

### **Factors Influencing Future Results and Accuracy of Forward-Looking Statements**

This Annual Report on Form 10-K contains forward-looking statements (within the meaning of the Private Securities Litigation Reform Act of 1995) that are based on current expectations, estimates, forecasts, and projections about us, our beliefs, and assumptions made by us. In addition, we may make other written or oral statements, which constitute forward-looking statements, from time to time. Words such as “may,” “expects,” “projects,” “anticipates,” “intends,” “plans,” “believes,” “seeks,” “estimates,” variations of such words, and similar expressions are intended to identify such forward-looking statements. Similarly, statements that describe our future plans, objectives or goals also are forward-looking statements. These statements are not guarantees of future performance and are subject to a number of risks and uncertainties, including those discussed below and elsewhere in this Annual Report on Form 10-K. Our actual results may differ materially from what is expressed or forecasted in such forward-looking statements, and undue reliance should not be placed on such statements. All forward-looking statements are made as of the date hereof, and we undertake no obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise.

---

[Table of Contents](#)

Factors that could cause actual results to differ materially from what is expressed or forecasted in such forward-looking statements include, but are not limited to: the marketplace's continued receptivity to our terms and elements of services offered under our standardized contract for future bundled service offerings; our ability to continue the growth of our service revenues through additional customer contact management centers; our ability to further penetrate into vertically integrated markets; our ability to expand revenues within the global markets; our ability to continue to establish a competitive advantage through sophisticated technological capabilities, and the following risk factors:

**Risks Related to Our Business and Industry**

***Unfavorable general economic conditions could negatively impact our operating results and financial condition.***

Unfavorable general economic conditions could negatively affect our business. While it is often difficult to predict the impact of general economic conditions on our business, these conditions could adversely affect the demand for some of our clients' products and services and, in turn, could cause a decline in the demand for our services. Also, our clients may not be able to obtain adequate access to credit, which could affect their ability to make timely payments to us. If that were to occur, we could be required to increase our allowance for doubtful accounts, and the number of days outstanding for our accounts receivable could increase. In addition, we may not be able to renew our revolving credit facility at terms that are as favorable as those terms available under our current credit facility. Also, the group of lenders under our credit facility may not be able to fulfill their funding obligations, which could adversely impact our liquidity. For these reasons, among others, if unfavorable economic conditions persist or increase, this could adversely affect our revenues, operating results and financial condition, as well as our ability to access debt under comparable terms and conditions.

***Our business is dependent on key clients, and the loss of a key client could adversely affect our business and results of operations.***

We derive a substantial portion of our revenues from a few key clients. Our top ten clients accounted for approximately 48.5% of our consolidated revenues in 2015. The loss of (or the failure to retain a significant amount of business with) any of our key clients could have a material adverse effect on our business, financial condition and results of operations. Many of our contracts contain penalty provisions for failure to meet minimum service levels and are cancelable by the client at any time or on short-term notice. Also, clients may unilaterally reduce their use of our services under these contracts without penalty. Thus, our contracts with our clients do not ensure that we will generate a minimum level of revenues.

***Cyber-attacks as well as improper disclosure or control of personal information could result in liability and harm our reputation, which could adversely affect our business and results of operations.***

Our business is heavily dependent upon our computer and voice technologies, systems and platforms. Internal or external attacks on any of those could disrupt the normal operations of our call centers and impede our ability to provide critical services to our clients, thereby subjecting us to liability under our contracts. Additionally, our business involves the use, storage and transmission of information about our employees, our clients and customers of our clients. While we take measures to protect the security of, and unauthorized access to, our systems, as well as the privacy of personal and proprietary information, it is possible that our security controls over our systems, as well as other security practices we follow, may not prevent the improper access to or disclosure of personally identifiable or proprietary information. Such disclosure could harm our reputation and subject us to liability under our contracts and laws that protect personal data, resulting in increased costs or loss of revenue. Further, data privacy is subject to frequently changing rules and regulations, which sometimes conflict among the various jurisdictions and countries in which we provide services. Our failure to adhere to or successfully implement processes in response to changing regulatory requirements in this area could result in legal liability or impairment to our reputation in the marketplace, which could have a material adverse effect on our business, financial condition and results of operations.

***Our business is subject to substantial competition.***

The markets for many of our services operate on a commoditized basis and are highly competitive and subject to rapid change. While many companies provide outsourced customer contact management services, we believe no one company is dominant in the industry. There are numerous and varied providers of our services, including firms specializing in call center operations, temporary staffing and personnel placement, consulting and integration firms, and niche providers of outsourced customer contact management services, many of whom compete in only certain

markets. Our competitors include both companies that possess greater resources and name recognition than we do, as well as small niche providers that have few assets and regionalized (local) name recognition instead of global name recognition. In addition to our competitors, many companies who might utilize our services or the services of one of our competitors may utilize in-house personnel to perform such services. Increased competition, our failure to compete successfully, pricing pressures, loss of market share and loss of clients could have a material adverse effect on our business, financial condition and results of operations.

Many of our large clients purchase outsourced customer contact management services from multiple preferred vendors. We have experienced and continue to anticipate significant pricing pressure from these clients in order to remain a preferred vendor. These companies also require vendors to be able to provide services in multiple locations. Although we believe we can effectively meet our clients' demands, there can be no assurance that we will be able to compete effectively with other outsourced customer contact management services companies on price. We believe that the most significant competitive factors in the sale of our core services include the standard requirements of service quality, tailored value-added service offerings, industry experience, advanced technological capabilities, global coverage, reliability, scalability, security, price and financial strength.

***The concentration of customer support centers in certain geographies poses risks to our operations which could adversely affect our financial condition.***

Although we have call centers in many locations throughout the world, we have a concentration of centers in certain geographies outside of the U.S. and Canada, specifically The Philippines and Latin America. Our concentration of operations in those geographies is a result of our ability to access significant numbers of employees with certain language and other skills at costs that are advantageous. However, the concentration of business activities in any geographical area creates risks which could harm operations and our financial condition. Certain risks, such as natural disasters, armed conflict and military or civil unrest, political instability and disease transmission, as well as the risk of interruption to our delivery systems, is magnified when the realization of these, or any other risks, would effect a large portion of our business at once, which may result in a disproportionate increase in operating costs.

***Our business is dependent on the trend toward outsourcing.***

Our business and growth depend in large part on the industry trend toward outsourced customer contact management services. Outsourcing means that an entity contracts with a third party, such as us, to provide customer contact services rather than perform such services in-house. There can be no assurance that this trend will continue, as organizations may elect to perform such services themselves. A significant change in this trend could have a material adverse effect on our business, financial condition and results of operations. Additionally, there can be no assurance that our cross-selling efforts will cause clients to purchase additional services from us or adopt a single-source outsourcing approach.

***We are subject to various uncertainties relating to future litigation.***

We cannot predict whether any material suits, claims, or investigations may arise in the future. Regardless of the outcome of any future actions, claims, or investigations, we may incur substantial defense costs and such actions may cause a diversion of management time and attention. Also, it is possible that we may be required to pay substantial damages or settlement costs which could have a material adverse effect on our financial condition and results of operations.

***Our industry is subject to rapid technological change which could affect our business and results of operations.***

Rapid technological advances, frequent new product introductions and enhancements, and changes in client requirements characterize the market for outsourced customer contact management services. Technological advancements in voice recognition software, as well as self-provisioning and self-help software, along with call avoidance technologies, have the potential to adversely impact call volume growth and, therefore, revenues. Our future success will depend in large part on our ability to service new products, platforms and rapidly changing technology. These factors will require us to provide adequately trained personnel to address the increasingly sophisticated, complex and evolving needs of our clients. In addition, our ability to capitalize on our acquisitions will depend on our ability to continually enhance software and services and adapt such software to new hardware and operating system requirements. Any failure by us to anticipate or respond rapidly to technological advances, new products and enhancements, or changes in client requirements could have a material adverse effect on our business, financial condition and results of operations.

***Our business relies heavily on technology and computer systems, which subjects us to various uncertainties.***

We have invested significantly in sophisticated and specialized communications and computer technology and have focused on the application of this technology to meet our clients' needs. We anticipate that it will be necessary to continue to invest in and develop new and enhanced technology on a timely basis to maintain our competitiveness. Significant capital expenditures may be required to keep our technology up-to-date. There can be no assurance that any of our information systems will be adequate to meet our future needs or that we will be able to incorporate new technology to enhance and develop our existing services. Moreover, investments in technology, including future investments in upgrades and enhancements to software, may not necessarily maintain our competitiveness. Our future success will also depend in part on our ability to anticipate and develop information technology solutions that keep pace with evolving industry standards and changing client demands.

***Emergency interruption of customer contact management center operations could affect our business and results of operations.***

Our operations are dependent upon our ability to protect our customer contact management centers and our information databases against damage that may be caused by fire, earthquakes, severe weather and other disasters, power failure, telecommunications failures, unauthorized intrusion, computer viruses and other emergencies. The temporary or permanent loss of such systems could have a material adverse effect on our business, financial condition and results of operations. Notwithstanding precautions taken to protect us and our clients from events that could interrupt delivery of services, there can be no assurance that a fire, natural disaster, human error, equipment malfunction or inadequacy, or other event would not result in a prolonged interruption in our ability to provide services to our clients. Such an event could have a material adverse effect on our business, financial condition and results of operations.

***Our operating results will be adversely affected if we are unable to maximize our facility capacity utilization.***

Our profitability is significantly influenced by our ability to effectively manage our contact center capacity utilization. The majority of our business involves technical support and customer care services initiated by our clients' customers and, as a result, our capacity utilization varies and demands on our capacity are, to some degree, beyond our control. In order to create the additional capacity necessary to accommodate new or expanded outsourcing projects, we may need to open new contact centers. The opening or expansion of a contact center may result, at least in the short term, in idle capacity until we fully implement the new or expanded program. Additionally, the occasional need to open customer contact centers fully, or primarily, dedicated to a single client, instead of spreading the work among existing facilities with idle capacity, negatively affects capacity utilization. We periodically assess the expected long-term capacity utilization of our contact centers. As a result, we may, if deemed necessary, consolidate, close or partially close under-performing contact centers to maintain or improve targeted utilization and margins. There can be no guarantee that we will be able to achieve or maintain optimal utilization of our contact center capacity.

As part of our effort to consolidate our facilities, we may seek to sell or sublease a portion of our surplus contact center space, if any, and recover certain costs associated with it. Failure to sell or sublease such surplus space will negatively impact results of operations.

***Increases in the cost of telephone and data services or significant interruptions in such services could adversely affect our financial results.***

Our business is significantly dependent on telephone and data service provided by various local and long distance telephone companies. Accordingly, any disruption of these services could adversely affect our business. We have taken steps to mitigate our exposure to service disruptions by investing in redundant circuits, although there is no assurance that the redundant circuits would not also suffer disruption. Any inability to obtain telephone or data services at favorable rates could negatively affect our business results. Where possible, we have entered into long-term contracts with various providers to mitigate short-term rate increases and fluctuations. There is no obligation, however, for the vendors to renew their contracts with us, or to offer the same or lower rates in the future, and such contracts are subject to termination or modification for various reasons outside of our control. A significant increase in the cost of telephone services that is not recoverable through an increase in the price of our services could adversely affect our financial results.

***Our profitability may be adversely affected if we are unable to maintain and find new locations for customer contact centers in countries with stable wage rates.***

Our business is labor-intensive and therefore wages, employee benefits and employment taxes constitute the largest component of our operating expenses. As a result, expansion of our business is dependent upon our ability to find cost-effective locations in which to operate, both domestically and internationally. Some of our customer contact management centers are located in countries that have experienced inflation and rising standards of living, which requires us to increase employee wages. In addition, collective bargaining is being utilized in an increasing number of countries in which we currently, or may in the future, desire to operate. Collective bargaining may result in material wage and benefit increases. If wage rates and benefits increase significantly in a country where we maintain customer contact management centers, we may not be able to pass those increased labor costs on to our clients, requiring us to search for other cost effective delivery locations. Additionally, some of our customer contact management centers are located in jurisdictions subject to minimum wage regulations, which may result in increased wages in the future. There is no assurance that we will be able to find such cost-effective locations, and even if we do, the costs of closing delivery locations and opening new customer contact management centers can adversely affect our financial results.

***The adoption and implementation of new statutory and regulatory requirements for derivative transactions could have an adverse impact on our ability to hedge risks associated with our business.***

We enter into forward and option contracts to hedge against the effect of foreign currency exchange rate fluctuations. The United States Congress has passed, and the President has signed into law, the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”). The Dodd-Frank Act provides for new statutory and regulatory requirements for derivative transactions, including foreign currency and interest rate hedging transactions. The Dodd-Frank Act requires the Commodities Futures and Trading Commission to promulgate rules relating to the Dodd-Frank Act. Until the rules relating to the Dodd-Frank Act are established, we cannot know how these regulations will affect us. The rules adopted by the Commodities Futures and Trading Commission may in the future impact our flexibility to execute strategic hedges to reduce foreign exchange and interest rate uncertainty and thus protect cash flows. In addition, the banks and other derivatives dealers who are our contractual counterparties will be required to comply with the Dodd-Frank Act’s new requirements. It is possible that the costs of such compliance will be passed on to customers such as us.

### **Risks Related to Our International Operations**

***Our international operations and expansion involve various risks.***

We intend to continue to pursue growth opportunities in markets outside the United States. At December 31, 2015, our international operations were conducted from 31 customer contact management centers located in Sweden, Finland, Germany, Egypt, Scotland, Denmark, Norway, Hungary, Romania, The Philippines, the People’s Republic of China, India and Australia. Revenues from these international operations for the years ended December 31, 2015, 2014, and 2013, were 40.5%, 39.9%, and 38.7% of consolidated revenues, respectively. We also conduct business from 14 customer contact management centers located in Canada, Colombia, Costa Rica, El Salvador, Mexico and Brazil. International operations are subject to certain risks common to international activities, such as changes in foreign governmental regulations, tariffs and taxes, import/export license requirements, the imposition of trade barriers, difficulties in staffing and managing international operations, political uncertainties, longer payment cycles, possible greater difficulties in accounts receivable collection, economic instability as well as political and country-specific risks.

Additionally, we have been granted tax holidays in The Philippines, Colombia, Costa Rica and El Salvador which expire at varying dates from 2016 through 2028. In some cases, the tax holidays expire without possibility of renewal. In other cases, we expect to renew these tax holidays, but there are no assurances from the respective foreign governments that they will renew them. This could potentially result in adverse tax consequences, the impact of which is not practicable to estimate due to the inherent complexity of estimating critical variables such as long-term future profitability, tax regulations and rates in the multi-national tax environment in which we operate. Any one or more of these factors could have an adverse effect on our international operations and, consequently, on our business, financial condition and results of operations. The tax holidays decreased the provision for income taxes by \$4.0 million, \$2.7 million and \$4.7 million for the years ended December 31, 2015, 2014 and 2013, respectively.

---

[Table of Contents](#)

As of December 31, 2015, we had cash balances of approximately \$221.7 million held in international operations, most of which would be subject to additional taxes if repatriated to the United States. Determination of any unrecognized deferred tax liability related to investments in foreign subsidiaries is not practicable due to the inherent complexity of the multi-national tax environment in which we operate.

We conduct business in various foreign currencies and are therefore exposed to market risk from changes in foreign currency exchange rates and interest rates, which could impact our results of operations and financial condition. We are also subject to certain exposures arising from the translation and consolidation of the financial results of our foreign subsidiaries. We enter into foreign currency forward and option contracts to hedge against the effect of certain foreign currency exchange exposures. However, there can be no assurance that we can take actions to mitigate such exposure in the future, and if taken, that such actions will be successful or that future changes in currency exchange rates will not have a material adverse impact on our future operating results. A significant change in the value of the U.S. Dollar against the currency of one or more countries where we operate may have a material adverse effect on our financial condition and results of operations. Additionally, our hedging exposure to counterparty credit risks is not secured by any collateral. Although each of the counterparty financial institutions with which we place hedging contracts are investment grade rated by the national rating agencies as of the time of the placement, we can provide no assurances as to the financial stability of any of our counterparties. If a counterparty to one or more of our hedge transactions were to become insolvent, we would be an unsecured creditor and our exposure at the time would depend on foreign exchange rate movements relative to the contracted foreign exchange rate and whether any gains result that are not realized due to a counterparty default.

***The fundamental shift in our industry toward global service delivery markets presents various risks to our business.***

Clients continue to require blended delivery models using a combination of onshore and offshore support. Our offshore delivery locations include The Philippines, the People's Republic of China, India, Costa Rica, El Salvador, Mexico, Brazil and Colombia, and while we have operated in global delivery markets since 1996, there can be no assurance that we will be able to successfully conduct and expand such operations, and a failure to do so could have a material adverse effect on our business, financial condition, and results of operations. The success of our offshore operations will be subject to numerous factors, some of which are beyond our control, including general and regional economic conditions, prices for our services, competition, changes in regulation and other risks. In addition, as with all of our operations outside of the United States, we are subject to various additional political, economic and market uncertainties (see "Our international operations and expansion involve various risks"). Additionally, a change in the political environment in the United States or the adoption and enforcement of legislation and regulations curbing the use of offshore customer contact management solutions and services could have a material adverse effect on our business, financial condition and results of operations.

***Our global operations expose us to numerous legal and regulatory requirements.***

We provide services to our clients' customers in 20 countries around the world. Accordingly, we are subject to numerous legal regimes on matters such as taxation, government sanctions, content requirements, licensing, tariffs, government affairs, data privacy and immigration as well as internal and disclosure control obligations. In the U.S., as well as several of the other countries in which we operate, some of our services must comply with various laws and regulations regarding the method and timing of placing outbound telephone calls. Violations of these various laws and regulations could result in liability for monetary damages, fines and/or criminal prosecution and unfavorable publicity. Changes in U.S. federal, state and international laws and regulations, specifically those relating to the outsourcing of jobs to foreign countries as well as recently enacted statutory and regulatory requirements related to derivative transactions, may adversely affect our ability to perform our services at our overseas facilities or could result in additional taxes on such services, or impact our flexibility to execute strategic hedges, thereby threatening or limiting our ability or the financial benefit to continue to serve certain markets at offshore locations, or the risks associated therewith.

**Risks Related to Our Employees**

***Our operations are substantially dependent on our senior management.***

Our success is largely dependent upon the efforts, direction and guidance of our senior management. Our growth and success also depend in part on our ability to attract and retain skilled employees and managers and on the ability of our executive officers and key employees to manage our operations successfully. We have entered into



---

[Table of Contents](#)

employment and non-competition agreements with our executive officers. The loss of any of our senior management or key personnel, or the inability to attract, retain or replace key management personnel in the future, could have a material adverse effect on our business, financial condition and results of operations.

***Our inability to attract and retain experienced personnel may adversely impact our business.***

Our business is labor intensive and places significant importance on our ability to recruit, train, and retain qualified technical and consultative professional personnel. We generally experience high turnover of our personnel and are continuously required to recruit and train replacement personnel as a result of a changing and expanding work force. Additionally, demand for qualified technical professionals conversant in multiple languages, including English, and/or certain technologies may exceed supply, as new and additional skills are required to keep pace with evolving computer technology. Our ability to locate and train employees is critical to achieving our growth objective. Our inability to attract and retain qualified personnel or an increase in wages or other costs of attracting, training, or retaining qualified personnel could have a material adverse effect on our business, financial condition and results of operations.

***Health epidemics could disrupt our business and adversely affect our financial results.***

Our customer contact centers typically seat hundreds of employees in one location. Accordingly, an outbreak of a contagious infection in one or more of the markets in which we do business may result in significant worker absenteeism, lower asset utilization rates, voluntary or mandatory closure of our offices and delivery centers, travel restrictions on our employees, and other disruptions to our business. Any prolonged or widespread health epidemic could severely disrupt our business operations and have a material adverse effect on our business, financial condition and results of operations.

**Risks Related to Our Business Strategy**

***Our strategy of growing through selective acquisitions and mergers involves potential risks.***

We evaluate opportunities to expand the scope of our services through acquisitions and mergers. We may be unable to identify companies that complement our strategies, and even if we identify a company that complements our strategies, we may be unable to acquire or merge with the company. Also, a decrease in the price of our common stock could hinder our growth strategy by limiting growth through acquisitions funded with SYKES' stock.

The actual integration of the company may result in additional and unforeseen expenses, and the full amount of anticipated benefits of the integration plan may not be realized. If we are not able to adequately address these challenges, we may be unable to fully integrate the acquired operations into our own, or to realize the full amount of anticipated benefits of the integration of the companies.

Our acquisition strategy involves other potential risks. These risks include:

- the inability to obtain the capital required to finance potential acquisitions on satisfactory terms;
- the diversion of our attention to the integration of the businesses to be acquired;
- the risk that the acquired businesses will fail to maintain the quality of services that we have historically provided;
- the need to implement financial and other systems and add management resources;
- the risk that key employees of the acquired business will leave after the acquisition;
- potential liabilities of the acquired business;
- unforeseen difficulties in the acquired operations;
- adverse short-term effects on our operating results;
- lack of success in assimilating or integrating the operations of acquired businesses within our business;
- the dilutive effect of the issuance of additional equity securities;
- the impairment of goodwill and other intangible assets involved in any acquisitions;
- the businesses we acquire not proving profitable;
- incurring additional indebtedness; and
- in the case of foreign acquisitions, the need to integrate operations across different cultures and languages and to address the particular economic, currency, political, and regulatory risks associated with specific countries.

***We may incur significant cash and non-cash costs in connection with the continued rationalization of assets resulting from acquisitions.***

We may incur a number of non-recurring cash and non-cash costs associated with the continued rationalization of assets resulting from acquisitions relating to the closing of facilities and disposition of assets.

***If our goodwill or amortizable intangible assets become impaired, we could be required to record a significant charge to earnings.***

We recorded substantial goodwill and amortizable intangible assets as a result of the ICT, Alpine and Qelp acquisitions. We review our goodwill and amortizable intangible assets for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. We assess whether there has been an impairment in the value of goodwill at least annually. Factors that may be considered a change in circumstances indicating that the carrying value of our goodwill or amortizable intangible assets may not be recoverable include declines in stock price, market capitalization or cash flows and slower growth rates in our industry. We could be required to record a significant charge to earnings in our financial statements during the period in which any impairment of our goodwill or amortizable intangible assets were determined, negatively impacting our results of operations.

**Risks Related to Our Common Stock**

***Our organizational documents contain provisions that could impede a change in control.***

Our Board of Directors is divided into three classes serving staggered three-year terms. The staggered Board of Directors and the anti-takeover effects of certain provisions contained in the Florida Business Corporation Act and in our Articles of Incorporation and Bylaws, including the ability of the Board of Directors to issue shares of preferred stock and to fix the rights and preferences of those shares without shareholder approval, may have the effect of delaying, deferring or preventing an unsolicited change in control. This may adversely affect the market price of our common stock or the ability of shareholders to participate in a transaction in which they might otherwise receive a premium for their shares.

***The volatility of our stock price may result in loss of investment.***

The trading price of our common stock has been and may continue to be subject to wide fluctuations over short and long periods of time. We believe that market prices of outsourced customer contact management services stocks in general have experienced volatility, which could affect the market price of our common stock regardless of our financial results or performance. We further believe that various factors such as general economic conditions, changes or volatility in the financial markets, changing market conditions in the outsourced customer contact management services industry, quarterly variations in our financial results, the announcement of acquisitions, strategic partnerships, or new product offerings, and changes in financial estimates and recommendations by securities analysts could cause the market price of our common stock to fluctuate substantially in the future.

***Failure to adhere to laws, rules and regulations applicable to public companies operating in the U.S. may have an adverse effect on our stock price.***

Because we are a publicly-traded company, we are subject to certain evolving and extensive federal, state and other rules and regulations relating to, among other things, assessment and maintenance of internal controls and corporate governance. Section 404 of the Sarbanes-Oxley Act of 2002, together with rules and regulations issued by the Securities and Exchange Commission (“SEC”) require us to furnish, on an annual basis, a report by our management (included elsewhere in this Annual Report on Form 10-K) regarding the effectiveness of our internal control over financial reporting. The report includes, among other things, an assessment of the effectiveness of our internal controls over financial reporting as of the end of our fiscal year and a statement as to whether or not our internal controls over financial reporting are effective. We must include a disclosure of any material weaknesses in our internal control over financial reporting identified by management during the annual assessment. We have in the past discovered, and may potentially in the future discover, areas of internal control over financial reporting which may require improvement. If at any time we are unable to assert that our internal controls over financial reporting are effective, or if our auditors are unable to express an opinion on the effectiveness of our internal controls, our investors could lose confidence in the accuracy and/or completeness of our financial reports, which could have an adverse effect on our stock price.

---

[Table of Contents](#)

Additionally, the Dodd-Frank Wall Street Reform and Consumer Protection Act enacted in 2010 subjects us to significant additional executive compensation and corporate governance requirements and disclosures, some of which have yet to be implemented by the SEC. Compliance with these requirements may be costly and adversely affect our business.

**Item 1B. Unresolved Staff Comments**

There are no material unresolved written comments that were received from the SEC staff 180 days or more before the year ended December 31, 2015 relating to our periodic or current reports filed under the Securities Exchange Act of 1934.

**Item 2. Properties**

Our principal executive offices are located in Tampa, Florida, which consists of approximately 68,000 square feet of leased office space. This facility currently serves as the headquarters for senior management and the financial, information technology and administrative departments. In addition to our headquarters and the customer contact management centers (“centers”) used by our Americas and EMEA segments discussed below, we also have offices in several countries around the world which support our Americas and EMEA segments.

As of December 31, 2015, excluding centers we have exited, we operated 68 centers that are classified as follows:

- Multi-Client Centers — We own or lease space for these centers and serve multiple clients in each facility;
- Fulfillment Centers — We own or lease space for these centers and serve multiple clients in each facility.

As of December 31, 2015, our centers were located in the following countries:

	<u>Multi-Client Centers</u>	<u>Fulfillment Centers</u>	<u>Total Number of Centers</u>
<b>Americas</b>			
Australia	3	—	3
Brazil	2	—	2
Canada	5	—	5
Colombia	1	—	1
Costa Rica	4	—	4
El Salvador	1	—	1
India	1	—	1
Mexico	1	—	1
People’s Republic of China	3	—	3
The Philippines	6	—	6
United States of America	22	—	22
Total Americas centers	<u>49</u>	<u>—</u>	<u>49</u>
<b>EMEA</b>			
Denmark	1	—	1
Egypt	1	—	1
Finland	1	—	1
Germany	4	—	4
Hungary	1	—	1
Norway	1	—	1
Romania	2	—	2
Scotland	3	1	4
Sweden	4	—	4
Total EMEA centers	<u>18</u>	<u>1</u>	<u>19</u>
Total centers	<u><b>67</b></u>	<u><b>1</b></u>	<u><b>68</b></u>

We believe our existing facilities are suitable and adequate to meet current requirements, and that suitable additional or substitute space will be available as needed to accommodate any physical expansion or any space required due to expiring leases not renewed. We operate from time to time in temporary facilities to accommodate growth before new centers are available. At December 31, 2015, our centers, taken as a whole, were utilized at average capacities of approximately 79% and were capable of supporting a higher level of market demand.

**Item 3. Legal Proceedings**

From time to time, we are involved in legal actions arising in the ordinary course of business. With respect to these matters, we believe that we have adequate legal defenses and/or when possible and appropriate, have provided adequate accruals related to those matters such that the ultimate outcome will not have a material adverse effect on our future financial position or results of operations.

**Item 4. Mine Safety Disclosures**

Not Applicable.

**PART II**

**Item 5. Market for the Registrant’s Common Equity, Related Shareholder Matters and Issuer Purchases of Securities**

Our common stock is quoted on the NASDAQ Global Select Market under the symbol SYKE. The following table sets forth, for the periods indicated, certain information as to the high and low intraday sale prices per share of our common stock as quoted on the NASDAQ Global Select Market.

	<u>High</u>	<u>Low</u>
<b>Year Ended December 31, 2015:</b>		
Fourth Quarter	<b>\$33.00</b>	<b>\$24.91</b>
Third Quarter	<b>26.00</b>	<b>22.48</b>
Second Quarter	<b>26.04</b>	<b>23.59</b>
First Quarter	<b>24.91</b>	<b>22.02</b>
<b>Year Ended December 31, 2014:</b>		
Fourth Quarter	\$24.71	\$19.47
Third Quarter	22.37	19.01
Second Quarter	21.79	19.05
First Quarter	21.79	18.60

Holders of our common stock are entitled to receive dividends out of the funds legally available when and if declared by the Board of Directors. We have not declared or paid any cash dividends on our common stock in the past and do not anticipate paying any cash dividends in the foreseeable future.

As of February 10, 2016, there were 840 holders of record of the common stock. We estimate there were approximately 11,300 beneficial owners of our common stock.

Below is a summary of stock repurchases for the quarter ended December 31, 2015 (in thousands, except average price per share).

<u>Period</u>	<u>Total Number of Shares Purchased <sup>(1)</sup></u>	<u>Average Price Paid Per Share</u>	<u>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs</u>	<u>Maximum Number of Shares That May Yet Be Purchased Under Plans or Programs</u>
October 1, 2015 – October 31, 2015	7	\$ 25.00	7	138
November 1, 2015 – November 30, 2015	—	\$ —	—	138
December 1, 2015 – December 31, 2015	—	\$ —	—	138
Total	<u>7</u>		<u>7</u>	<u>138</u>

<sup>(1)</sup> All shares purchased as part of the repurchase plan publicly announced on August 18, 2011. Total number of shares approved for repurchase under the 2011 Repurchase Plan was 5.0 million with no expiration date.

**Five-Year Stock Performance Graph**

The following graph presents a comparison of the cumulative shareholder return on the common stock with the cumulative total return on the NASDAQ Computer and Data Processing Services Index, the NASDAQ Telecommunications Index, the Russell 2000 Index, the S&P Small Cap 600 and the SYKES Peer Group (as defined below). The SYKES Peer Group is comprised of publicly traded companies that derive a substantial portion of their revenues from call center, customer care business, have similar business models to SYKES, and are those most commonly compared to SYKES by industry analysts following SYKES. This graph assumes that \$100 was invested on December 31, 2010 in SYKES common stock, the NASDAQ Computer and Data Processing Services Index, the NASDAQ Telecommunications Index, the Russell 2000 Index, the S&P Small Cap 600 and SYKES Peer Group, including reinvestment of dividends.

Comparison of Five-Year Cumulative Total Return (in dollars)



**SYKES Peer Group**

	<b>Exchange &amp; Ticker Symbol</b>
Convergys Corp.	NYSE: CVG
StarTek, Inc.	NYSE: SRT
TeleTech Holdings, Inc.	NASDAQ: TTEC
Teleperformance	NYSE Euronext: RCF

There can be no assurance that SYKES’ stock performance will continue into the future with the same or similar trends depicted in the graph above. SYKES does not make or endorse any predictions as to the future stock performance.

*The information contained in the Stock Performance Graph section shall not be deemed to be “soliciting material” or “filed” or incorporated by reference in future filings with the SEC, or subject to the liabilities of Section 18 of the Securities Exchange Act of 1934, except to the extent that we specifically incorporate it by reference into a document filed under the Securities Exchange Act of 1934.*

**Item 6. Selected Financial Data**

**Selected Financial Data**

The following selected financial data has been derived from our consolidated financial statements.

We sold our operations in Spain during 2012. Accordingly, we have reclassified the selected financial data for all periods presented to reflect these results as discontinued operations in accordance with Accounting Standards Codification 205-20 “*Discontinued Operations*”.

The information below should be read in conjunction with “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” and the accompanying Consolidated Financial Statements and related notes thereto.

(in thousands, except per share data)	Years Ended December 31,				
	2015	2014	2013	2012	2011
<b>Income Statement Data: <sup>(1)</sup></b>					
Revenues	\$1,286,340	\$1,327,523	\$1,263,460	\$1,127,698	\$1,169,267
Income from continuing operations <sup>(2,3,4,5,6,7,8)</sup>	94,264	79,555	53,527	47,779	65,535
Income from continuing operations, net of taxes <sup>(2,3,4,5,6,7,8)</sup>	68,597	57,791	37,260	39,950	52,314
(Loss) from discontinued operations, net of taxes <sup>(7)</sup>	—	—	—	(820)	(4,532)
Gain (loss) on sale of discontinued operations, net of taxes <sup>(8)</sup>	—	—	—	(10,707)	559
Net income	68,597	57,791	37,260	28,423	48,341

**Net Income (Loss) Per Common Share: <sup>(1)</sup>**

<b>Basic:</b>					
Continuing operations <sup>(2,3,4,5,6,7,8)</sup>	\$ 1.64	\$ 1.36	\$ 0.87	\$ 0.93	\$ 1.15
Discontinued operations <sup>(9,10)</sup>	—	—	—	(0.27)	(0.09)
Net income (loss) per common share	\$ 1.64	\$ 1.36	\$ 0.87	\$ 0.66	\$ 1.06
<b>Diluted:</b>					
Continuing operations <sup>(2,3,4,5,6,7,8)</sup>	\$ 1.62	\$ 1.35	\$ 0.87	\$ 0.93	\$ 1.15
Discontinued operations <sup>(9,10)</sup>	—	—	—	(0.27)	(0.09)
Net income (loss) per common share	\$ 1.62	\$ 1.35	\$ 0.87	\$ 0.66	\$ 1.06

**Weighted Average Common Shares: <sup>(1)</sup>**

Basic	41,899	42,609	42,877	43,105	45,506
Diluted	42,447	42,814	42,925	43,148	45,607

**Balance Sheet Data: <sup>(1,11)</sup>**

Total assets	\$ 947,772	\$ 944,500	\$ 950,261	\$ 908,689	\$ 769,130
Long-term debt	70,000	75,000	98,000	91,000	—
Shareholders’ equity	678,680	658,218	635,704	606,264	573,566

(1) The amounts for 2015 include the Qelp acquisition completed on July 2, 2015. The amounts for 2015, 2014, 2013 and 2012 include the Alpine acquisition completed on August 20, 2012. See Note 2, Acquisitions, for further information.

(2) The amounts for 2015 include a \$0.9 million net gain on insurance settlement, \$0.6 million loss on liquidation of a foreign subsidiary, \$0.5 million in Qelp acquisition-related costs, \$0.4 million in interest accretion on contingent consideration and a \$0.4 million net loss on disposal of property and equipment.

(3) The amounts for 2014 include a \$2.0 million net gain on disposal of property and equipment primarily due to the sale of the land and building in Bismarck, North Dakota and a \$0.1 million impairment of long-lived assets.

(4) The amounts for 2013 include \$2.1 million in Alpine acquisition-related costs and a \$0.2 million net loss on disposal of property and equipment.

(5) The amounts for 2012 include \$4.8 million in Alpine acquisition-related costs, a \$0.4 million net loss on the disposal of property and equipment, a \$0.1 million net gain on insurance settlement and a \$0.4 million impairment of long-lived assets.

(6) The amounts for 2011 include \$11.8 million in ICT acquisition-related costs, a \$3.0 million net gain on disposal of property and equipment primarily due to the sale of the land and building in Minot, North Dakota, a \$0.5 million net gain on insurance settlement and a \$1.7 million impairment of long-lived assets.

(7) The amounts for 2014, 2013, 2012, and 2011 include \$(0.3) million, \$0.3 million, \$1.8 million and \$5.3 million, respectively, related to the Exit Plans. See Note 3, Costs Associated with Exit or Disposal Activities, for further information.

(8) The amounts for 2011 includes a \$0.4 million recovery of regulatory penalties.

(9) The amounts for all periods presented include the operations in Spain and Argentina, which were sold in 2012 and 2010, respectively.

(10) The amounts include the gain (loss) on sale of the operations in Spain in 2012 and Argentina in 2011.

(11) The Company has not declared cash dividends per common share for any of the five years presented.





## Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

*This discussion should be read in conjunction with the accompanying Consolidated Financial Statements and the notes thereto that appear elsewhere in this Annual Report on Form 10-K. The following discussion and analysis compares the year ended December 31, 2015 ("2015") to the year ended December 31, 2014 ("2014"), and 2014 to the year ended December 31, 2013 ("2013").*

*The following discussion and analysis and other sections of this document contain forward-looking statements that involve risks and uncertainties. Words such as "may," "expects," "projects," "anticipates," "intends," "plans," "believes," "seeks," "estimates," variations of such words, and similar expressions are intended to identify such forward-looking statements. Similarly, statements that describe our future plans, objectives, or goals also are forward-looking statements. Future events and actual results could differ materially from the results reflected in these forward-looking statements, as a result of certain of the factors set forth below and elsewhere in this analysis and in this Annual Report on Form 10-K for the year ended December 31, 2015 in Item 1.A., "Risk Factors."*

### Executive Summary

We provide comprehensive customer contact management solutions and services to a wide range of clients including Global 2000 companies, medium-sized businesses and public institutions around the world, primarily in the communications, financial services, technology/consumer, transportation and leisure and healthcare industries. We serve our clients through two geographic operating regions: the Americas (United States, Canada, Latin America, Australia and the Asia Pacific Rim) and EMEA (Europe, the Middle East and Africa). Our Americas and EMEA groups primarily provide customer contact management services (with an emphasis on inbound technical support and customer service), which include customer assistance, healthcare and roadside assistance, technical support and product sales to our clients' customers. These services, which represented 98.1% of consolidated revenues in 2015, are delivered through multiple communication channels encompassing phone, e-mail, social media, text messaging, chat and digital self-service. We also provide various enterprise support services in the United States ("U.S.") that include services for our clients' internal support operations, from technical staffing services to outsourced corporate help desk services. In Europe, we also provide fulfillment services, which includes order processing via the Internet and phone, inventory control, product delivery, and product returns handling. Our complete service offering helps our clients acquire, retain and increase the lifetime value of their customer relationships. We have developed an extensive global reach with customer contact management centers throughout the United States, Canada, Europe, Latin America, Australia, the Asia Pacific Rim and Africa.

Revenues from these services is recognized as the services are performed, which is based on either a per minute, per hour, per call, per transaction or per time and material basis, under a fully executed contractual agreement, and we record reductions to revenues for contractual penalties and holdbacks for a failure to meet specified minimum service levels and other performance based contingencies. Revenue recognition is limited to the amount that is not contingent upon delivery of any future product or service or meeting other specified performance conditions. Product sales, accounted for within our fulfillment services, are recognized upon shipment to the customer and satisfaction of all obligations.

Direct salaries and related costs include direct personnel compensation, severance, statutory and other benefits associated with such personnel and other direct costs associated with providing services to customers.

General and administrative costs include administrative, sales and marketing, occupancy and other costs.

Depreciation, net represents depreciation on property and equipment, net of the amortization of deferred property grants.

Amortization of intangibles represents amortization of finite-lived intangible assets.

The net gain (loss) on disposal of property and equipment represents the difference between the amount of proceeds received, if any, and the carrying value of the asset.

Interest income primarily relates to interest earned on cash and cash equivalents.

Interest (expense) includes interest on outstanding borrowings, commitment fees charged on the unused portion of our revolving credit facility and contingent consideration, as more fully described in this Item 7, under "Liquidity and Capital Resources."

[Table of Contents](#)

Other (expense) includes gains and losses on foreign currency derivative instruments not designated as hedges, foreign currency transaction gains and losses, gains and losses on the liquidation of foreign subsidiaries and other miscellaneous income (expense).

Our effective tax rate for the periods presented includes the effects of state income taxes, net of federal tax benefit, tax holidays, valuation allowance changes, foreign rate differentials, foreign withholding and other taxes, and permanent differences.

**Acquisition of Qelp B.V.**

In July 2015, the Company completed the acquisition of Qelp B.V. and its subsidiary (together, known as “Qelp”), pursuant to definitive Share Sale and Purchase Agreement, dated July 2, 2015. The total purchase price of \$15.8 million was funded by \$9.8 million in cash on hand, net of working capital adjustments, and \$6.0 million of contingent consideration. The results of operations of Qelp have been reflected in the accompanying Consolidated Statement of Operations for the period from July 2, 2015 to December 31, 2015.

**Results of Operations**

The following table sets forth, for the years indicated, the amounts reflected in the accompanying Consolidated Statements of Operations as well as the changes between the respective years:

(in thousands)	Years Ended December 31,				
	2015	2014	2015 \$ Change	2013	2014 \$ Change
Revenues	<u>\$1,286,340</u>	<u>\$1,327,523</u>	<u>\$(41,183)</u>	<u>\$1,263,460</u>	<u>\$64,063</u>
Operating expenses:					
Direct salaries and related costs	836,516	892,110	(55,594)	855,266	36,844
General and administrative	297,257	298,129	(872)	297,519	610
Depreciation, net	43,752	45,363	(1,611)	42,084	3,279
Amortization of intangibles	14,170	14,396	(226)	14,863	(467)
Net (gain) loss on disposal of property and equipment	381	(2,030)	2,411	201	(2,231)
Total operating expenses	<u>1,192,076</u>	<u>1,247,968</u>	<u>(55,892)</u>	<u>1,209,933</u>	<u>38,035</u>
Income from operations	<u>94,264</u>	<u>79,555</u>	<u>14,709</u>	<u>53,527</u>	<u>26,028</u>
Other income (expense):					
Interest income	668	958	(290)	866	92
Interest (expense)	(2,465)	(2,011)	(454)	(2,307)	296
Other (expense)	(2,484)	(1,343)	(1,141)	(761)	(582)
Total other income (expense)	<u>(4,281)</u>	<u>(2,396)</u>	<u>(1,885)</u>	<u>(2,202)</u>	<u>(194)</u>
Income before income taxes	<u>89,983</u>	<u>77,159</u>	<u>12,824</u>	<u>51,325</u>	<u>25,834</u>
Income taxes	<u>21,386</u>	<u>19,368</u>	<u>2,018</u>	<u>14,065</u>	<u>5,303</u>
Net income	<u>\$ 68,597</u>	<u>\$ 57,791</u>	<u>\$ 10,806</u>	<u>\$ 37,260</u>	<u>\$20,531</u>

[Table of Contents](#)

The following table sets forth, for the years indicated, the amounts presented in the accompanying Consolidated Statements of Operations as a percentage of revenues:

	Years Ended December 31,		
	2015	2014	2013
<b>Percentage of Revenues:</b>			
Revenues	100.0%	100.0%	100.0%
Direct salaries and related costs	65.0	67.2	67.7
General and administrative	23.1	22.5	23.5
Depreciation, net	3.4	3.4	3.3
Amortization of intangibles	1.1	1.1	1.2
Net (gain) loss on disposal of property and equipment	0.0	(0.2)	0.0
Income from operations	7.4	6.0	4.3
Interest income	0.0	0.1	0.1
Interest (expense)	(0.2)	(0.2)	(0.2)
Other (expense)	(0.2)	(0.1)	(0.1)
Income before income taxes	7.0	5.8	4.1
Income taxes	1.7	1.5	1.1
Net income	5.3%	4.3%	3.0%

**2015 Compared to 2014**

*Revenues*

	Years Ended December 31,				
	2015		2014		\$ Change
(in thousands)	Amount	% of Revenues	Amount	% of Revenues	
Americas	\$1,045,415	81.3%	\$1,070,824	80.7%	\$(25,409)
EMEA	240,826	18.7%	256,699	19.3%	(15,873)
Other	99	0.0%	—	0.0%	99
Consolidated	<u>\$1,286,340</u>	<u>100.0%</u>	<u>\$1,327,523</u>	<u>100.0%</u>	<u>\$(41,183)</u>

Consolidated revenues decreased \$41.2 million, or 3.1%, in 2015 from 2014.

The decrease in Americas' revenues was primarily due to end-of-life client programs of \$82.1 million and the negative foreign currency impact of \$23.6 million, partially offset by higher volumes from existing contracts of \$67.3 million and new contract sales of \$13.0 million. Revenues from our offshore operations represented 44.5% of Americas' revenues, compared to 38.9% in 2014.

The decrease in EMEA's revenues was primarily due to the negative foreign currency impact of \$43.4 million and end-of-life client programs of \$4.5 million, partially offset by higher volumes from existing contracts of \$26.6 million and new contract sales of \$5.4 million.

On a consolidated basis, we had 41,100 brick-and-mortar seats as of December 31, 2015, an increase of 100 seats from 2014. The capacity utilization rate on a combined basis remained unchanged at 79% in 2015 and 2014.

On a geographic segment basis, 35,100 seats were located in the Americas, an increase of 600 seats from 2014, and 6,000 seats were located in EMEA, a decrease of 500 seats from 2014. The capacity utilization rate for the Americas as of December 31, 2015 was 79%, compared to 77% as of December 31, 2014, up primarily due to growth within new and existing clients. The capacity utilization rate for EMEA as of December 31, 2015 was 85%, compared to 90% as of December 31, 2014, down primarily due to lower demand in certain existing clients and the rationalization of seats in a highly utilized center due to a planned program expiration. We strive to attain a capacity utilization of 85% at each of our locations.

[Table of Contents](#)

We plan to add 1,600 seats on a gross basis in the first quarter of 2016, with total gross seats of 5,700 planned for the full year. However, we plan to rationalize 1,600 seats in 2016, with 500 expected in the first quarter of 2016. Total seat count on a net basis for the full year is expected to increase by 4,100 seats in 2016 versus 2015.

**Direct Salaries and Related Costs**

(in thousands)	Years Ended December 31,					
	2015		2014		\$ Change	Change in % of Revenues
	Amount	% of Revenues	Amount	% of Revenues		
Americas	\$664,976	63.6%	\$707,181	66.0%	\$(42,205)	-2.4%
EMEA	171,540	71.2%	184,929	72.0%	(13,389)	-0.8%
Consolidated	<u>\$836,516</u>	<u>65.0%</u>	<u>\$892,110</u>	<u>67.2%</u>	<u>\$(55,594)</u>	<u>-2.2%</u>

The decrease of \$55.6 million in direct salaries and related costs included a positive foreign currency impact of \$25.8 million in the Americas and a positive foreign currency impact of \$31.0 million in EMEA.

The decrease in Americas' direct salaries and related costs, as a percentage of revenues, was primarily attributable to lower compensation costs of 2.2% driven by increased agent productivity within the communications, financial services and technology verticals in the current period, and lower communication costs of 0.2%.

The decrease in EMEA's direct salaries and related costs, as a percentage of revenues, was primarily attributable to lower compensation costs of 1.7% driven by increased agent productivity in the current period combined with the ramp up in the prior period for new and existing client programs principally in the communications vertical, lower billable supply costs of 0.4%, lower postage costs of 0.3% and lower other costs of 0.2%, partially offset by higher fulfillment materials costs of 1.8% driven by higher demand in a new client program.

**General and Administrative**

(in thousands)	Years Ended December 31,					
	2015		2014		\$ Change	Change in % of Revenues
	Amount	% of Revenues	Amount	% of Revenues		
Americas	\$192,933	18.5%	\$197,167	18.4%	\$(4,234)	0.1%
EMEA	49,025	20.4%	50,760	19.8%	(1,735)	0.6%
Other	55,299	—	50,202	—	5,097	—
Consolidated	<u>\$297,257</u>	<u>23.1%</u>	<u>\$298,129</u>	<u>22.5%</u>	<u>\$ (872)</u>	<u>0.6%</u>

The decrease of \$0.9 million in general and administrative expenses included a positive foreign currency impact of \$6.0 million in the Americas and a positive foreign currency impact of \$8.7 million in EMEA.

The increase in Americas' general and administrative expenses, as a percentage of revenues, was primarily attributable to higher compensation costs of 0.2% and higher other costs of 0.3%, partially offset by lower legal and professional fees of 0.3% and lower communication costs of 0.1%.

The increase in EMEA's general and administrative expenses, as a percentage of revenues, was primarily attributable to higher facility-related costs of 0.2%, higher severance costs of 0.2% and higher consulting costs of 0.2%.

The increase of \$5.1 million in Other general and administrative expenses, which includes corporate and other costs, was primarily attributable to higher compensation costs of \$4.3 million, higher consulting costs of \$1.2 million, higher software maintenance costs of \$1.0 million, higher travel costs of \$0.7 million and higher merger and integration costs of \$0.5 million, partially offset by lower charitable contributions costs of \$1.4 million and lower other costs of \$1.2 million.

[Table of Contents](#)

**Depreciation, Amortization and Net (Gain) Loss on Disposal of Property and Equipment**

(in thousands)	Years Ended December 31,				\$ Change	Change in % of Revenues
	2015		2014			
	Amount	% of Revenues	Amount	% of Revenues		
<b>Depreciation, net:</b>						
Americas	\$37,842	3.6%	\$40,557	3.8%	\$(2,715)	-0.2%
EMEA	4,559	1.9%	4,806	1.9%	(247)	0.0%
Other	1,351	—	—	—	1,351	—
Consolidated	<u>\$43,752</u>	<u>3.4%</u>	<u>\$45,363</u>	<u>3.4%</u>	<u>\$(1,611)</u>	<u>0.0%</u>
<b>Amortization of intangibles:</b>						
Americas	\$13,648	1.3%	\$14,396	1.3%	\$ (748)	0.0%
EMEA	522	0.2%	—	0.0%	522	0.2%
Other	—	—	—	—	—	—
Consolidated	<u>\$14,170</u>	<u>1.1%</u>	<u>\$14,396</u>	<u>1.1%</u>	<u>\$ (226)</u>	<u>0.0%</u>
<b>Net (gain) loss on disposal of property and equipment:</b>						
Americas	\$ 573	0.1%	\$(2,026)	-0.2%	\$ 2,599	0.3%
EMEA	(156)	-0.1%	(4)	0.0%	(152)	-0.1%
Other	(36)	—	—	—	(36)	—
Consolidated	<u>\$ 381</u>	<u>0.0%</u>	<u>\$(2,030)</u>	<u>-0.2%</u>	<u>\$ 2,411</u>	<u>0.2%</u>

The decrease in depreciation was primarily due to certain fully depreciated net fixed assets.

The decrease in amortization was primarily due to certain fully amortized intangible assets.

The net (gain) on disposal of property and equipment in 2014 primarily related to the sale of land, a building and fixed assets located in Bismarck, North Dakota. See Note 12, Property and Equipment, of the “Notes to Consolidated Financial Statements” for further information.

**Other Income (Expense)**

(in thousands)	Years Ended December 31,		\$ Change
	2015	2014	
Interest income	\$ 668	\$ 958	\$ (290)
Interest (expense)	<u>\$ (2,465)</u>	<u>\$ (2,011)</u>	<u>\$ (454)</u>
<b>Other income (expense):</b>			
Foreign currency transaction gains (losses)	\$ (2,924)	\$ (1,740)	\$ (1,184)
Gains (losses) on foreign currency derivative instruments not designated as hedges	1,374	(44)	1,418
Gains (losses) on liquidation of foreign subsidiaries	(647)	—	(647)
Other miscellaneous income (expense)	(287)	441	(728)
Total other income (expense)	<u>\$ (2,484)</u>	<u>\$ (1,343)</u>	<u>\$ (1,141)</u>

The decrease in interest income reflects lower average interest rates on invested balances of interest-bearing investments in cash and cash equivalents in 2015 compared to 2014.

The increase in interest (expense) was primarily due to interest accretion on the contingent consideration related to the July 2015 Qelp acquisition.

The (loss) on liquidation of foreign subsidiaries in 2015 was due to the substantial liquidation of operations in a foreign entity.

[Table of Contents](#)

**Income Taxes**

(in thousands)	Years Ended December 31,		
	2015	2014	\$ Change
Income from continuing operations before income taxes	\$ 89,983	\$ 77,159	\$ 12,824
Income taxes	\$ 21,386	\$ 19,368	\$ 2,018
Effective tax rate	23.8%	25.1%	% Change -1.3%

The decrease in the effective tax rate in 2015 compared to 2014 is primarily due to the recognition of a \$2.2 million previously unrecognized tax benefit and a \$1.3 million reversal of a valuation allowance on deferred tax assets where it is more likely than not the assets will be realized. This decrease was partially offset by a \$3.0 million increase in tax provision due to a \$12.6 million income increase in a high tax rate jurisdiction. The change in the effective tax rate was also affected by several other factors, including fluctuations in earnings among the various jurisdictions in which we operate, none of which are individually material.

**2014 Compared to 2013**

**Revenues**

(in thousands)	Years Ended December 31,				
	2014		2013		\$ Change
	Amount	% of Revenues	Amount	% of Revenues	
Americas	\$1,070,824	80.7%	\$1,050,813	83.2%	\$20,011
EMEA	256,699	19.3%	212,647	16.8%	44,052
Other	—	0.0%	—	0.0%	—
Consolidated	<u>\$1,327,523</u>	<u>100.0%</u>	<u>\$1,263,460</u>	<u>100.0%</u>	<u>\$64,063</u>

Consolidated revenues increased \$64.1 million, or 5.1%, in 2014 from 2013.

The increase in Americas' revenues was primarily due to higher volumes from existing contracts of \$89.9 million and new contract sales of \$4.3 million, partially offset by end-of-life client programs of \$50.4 million and the negative foreign currency impact of \$23.8 million. Revenues from our offshore operations represented 38.9% of Americas' revenues, compared to 39.5% in 2013.

The increase in EMEA's revenues was primarily due to higher volumes from existing contracts of \$49.6 million and new contract sales of \$2.2 million, partially offset by end-of-life client programs of \$4.6 million and the negative foreign currency impact of \$3.1 million.

**Direct Salaries and Related Costs**

(in thousands)	Years Ended December 31,					
	2014		2013		\$ Change	Change in % of Revenues
	Amount	% of Revenues	Amount	% of Revenues		
Americas	\$707,181	66.0%	\$699,797	66.6%	\$ 7,384	-0.6%
EMEA	184,929	72.0%	155,469	73.1%	29,460	-1.1%
Consolidated	<u>\$892,110</u>	<u>67.2%</u>	<u>\$855,266</u>	<u>67.7%</u>	<u>\$36,844</u>	<u>-0.5%</u>

The increase of \$36.8 million in direct salaries and related costs included a positive foreign currency impact of \$23.1 million in the Americas and a positive foreign currency impact of \$2.1 million in EMEA.

The decrease in Americas' direct salaries and related costs, as a percentage of revenues, was primarily attributable to lower auto tow claim costs of 0.3%, lower compensation costs of 0.2% and lower other costs of 0.1%.

The decrease in EMEA's direct salaries and related costs, as a percentage of revenues, was primarily attributable to lower compensation costs of 1.6% driven by the increase in new client program ramp up costs in the prior period in the communications vertical as well as new client program growth within the technology vertical, and lower billable supply costs of 0.2%, partially offset by higher communications costs of 0.3%, higher fulfillment materials costs of 0.3% and higher other costs of 0.1%.

**General and Administrative**

(in thousands)	Years Ended December 31,					
	2014		2013		\$ Change	Change in % of Revenues
	Amount	% of Revenues	Amount	% of Revenues		
Americas	\$197,167	18.4%	\$204,321	19.4%	\$(7,154)	-1.0%
EMEA	50,760	19.8%	46,667	21.9%	4,093	-2.1%
Other	50,202	—	46,531	—	3,671	—
Consolidated	<u>\$298,129</u>	22.5%	<u>\$297,519</u>	23.5%	<u>\$ 610</u>	-1.0%

The increase of \$0.6 million in general and administrative expenses included a positive foreign currency impact of \$5.5 million in the Americas and a positive foreign currency impact of \$0.4 million in EMEA.

The decrease in Americas' general and administrative expenses, as a percentage of revenues, was primarily attributable to lower facility-related costs of 0.6%, lower merger and integration costs of 0.1% and lower other costs of 0.3%.

The decrease in EMEA's general and administrative expenses, as a percentage of revenues, was primarily attributable to lower facility-related costs of 0.9%, lower compensation costs of 0.5%, lower travel costs of 0.3%, lower communications costs of 0.2% and lower other costs of 0.2%.

The increase of \$3.7 million in Other general and administrative expenses, which includes corporate and other costs, was primarily attributable to higher compensation costs of \$1.9 million, higher charitable contributions of \$1.4 million, higher legal and professional fees of \$0.7 million, higher consulting costs of \$0.5 million, higher facility-related costs of \$0.2 million and higher insurance costs of \$0.2 million, partially offset by lower merger and integration costs of \$0.6 million, lower software maintenance costs of \$0.4 million and lower other costs of \$0.2 million.

**Depreciation, Amortization and Net (Gain) Loss on Disposal of Property**

(in thousands)	Years Ended December 31,					
	2014		2013		\$ Change	Change in % of Revenues
	Amount	% of Revenues	Amount	% of Revenues		
Depreciation, net:						
Americas	\$40,557	3.8%	\$37,818	3.6%	\$ 2,739	0.2%
EMEA	4,806	1.9%	4,266	2.0%	540	-0.1%
Other	—	—	—	—	—	—
Consolidated	<u>\$45,363</u>	3.4%	<u>\$42,084</u>	3.3%	<u>\$ 3,279</u>	0.1%
Amortization of intangibles:						
Americas	\$14,396	1.3%	\$14,863	1.4%	\$ (467)	-0.1%
EMEA	—	0.0%	—	0.0%	—	0.0%
Other	—	—	—	—	—	—
Consolidated	<u>\$14,396</u>	1.1%	<u>\$14,863</u>	1.2%	<u>\$ (467)</u>	-0.1%
Net (gain) loss on disposal of property and equipment:						
Americas	\$ (2,026)	-0.2%	\$ 8	0.0%	\$(2,034)	-0.2%
EMEA	(4)	0.0%	193	0.1%	(197)	-0.1%
Other	—	—	—	—	—	—
Consolidated	<u>\$(2,030)</u>	-0.2%	<u>\$ 201</u>	0.0%	<u>\$(2,231)</u>	-0.2%

The increase in depreciation was primarily due to net fixed asset additions.

The decrease in amortization was primarily due to certain fully amortized intangible assets.



[Table of Contents](#)

The net (gain) on disposal of property and equipment in 2014 primarily related to the sale of land, a building and fixed assets located in Bismarck, North Dakota. See Note 12, Property and Equipment, of the “Notes to Consolidated Financial Statements” for further information.

**Other Income (Expense)**

(in thousands)	Years Ended December 31,		\$ Change
	2014	2013	
Interest income	\$ 958	\$ 866	\$ 92
Interest (expense)	\$ (2,011)	\$ (2,307)	\$ 296
Other income (expense):			
Foreign currency transaction gains (losses)	\$ (1,740)	\$ (5,962)	\$ 4,222
Gains (losses) on foreign currency derivative instruments not designated as hedges	(44)	4,216	(4,260)
Gains (losses) on liquidation of foreign subsidiaries	—	—	—
Other miscellaneous income (expense)	441	985	(544)
Total other income (expense)	\$ (1,343)	\$ (761)	\$ (582)

The increase in interest income was primarily due to an increase in the amount of average invested funds in 2014 compared to 2013.

The decrease in interest (expense) was primarily due to a decrease in the amount of average outstanding borrowings in 2014 compared to 2013.

**Income Taxes**

(in thousands)	Years Ended December 31,		\$ Change
	2014	2013	
Income from continuing operations before income taxes	\$ 77,159	\$ 51,325	\$ 25,834
Income taxes	\$ 19,368	\$ 14,065	\$ 5,303
			<b>% Change</b>
Effective tax rate	25.1%	27.4%	-2.3%

The decrease in the effective income tax rate in 2014 compared to 2013 is primarily due to a \$23.0 million increase in income in a high tax rate jurisdiction which increased the tax provision by \$6.3 million. This increase was partially offset by a decrease of \$2.3 million in foreign withholding taxes recognized in 2014. The remaining change is due to several factors, including fluctuations in earnings among the various other jurisdictions in which we operate, none of which are individually material.

[Table of Contents](#)

**Quarterly Results**

The following information presents our unaudited quarterly operating results for 2015 and 2014. The data has been prepared on a basis consistent with the accompanying Consolidated Financial Statements included elsewhere in this Annual Report on Form 10-K, and includes all adjustments, consisting of normal recurring accruals, that we consider necessary for a fair presentation thereof.

(in thousands, except per share data)	<u>12/31/2015</u>	<u>9/30/2015</u>	<u>6/30/2015</u>	<u>3/31/2015</u>	<u>12/31/2014</u>	<u>9/30/2014</u>	<u>6/30/2014</u>	<u>3/31/2014</u>
Revenues	<u>\$337,278</u>	<u>\$317,924</u>	<u>\$307,453</u>	<u>\$323,685</u>	<u>\$349,925</u>	<u>\$332,671</u>	<u>\$320,498</u>	<u>\$324,429</u>
Operating expenses:								
Direct salaries and related costs	214,307	206,139	202,143	213,927	227,802	221,598	221,085	221,625
General and administrative <sup>(1,2)</sup>	79,337	72,647	72,566	72,707	77,074	73,732	73,994	73,329
Depreciation, net	10,748	10,938	11,007	11,059	11,227	11,516	11,322	11,298
Amortization of intangibles	3,666	3,638	3,435	3,431	3,489	3,597	3,659	3,651
Net (gain) loss on disposal of property and equipment <sup>(3)</sup>	221	55	85	20	(2,225)	136	11	48
Total operating expenses	<u>308,279</u>	<u>293,417</u>	<u>289,236</u>	<u>301,144</u>	<u>317,367</u>	<u>310,579</u>	<u>310,071</u>	<u>309,951</u>
Income from operations	<u>28,999</u>	<u>24,507</u>	<u>18,217</u>	<u>22,541</u>	<u>32,558</u>	<u>22,092</u>	<u>10,427</u>	<u>14,478</u>
Other income (expense):								
Interest income	189	162	151	166	241	249	237	231
Interest (expense) <sup>(4)</sup>	(938)	(478)	(610)	(439)	(496)	(464)	(552)	(499)
Other income (expense) <sup>(5)</sup>	(617)	(871)	(167)	(829)	(1,201)	(406)	(399)	663
Total other income (expense)	<u>(1,366)</u>	<u>(1,187)</u>	<u>(626)</u>	<u>(1,102)</u>	<u>(1,456)</u>	<u>(621)</u>	<u>(714)</u>	<u>395</u>
Income before income taxes	<u>27,633</u>	<u>23,320</u>	<u>17,591</u>	<u>21,439</u>	<u>31,102</u>	<u>21,471</u>	<u>9,713</u>	<u>14,873</u>
Income taxes	<u>7,597</u>	<u>3,310</u>	<u>4,679</u>	<u>5,800</u>	<u>8,599</u>	<u>4,833</u>	<u>1,376</u>	<u>4,560</u>
Net income	<u>\$ 20,036</u>	<u>\$ 20,010</u>	<u>\$ 12,912</u>	<u>\$ 15,639</u>	<u>\$ 22,503</u>	<u>\$ 16,638</u>	<u>\$ 8,337</u>	<u>\$ 10,313</u>
Net income per common share <sup>(6)</sup> :								
Basic	\$ 0.48	\$ 0.48	\$ 0.31	\$ 0.37	\$ 0.53	\$ 0.39	\$ 0.20	\$ 0.24
Diluted	\$ 0.48	\$ 0.48	\$ 0.31	\$ 0.37	\$ 0.53	\$ 0.39	\$ 0.19	\$ 0.24
Weighted average shares:								
Basic	41,630	41,783	42,008	42,181	42,280	42,704	42,711	42,739
Diluted	42,117	42,084	42,216	42,440	42,533	42,837	42,810	42,837

<sup>(1)</sup> The quarter ended September 30, 2015 includes \$0.5 million in Qelp acquisition-related costs and a \$0.9 million net gain on insurance settlement. See Note 2, Acquisitions, and Note 12, Property and Equipment, for further information.

<sup>(2)</sup> The quarters ended September 30, 2014 and June 30, 2014 include \$(0.1) million and \$(0.2) million, respectively, related to the Exit Plans. See Note 3, Costs Associated with Exit or Disposal Activities, for further information.

<sup>(3)</sup> The quarter ended December 31, 2014 includes a \$2.6 million (gain) on the sale of fixed assets, land and building located in Bismarck, North Dakota. See Note 12, Property and Equipment, for further information.

<sup>(4)</sup> The quarter ended December 31, 2015 includes \$(0.4) million of interest accretion on contingent consideration. See Note 4, Fair Value, for further information.

<sup>(5)</sup> The quarter ended December 31, 2015 includes a \$(0.6) million loss on liquidation of a foreign subsidiary. See Note 26, Other Income (Expense), for further information.

<sup>(6)</sup> Net income per basic and diluted common share is computed independently for each of the quarters presented and, therefore, may not sum to the total for the year.

## Business Outlook

For the three months ended March 31, 2016, we anticipate the following financial results:

- Revenues in the range of \$318.0 million to \$323.0 million;
- Effective tax rate of approximately 33%;
- Fully diluted share count of approximately 42.1 million;
- Diluted earnings per share in the range of \$0.30 to \$0.33; and
- Capital expenditures in the range of \$15.0 million to \$20.0 million

For the twelve months ended December 31, 2016, we anticipate the following financial results:

- Revenues in the range of \$1,336.0 million to \$1,354.0 million;
- Effective tax rate of approximately 31%;
- Fully diluted share count of approximately 42.4 million;
- Diluted earnings per share in the range of \$1.49 to \$1.59; and
- Capital expenditures in the range of \$60.0 million to \$70.0 million

We continue to monitor the recent macro-economic volatility and assess its impact on consumer sentiment, final demand and client forecasts. Client forecasts, on balance, thus far indicate acceleration in demand in 2016 compared to 2015. At a broad level, this increased demand is being driven by a shift to outsourcing and share gains from competition, coupled with lower program completions. More specifically, it is manifesting mostly within existing clients and programs across the financial services, communications, technology and healthcare verticals. To service this demand, we anticipate adding seat capacity in 2016, roughly two-thirds of which is expected in the first half of 2016. In accordance with the front-end loaded capacity additions, the Company expects program ramp costs to disproportionately impact operating margins in the first half of 2016. The business outlook also reflects the impact of foreign exchange volatility, which is expected to negatively impact revenues by approximately \$30 million for the full-year of 2016 versus 2015. Diluted earnings per share for 2016 reflect a materially higher effective tax rate relative to 2015 partly due to discrete adjustments, which lowered the effective tax rate in 2015. In addition, the higher effective tax rate in 2016 also reflects a shift in the mix of pre-tax income to higher tax rate jurisdictions.

Our revenues and earnings per share assumptions for the first quarter and full-year 2016 are based on foreign exchange rates as of February 2016. Therefore, the continued volatility in foreign exchange rates between the U.S. Dollar and the functional currencies of the markets we serve could have a further impact, positive or negative, on revenues and earnings per share relative to the business outlook for the first quarter and full-year, as discussed above.

We anticipate total other interest income (expense), net of approximately \$(1.0) million for the first quarter and \$(4.0) million for the full year 2016. These amounts include the interest accretion on the contingent consideration, which is expected to be \$(0.2) million in the first quarter of 2016 and approximately \$(1.0) million for the year. The amounts, however, exclude the potential impact of any future foreign exchange gains or losses in other income (expense).

Not included in this guidance is the impact of any future acquisitions, share repurchase activities or a potential sale of previously exited customer contact management centers.

## Liquidity and Capital Resources

Our primary sources of liquidity are generally cash flows generated by operating activities and from available borrowings under our revolving credit facility. We utilize these capital resources to make capital expenditures associated primarily with our customer contact management services, invest in technology applications and tools to further develop our service offerings and for working capital and other general corporate purposes, including repurchase of our common stock in the open market and to fund acquisitions. In future periods, we intend similar uses of these funds.

On August 18, 2011, the Board authorized us to purchase up to 5.0 million shares of our outstanding common stock (the “2011 Share Repurchase Program”). A total of 4.9 million shares have been repurchased under the 2011 Share Repurchase Program since inception. The shares are purchased, from time to time, through open market purchases or in negotiated private transactions, and the purchases are based on factors, including but not limited to, the stock price, management discretion and general market conditions. The 2011 Share Repurchase Program has no expiration date.

During 2015, cash increased \$120.5 million from operating activities, \$0.6 million from the proceeds from sale of property and equipment, \$1.5 million proceeds from insurance settlement, \$5.0 million proceeds from the issuance of long-term debt, \$0.4 million in excess tax benefits from stock compensation and \$0.7 million from proceeds from grants. Further, we used \$49.7 million for capital expenditures, \$9.4 million for the Qelp acquisition, \$10.0 million to repay long-term debt, \$20.9 million to repurchase our common stock, \$0.3 million to repay short-term debt, \$3.3 million to repurchase stock for minimum tax withholding on equity awards and \$1.0 million for loan fees related to long-term debt, resulting in a \$20.2 million increase in available cash (including the unfavorable effects of foreign currency exchange rates on cash of \$13.9 million).

Net cash flows provided by operating activities for 2015 were \$120.5 million, compared to \$94.3 million in 2014. The \$26.2 million increase in net cash flows from operating activities was due to a \$10.8 million increase in net income, a net increase of \$14.7 million in cash flows from assets and liabilities and a \$0.7 million increase in non-cash reconciling items such as depreciation and amortization, (gain) loss on the sale of discontinued operations, net (gain) loss on disposal of property and equipment, impairment losses and unrealized foreign currency transaction (gains) losses, net. The \$14.7 million increase in cash flows from assets and

liabilities was principally a result of a \$42.8 million decrease in accounts receivable, partially offset by a \$9.8 million decrease in other liabilities, an \$8.3 million decrease in taxes payable, a \$5.3 million increase in other assets and a \$4.7 million decrease in deferred revenue. The \$42.8 million decrease in the change in accounts receivable is primarily due to the timing of billings and collections in 2015 over 2014.

---

[Table of Contents](#)

Capital expenditures, which are generally funded by cash generated from operating activities, available cash balances and borrowings available under our credit facilities, were \$49.7 million for 2015, compared to \$44.7 million for 2014, an increase of \$5.0 million. In 2016, we anticipate capital expenditures in the range of \$60.0 million to \$70.0 million, primarily for new seat additions, Enterprise Resource Planning upgrades, facility upgrades, maintenance and systems infrastructure.

On May 12, 2015, we entered into a \$440 million revolving credit facility (the “2015 Credit Agreement”) with a group of lenders and KeyBank National Association, as Lead Arranger, Sole Book Runner and Administrative Agent, Swing Line Lender and Issuing Lender (“KeyBank”). The 2015 Credit Agreement replaced our previous \$245 million revolving credit facility dated May 3, 2012, as amended, which agreement was terminated simultaneous with entering into the 2015 Credit Agreement. The 2015 Credit Agreement is subject to certain borrowing limitations and includes certain customary financial and restrictive covenants. At December 31, 2015, we were in compliance with all loan requirements of the 2015 Credit Agreement and had \$70.0 million of outstanding borrowings under this facility as of December 31, 2015.

Our credit agreements had an average daily utilization of \$70.0 million, \$85.9 million and \$102.5 million during the years ended December 31, 2015, 2014 and 2013, respectively. During the years ended December 31, 2015, 2014, and 2013, the related interest expense, including the commitment fee and excluding the amortization of deferred loan fees, was \$1.3 million, \$1.4 million and \$1.8 million, respectively, which represented weighted average interest rates of 1.9%, 1.7% and 1.7%, respectively.

The 2015 Credit Agreement includes a \$200 million alternate-currency sub-facility, a \$10 million swingline sub-facility and a \$35 million letter of credit sub-facility, and may be used for general corporate purposes including acquisitions, share repurchases, working capital support and letters of credit, subject to certain limitations. We are not currently aware of any inability of our lenders to provide access to the full commitment of funds that exist under the 2015 Credit Agreement, if necessary. However, there can be no assurance that such facility will be available to us, even though it is a binding commitment of the financial institutions. The 2015 Credit Agreement will mature on May 12, 2020.

Borrowings under the 2015 Credit Agreement will bear interest at either LIBOR or the base rate plus, in each case, an applicable margin based on the Company’s leverage ratio. The applicable interest rate will be determined quarterly based on the Company’s leverage ratio at such time. The base rate is a rate per annum equal to the greatest of (i) the rate of interest established by KeyBank, from time to time, as its “prime rate”; (ii) the Federal Funds effective rate in effect from time to time, plus 1/2 of 1% per annum; and (iii) the then-applicable LIBOR rate for one month interest periods, plus 1.00%. Swingline loans will bear interest only at the base rate plus the base rate margin.

In addition, we are required to pay certain customary fees, including a commitment fee of 0.125%, which is due quarterly in arrears and calculated on the average unused amount of the 2015 Credit Agreement.

The 2015 Credit Agreement is guaranteed by all of our existing and future direct and indirect material U.S. subsidiaries and secured by a pledge of 100% of the non-voting and 65% of the voting capital stock of all of our direct foreign subsidiaries and those of the guarantors.

We are currently under audit in several tax jurisdictions. We received assessments for the Canadian 2003-2009 audit. Requests for Competent Authority Assistance were filed with both the Canadian Revenue Agency and the U.S. Internal Revenue Service and we paid mandatory security deposits to Canada as part of this process. The total amount of deposits, net of the effects of foreign exchange rate adjustments, were \$13.4 million and \$15.9 million as of December 31, 2015 and 2014, respectively, and are included in “Deferred charges and other assets” in the accompanying Consolidated Balance Sheets. Although the outcome of examinations by taxing authorities is always uncertain, we believe we are adequately reserved for these audits and that resolution is not expected to have a material impact on our financial condition and results of operations.

As of December 31, 2015, we had \$235.4 million in cash and cash equivalents, of which approximately 94.2%, or \$221.7 million, was held in international operations and is deemed to be indefinitely reinvested offshore. These funds may be subject to additional taxes if repatriated to the United States, including withholding tax applied by the country of origin and an incremental U.S. income tax, net of allowable foreign tax credits. There are circumstances where we may be unable to repatriate some of the cash and cash equivalents held by our international operations due to country restrictions. We do not intend nor currently foresee a need to repatriate these funds. We expect our current domestic cash levels and cash flows from operations to be adequate to meet our domestic anticipated

---

[Table of Contents](#)

working capital needs, including investment activities such as capital expenditures and debt repayment for the next twelve months and the foreseeable future. However, from time to time, we may borrow funds under our 2015 Credit Agreement as a result of the timing of our working capital needs, including capital expenditures. Additionally, we expect our current foreign cash levels and cash flows from foreign operations to be adequate to meet our foreign anticipated working capital needs, including investment activities such as capital expenditures for the next twelve months and the foreseeable future.

If we should require more cash in the U.S. than is provided by our domestic operations for significant discretionary unforeseen activities such as acquisitions of businesses and share repurchases, we could elect to repatriate future foreign earnings and/or raise capital in the U.S through additional borrowings or debt/equity issuances. These alternatives could result in higher effective tax rates, interest expense and/or dilution of earnings. We have borrowed funds domestically and continue to have the ability to borrow additional funds domestically at reasonable interest rates.

Our cash resources could also be affected by various risks and uncertainties, including but not limited to, the risks detailed in Item 1A, Risk Factors.

***Off-Balance Sheet Arrangements and Other***

At December 31, 2015, we did not have any material commercial commitments, including guarantees or standby repurchase obligations, or any relationships with unconsolidated entities or financial partnerships, including entities often referred to as structured finance or special purpose entities or variable interest entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes.

From time to time, during the normal course of business, we may make certain indemnities, commitments and guarantees under which we may be required to make payments in relation to certain transactions. These include, but are not limited to: (i) indemnities to clients, vendors and service providers pertaining to claims based on negligence or willful misconduct and (ii) indemnities involving breach of contract, the accuracy of representations and warranties, or other liabilities assumed by us in certain contracts. In addition, we have agreements whereby we will indemnify certain officers and directors for certain events or occurrences while the officer or director is, or was, serving at our request in such capacity. The indemnification period covers all pertinent events and occurrences during the officer's or director's lifetime. The maximum potential amount of future payments we could be required to make under these indemnification agreements is unlimited; however, we have director and officer insurance coverage that limits our exposure and enables us to recover a portion of any future amounts paid. We believe the applicable insurance coverage is generally adequate to cover any estimated potential liability under these indemnification agreements. The majority of these indemnities, commitments and guarantees do not provide for any limitation of the maximum potential for future payments we could be obligated to make. We have not recorded any liability for these indemnities, commitments and other guarantees in the accompanying Consolidated Balance Sheets. In addition, we have some client contracts that do not contain contractual provisions for the limitation of liability, and other client contracts that contain agreed upon exceptions to limitation of liability. We have not recorded any liability in the accompanying Consolidated Balance Sheets with respect to any client contracts under which we have or may have unlimited liability.

[Table of Contents](#)**Contractual Obligations**

The following table summarizes our contractual cash obligations at December 31, 2015, and the effect these obligations are expected to have on liquidity and cash flow in future periods (in thousands):

	Payments Due By Period					
	Total	Less Than 1 Year	1 - 3 Years	3 - 5 Years	After 5 Years	Other
Operating leases <sup>(1)</sup>	\$ 169,758	\$ 38,318	\$ 61,564	\$ 38,903	\$30,973	\$ —
Purchase obligations <sup>(2)</sup>	62,303	41,806	17,693	2,334	470	—
Accounts payable <sup>(3)</sup>	23,255	23,255	—	—	—	—
Accrued employee compensation and benefits <sup>(3)</sup>	77,234	77,234	—	—	—	—
Income taxes payable <sup>(4)</sup>	1,959	1,959	—	—	—	—
Other accrued expenses and current liabilities <sup>(5)</sup>	21,247	21,247	—	—	—	—
Long-term debt <sup>(6)</sup>	70,000	—	—	70,000	—	—
Long-term tax liabilities <sup>(7)</sup>	5,094	—	—	—	—	5,094
Other long-term liabilities <sup>(8)</sup>	12,944	143	5,513	4,541	2,747	—
	<b>\$443,794</b>	<b>\$203,962</b>	<b>\$ 84,770</b>	<b>\$115,778</b>	<b>\$34,190</b>	<b>\$5,094</b>

(1) Amounts represent the expected cash payments under our operating leases.

(2) Amounts represent the expected cash payments under our purchase obligations, which include agreements to purchase goods or services that are enforceable and legally binding on us and that specify all significant terms, including: fixed or minimum quantities to be purchased; fixed, minimum or variable price provisions; and the approximate timing of the transaction. Purchase obligations exclude agreements that are cancelable without penalty.

(3) Accounts payable and accrued employee compensation and benefits, which represent amounts due vendors and employees payable within one year.

(4) Income taxes payable, which represents amounts due taxing authorities payable within one year.

(5) Other accrued expenses and current liabilities, which exclude deferred grants, include amounts primarily related to restructuring costs, legal and professional fees, telephone charges, rent, derivative contracts and other accruals.

(6) Amount represents total outstanding borrowings. See Note 18, Borrowings, to the accompanying Consolidated Financial Statements.

(7) Long-term tax liabilities include uncertain tax positions and related penalties and interest as discussed in Note 20, Income Taxes, to the accompanying Consolidated Financial Statements, included in "Long-term income tax liabilities" in the accompanying Consolidated Balance Sheet. The amount in the table has been reduced by Canadian mandatory security deposits of \$13.4 million, which are included in "Deferred charges and other assets" in the accompanying Consolidated Balance Sheet. We cannot make reasonably reliable estimates of the cash settlement of \$5.1 million of the long-term liabilities with the taxing authority; therefore, amounts have been excluded from payments due by period.

(8) Other long-term liabilities, which exclude deferred income taxes and other non-cash long-term liabilities, represent the expected cash payments for contingent consideration related to the Qelp acquisition, cash payments due under restructuring accruals for lease obligations and pension obligations. See Note 2, Acquisitions, Note 3, Costs Associated with Exit or Disposal Activities, and Note 23, Defined Benefit Pension Plan and Postretirement Benefits, to the accompanying Consolidated Financial Statements.

**Critical Accounting Estimates**

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States requires estimations and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. These estimates and assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances. Actual results could differ from these estimates under different assumptions or conditions.

We believe the following accounting policies are the most critical since these policies require significant judgment or involve complex estimations that are important to the portrayal of our financial condition and operating results. Unless we need to clarify a point to readers, we will refrain from citing specific section references when discussing the application of accounting principles or addressing new or pending accounting rule changes.

### ***Recognition of Revenue***

We recognize revenue in accordance with ASC 605 “ *Revenue Recognition* ”. We primarily recognize revenues from services as the services are performed, which is based on either a per minute, per call, per transaction or per time and material basis, under a fully executed contractual agreement and record reductions to revenues for contractual penalties and holdbacks for failure to meet specified minimum service levels and other performance based contingencies. Revenue recognition is limited to the amount that is not contingent upon delivery of any future product or service or meeting other specified performance conditions. Product sales, accounted for within our fulfillment services, are recognized upon shipment to the customer and satisfaction of all obligations.



## [Table of Contents](#)

Revenues from fulfillment services account for 1.6%, 1.4% and 1.3% of total consolidated revenues for the years ended December 31, 2015, 2014 and 2013, respectively, some of which contain multiple-deliverables. The service offerings for these fulfillment service contracts typically include pick-pack-and-ship, warehousing, process management, finished goods assembly and pass-through costs. In accordance with ASC 605-25 “*Revenue Recognition — Multiple-Element Arrangements*” (“ASC 605-25”) (as amended by Accounting Standards Update (“ASU”) 2009-13 “*Revenue Recognition (Topic 605): Multiple-Deliverable Revenue Arrangements—a consensus of the FASB Emerging Issues Task Force*”) (“ASU 2009-13”), we determine if the services provided under these contracts with multiple-deliverables represent separate units of accounting. A deliverable constitutes a separate unit of accounting when it has standalone value, and where return rights exist, delivery or performance of the undelivered items is considered probable and substantially within our control. If those deliverables are determined to be separate units of accounting, revenues from these services are recognized as the services are performed under a fully executed contractual agreement. If those deliverables are not determined to be separate units of accounting, revenue for the delivered services are bundled into a single unit of accounting and recognized on the proportional performance method using the straight-line basis over the contract period, or the actual number of operational seats used to serve the client, as appropriate.

We allocate revenue to each of the deliverables based on a selling price hierarchy of vendor specific objective evidence (“VSOE”), third-party evidence, and then estimated selling price. VSOE is based on the price charged when the deliverable is sold separately. Third-party evidence is based on largely interchangeable competitor services in standalone sales to similarly situated customers. Estimated selling price is based on our best estimate of what the selling prices of deliverables would be if they were sold regularly on a standalone basis. Estimated selling price is established considering multiple factors including, but not limited to, pricing practices in different geographies, service offerings, and customer classifications. Once we allocate revenue to each deliverable, we recognize revenue when all revenue recognition criteria are met. As of December 31, 2015, our fulfillment contracts with multiple-deliverables met the separation criteria as outlined in ASC 605-25 and the revenue was accounted for accordingly. Other than these fulfillment contracts, we have no other contracts that contain multiple-deliverables as of December 31, 2015.

### ***Allowance for Doubtful Accounts***

We maintain allowances for doubtful accounts, \$3.6 million as of December 31, 2015, or 1.3% of trade account receivables, for estimated losses arising from the inability of our customers to make required payments. Our estimate is based on qualitative and quantitative analyses, including credit risk measurement tools and methodologies using the publicly available credit and capital market information, a review of the current status of our trade accounts receivable and historical collection experience of our clients. It is reasonably possible that our estimate of the allowance for doubtful accounts will change if the financial condition of our customers were to deteriorate, resulting in a reduced ability to make payments.

### ***Income Taxes***

We reduce deferred tax assets by a valuation allowance if, based on the weight of available evidence, both positive and negative, for each respective tax jurisdiction, it is more likely than not that some portion or all of such deferred tax assets will not be realized. The valuation allowance for a particular tax jurisdiction is allocated between current and noncurrent deferred tax assets for that jurisdiction on a pro rata basis. Available evidence which is considered in determining the amount of valuation allowance required includes, but is not limited to, our estimate of future taxable income and any applicable tax-planning strategies. Establishment or reversal of certain valuation allowances may have a significant impact on both current and future results.

As of December 31, 2015, we determined that a total valuation allowance of \$30.1 million was necessary to reduce U.S. deferred tax assets by \$0.7 million and foreign deferred tax assets by \$29.4 million, where it was more likely than not that some portion or all of such deferred tax assets will not be realized. The recoverability of the remaining net deferred tax asset of \$9.1 million as of December 31, 2015 is dependent upon future profitability within each tax jurisdiction. As of December 31, 2015, based on our estimates of future taxable income and any applicable tax-planning strategies within various tax jurisdictions, we believe that it is more likely than not that the remaining net deferred tax assets will be realized.

A provision for income taxes has not been made for the undistributed earnings of foreign subsidiaries of approximately \$399.0 million as of December 31, 2015, as the earnings are indefinitely reinvested in foreign business operations. If these earnings are repatriated or otherwise become taxable in the U.S, we would be subject

---

[Table of Contents](#)

to an incremental U.S. tax expense net of any allowable foreign tax credits, in addition to any applicable foreign withholding tax expense. Determination of any unrecognized deferred tax liability related to investments in foreign subsidiaries is not practicable due to the inherent complexity of the multi-national tax environment in which we operate.

We evaluate tax positions that have been taken or are expected to be taken in our tax returns, and record a liability for uncertain tax positions in accordance with ASC 740. The calculation of our tax liabilities involves dealing with uncertainties in the application of complex tax regulations. ASC 740 contains a two-step approach to recognizing and measuring uncertain tax positions. First, tax positions are recognized if the weight of available evidence indicates that it is more likely than not that the position will be sustained upon examination, including resolution of related appeals or litigation processes, if any. Second, the tax position is measured as the largest amount of tax benefit that has a greater than 50% likelihood of being realized upon settlement. We reevaluate these uncertain tax positions on a quarterly basis. This evaluation is based on factors including, but not limited to, changes in facts or circumstances, changes in tax law, effectively settled issues under audit, and new audit activity. Such a change in recognition or measurement would result in the recognition of a tax benefit or an additional charge to the tax provision.

As of December 31, 2015, we had \$8.1 million of unrecognized tax benefits, a net decrease of \$5.2 million from \$13.3 million as of December 31, 2014. Had we recognized these tax benefits, approximately \$8.1 million and \$13.3 million and the related interest and penalties would favorably impact the effective tax rate in 2015 and 2014, respectively. We do not anticipate that any of the unrecognized tax benefits will be recognized in the next twelve months.

Our provision for income taxes is subject to volatility and is impacted by the distribution of earnings in the various domestic and international jurisdictions in which we operate. Our effective tax rate could be impacted by earnings being either proportionally lower or higher in foreign countries where we have tax rates lower than the U.S. tax rates. In addition, we have been granted tax holidays in several foreign tax jurisdictions, which have various expiration dates ranging from 2016 through 2028. If we are unable to renew a tax holiday in any of these jurisdictions, our effective tax rate could be adversely impacted. In some cases, the tax holidays expire without possibility of renewal. In other cases, we expect to renew these tax holidays, but there are no assurances from the respective foreign governments that they will permit a renewal. The tax holidays decreased the provision for income taxes by \$4.0 million, \$2.7 million and \$4.7 million for the years ended December 31, 2015, 2014 and 2013, respectively. Our effective tax rate could also be affected by several additional factors, including changes in the valuation of our deferred tax assets or liabilities, changing legislation, regulations, and court interpretations that impact tax law in multiple tax jurisdictions in which we operate, as well as new requirements, pronouncements and rulings of certain tax, regulatory and accounting organizations.

#### ***Impairment of Long-Lived Assets***

We evaluate the carrying value of property and equipment and definite-lived intangible assets, which had a carrying value of \$162.9 million as of December 31, 2015, for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An asset is considered to be impaired when the forecasted undiscounted cash flows of an asset group are estimated to be less than its carrying value. The amount of impairment recognized is the difference between the carrying value of the asset group and its fair value. Fair value estimates are based on assumptions concerning the amount and timing of estimated future cash flows and assumed discount rates. Future adverse changes in market conditions or poor operating results of the underlying investment could result in losses or an inability to recover the carrying value of the investment and, therefore, might require an impairment charge in the future.

#### ***Impairment of Goodwill***

We evaluate goodwill, which had a carrying value of \$195.7 million as of December 31, 2015, for impairment at least annually, during the third quarter of each year, or whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. To assess the realizability of goodwill, we have the option to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. We may elect to forgo this option and proceed to the annual two-step goodwill impairment test.

---

[Table of Contents](#)

If we elect to perform the qualitative assessment and it indicates that a significant decline to fair value of a reporting unit is more likely than not, or if a reporting unit's fair value has historically been closer to its carrying value, or we elect to forgo this qualitative assessment, we will proceed to Step 1 testing where we calculate the fair value of a reporting unit based on discounted future probability-weighted cash flows. If Step 1 indicates that the carrying value of a reporting unit is in excess of its fair value, we will proceed to Step 2 where the fair value of the reporting unit will be allocated to assets and liabilities as it would in a business combination. Impairment occurs when the carrying amount of goodwill exceeds its estimated fair value calculated in Step 2.

We estimate fair value using discounted cash flows of the reporting units. The most significant assumptions used in these analyses are those made in estimating future cash flows. In estimating future cash flows, we use financial assumptions in our internal forecasting model such as projected capacity utilization, projected changes in the prices we charge for our services, projected labor costs, as well as contract negotiation status. The financial and credit market volatility directly impacts our fair value measurement through our weighted average cost of capital that we use to determine our discount rate. We use a discount rate we consider appropriate for the country where the services are being provided. If actual results differ substantially from the assumptions used in performing the impairment test, the fair value of the reporting units may be significantly lower, causing the carrying value to exceed the fair value and indicating an impairment has occurred.

***Contingencies***

We record a liability for pending litigation and claims where losses are both probable and reasonably estimable. Each quarter, management reviews all litigation and claims on a case-by-case basis and assigns probability of loss and range of loss.

***Other***

We have made certain other estimates that, while not involving the same degree of judgment, are important to understanding our financial statements. These estimates are in the areas of measuring our obligations related to our defined benefit plans and self-insurance accruals.

***New Accounting Standards Not Yet Adopted***

See Note 1, Overview and Summary of Significant Accounting Policies, of the accompanying "Notes to Consolidated Financial Statements" for information related to recent accounting pronouncements.

**Item 7A. Quantitative and Qualitative Disclosures About Market Risk**

**Foreign Currency Risk**

Our earnings and cash flows are subject to fluctuations due to changes in currency exchange rates. We are exposed to foreign currency exchange rate fluctuations when subsidiaries with functional currencies other than the U.S. Dollar ("USD") are translated into our USD consolidated financial statements. As exchange rates vary, those results, when translated, may vary from expectations and adversely impact profitability. The cumulative translation effects for subsidiaries using functional currencies other than USD are included in "Accumulated other comprehensive income (loss)" in shareholders' equity. Movements in non-USD currency exchange rates may negatively or positively affect our competitive position, as exchange rate changes may affect business practices and/or pricing strategies of non-U.S. based competitors.

We employ a foreign currency risk management program that periodically utilizes derivative instruments to protect against unanticipated fluctuations in certain earnings and cash flows caused by volatility in foreign currency exchange ("FX") rates. We also utilize derivative contracts to hedge intercompany receivables and payables that are denominated in a foreign currency and to hedge net investments in foreign operations.

We serve a number of U.S.-based clients using customer contact management center capacity in The Philippines and Costa Rica, which are within our Americas segment. Although the contracts with these clients are priced in USDs, a substantial portion of the costs incurred to render services under these contracts are denominated in Philippine Pesos ("PHP") and Costa Rican Colones ("CRC"), which represent FX exposures. Additionally, our EMEA segment services clients in Hungary and Romania where the contracts are priced in Euros ("EUR"), with a substantial portion of the costs incurred to render services under these contracts denominated in Hungarian Forints and Romanian Leis.

---

[Table of Contents](#)

In order to hedge a portion of our anticipated cash flow requirements denominated in PHP and CRC, we had outstanding forward contracts and options as of December 31, 2015 with counterparties through December 2016 with notional amounts totaling \$106.3 million. As of December 31, 2015, we had net total derivative assets associated with these contracts with a fair value of \$0.1 million, which will settle within the next 12 months. If the USD was to weaken against the PHP and CRC by 10% from current period-end levels, we would incur a loss of approximately \$8.4 million on the underlying exposures of the derivative instruments. However, this loss would be mitigated by corresponding gains on the underlying exposures.

We entered into forward exchange contracts with notional amounts totaling \$63.5 million to hedge net investments in our foreign operations. The purpose of these derivative instruments is to protect against the risk that the net assets of certain foreign subsidiaries will be adversely affected by changes in exchange rates and economic exposures related to our foreign currency-based investments in these subsidiaries. As of December 31, 2015, the fair value of these derivatives was a net asset of \$10.2 million. The potential loss in fair value at December 31, 2015, for these contracts resulting from a hypothetical 10% adverse change in the foreign currency exchange rates is approximately \$5.3 million. However, this loss would be mitigated by corresponding gains on the underlying exposures.

We also entered into forward exchange contracts with notional amounts totaling \$50.6 million that are not designated as hedges. The purpose of these derivative instruments is to protect against FX volatility pertaining to intercompany receivables and payables, and other assets and liabilities that are denominated in currencies other than our subsidiaries' functional currencies. As of December 31, 2015, the fair value of these derivatives was a net liability of \$0.2 million. The potential loss in fair value at December 31, 2015, for these contracts resulting from a hypothetical 10% adverse change in the foreign currency exchange rates is approximately \$3.5 million. However, this loss would be mitigated by corresponding gains on the underlying exposures.

We evaluate the credit quality of potential counterparties to derivative transactions and only enter into contracts with those considered to have minimal credit risk. We periodically monitor changes to counterparty credit quality as well as our concentration of credit exposure to individual counterparties.

We do not use derivative financial instruments for speculative trading purposes, nor do we hedge our foreign currency exposure in a manner that entirely offsets the effects of changes in foreign exchange rates.

As a general rule, we do not use financial instruments to hedge local currency denominated operating expenses in countries where a natural hedge exists. For example, in many countries, revenue from the local currency services substantially offsets the local currency denominated operating expenses.

#### **Interest Rate Risk**

Our exposure to interest rate risk results from variable debt outstanding under our revolving credit facility. We pay interest on outstanding borrowings at interest rates that fluctuate based upon changes in various base rates. As of December 31, 2015, we had \$70.0 million in borrowings outstanding under the revolving credit facility. Based on our level of variable rate debt outstanding during the year ended December 31, 2015, a one-point increase in the weighted average interest rate, which generally equals the LIBOR rate plus an applicable margin, would have had a \$0.7 million impact on our results of operations.

We have not historically used derivative instruments to manage exposure to changes in interest rates.

#### **Item 8. Financial Statements and Supplementary Data**

The financial statements and supplementary data required by this item are located beginning on page 50 and page 32 of this report, respectively.

#### **Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

None.

**Item 9A. Controls and Procedures**

**Disclosure Controls and Procedures**

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as of December 31, 2015. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of December 31, 2015.

**Management’s Report on Internal Control Over Financial Reporting**

Management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934, as amended). Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

We assessed the effectiveness of our internal control over financial reporting as of December 31, 2015. In making this assessment, we used the criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our assessment, management believes that, as of December 31, 2015, our internal control over financial reporting was effective.

**Attestation Report of Independent Registered Public Accounting Firm**

Our independent registered public accounting firm has issued an attestation report on our internal control over financial reporting. This report appears on page 42.

**Changes to Internal Control Over Financial Reporting**

There were no changes in our internal controls over financial reporting during the quarter ended December 31, 2015 that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Shareholders of  
Sykes Enterprises, Incorporated  
Tampa, Florida

We have audited the internal control over financial reporting of Sykes Enterprises, Incorporated and subsidiaries (the “Company”) as of December 31, 2015, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company’s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management’s Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company’s internal control over financial reporting based on our audit.

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

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

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

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2015, based on the criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements and financial statement schedules as of and for the year ended December 31, 2015 of the Company and our report dated February 29, 2016 expressed an unqualified opinion on those financial statements and financial statement schedules.

/s/ Deloitte & Touche LLP

Tampa, Florida

February 29, 2016

**Item 9B. Other Information**

None.

**PART III**

**Items 10. through 14.**

All information required by Items 10 through 14, with the exception of information on Executive Officers which appears in this report in Item 1 under the caption “Executive Officers”, is incorporated by reference to SYKES’ Proxy Statement for the 2016 Annual Meeting of Shareholders.

**PART IV**

**Item 15. Exhibits and Financial Statement Schedules**

The following documents are filed as part of this report:

Consolidated Financial Statements

The Index to Consolidated Financial Statements is set forth on page 50 of this report.

Financial Statements Schedule

Schedule II — Valuation and Qualifying Accounts is set forth on page 102 of this report.

Other schedules have been omitted because they are not required or applicable or the information is included in the Consolidated Financial Statements or notes thereto.

Exhibits:

<u>Exhibit Number</u>	<u>Exhibit Description</u>
2.1	Articles of Merger between Sykes Enterprises, Incorporated, a North Carolina Corporation, and Sykes Enterprises, Incorporated, a Florida Corporation, dated March 1, 1996. <sup>(1)</sup>
2.2	Agreement and Plan of Merger, dated as of October 5, 2009, among ICT Group, Inc., Sykes Enterprises, Incorporated, SH Merger Subsidiary I, Inc., and SH Merger Subsidiary II, LLC <sup>(15)</sup>
2.3	Agreement and Plan of Merger, dated as of July 27, 2012, by and among Sykes Enterprises, Incorporated, Sykes Acquisition Subsidiary II, Inc., Alpine Access, Inc., and Shareholder Representative Services LLC. <sup>(22)</sup>
3.1	Articles of Incorporation of Sykes Enterprises, Incorporated, as amended. <sup>(2)</sup>
3.2	Articles of Amendment to Articles of Incorporation of Sykes Enterprises, Incorporated, as amended. <sup>(3)</sup>
3.3	Bylaws of Sykes Enterprises, Incorporated, as amended. <sup>(7)</sup>
3.4	Amendment to Bylaws of Sykes Enterprises, Incorporated. <sup>(24)</sup>
4.1	Specimen certificate for the Common Stock of Sykes Enterprises, Incorporated. <sup>(1)</sup>
10.1	2004 Non-Employee Directors' Fee Plan. <sup>(5)*</sup>
10.2	First Amended and Restated 2004 Non-Employee Director's Fee Plan. <sup>(12)*</sup>
10.3	Second Amended and Restated 2004 Non-Employee Director's Fee Plan. <sup>(14)*</sup>
10.4	Third Amended and Restated 2004 Non-Employee Director's Fee Plan. <sup>(16)*</sup>
10.5	Fourth Amended and Restated 2004 Non-Employee Director Fee Plan. <sup>(20)*</sup>
10.6	Fifth Amended and Restated 2004 Non-Employee Director Fee Plan. <sup>(26)*</sup>
10.7	Form of Split Dollar Plan Documents. <sup>(1)*</sup>
10.8	Form of Split Dollar Agreement. <sup>(1)*</sup>



[Table of Contents](#)

<u>Exhibit Number</u>	<u>Exhibit Description</u>
10.9	Form of Indemnity Agreement between Sykes Enterprises, Incorporated and directors & executive officers. <sup>(1)</sup>
10.10	2001 Equity Incentive Plan. <sup>(4)*</sup>
10.11	Form of Restricted Share And Stock Appreciation Right Award Agreement dated as of March 29, 2006. <sup>(8)*</sup>
10.12	Form of Restricted Share And Bonus Award Agreement dated as of March 29, 2006. <sup>(8)*</sup>
10.13	Form of Restricted Share Award Agreement dated as of May 24, 2006. <sup>(9)*</sup>
10.14	Form of Restricted Share And Stock Appreciation Right Award Agreement dated as of January 2, 2007. <sup>(10)*</sup>
10.15	Form of Restricted Share Award Agreement dated as of January 2, 2007. <sup>(10)*</sup>
10.16	Form of Restricted Share and Stock Appreciation Right Award Agreement dated as of January 2, 2008. <sup>(11)*</sup>
10.17	2011 Equity Incentive Plan. *
10.18	Founder's Retirement and Consulting Agreement dated December 10, 2004 between Sykes Enterprises, Incorporated and John H. Sykes. <sup>(6)*</sup>
10.19	Amended and Restated Employment Agreement dated as of December 30, 2008 between Sykes Enterprises, Incorporated and Charles E. Sykes. <sup>(17)*</sup>
10.20	Amended and Restated Employment Agreement dated as of December 30, 2008 between Sykes Enterprises, Incorporated and W. Michael Kipphut. <sup>(17)*</sup>
10.21	Amended and Restated Employment Agreement dated as of December 29, 2008 between Sykes Enterprises, Incorporated and Jenna R. Nelson. <sup>(17)*</sup>
10.22	Amended and Restated Employment Agreement dated as of December 29, 2008 between Sykes Enterprises, Incorporated and James T. Holder. <sup>(17)*</sup>
10.23	Amended and Restated Employment Agreement dated as of December 29, 2008 between Sykes Enterprises, Incorporated and William N. Rockoff. <sup>(17)*</sup>
10.24	Amended and Restated Employment Agreement dated as of December 29, 2008 between Sykes Enterprises, Incorporated and James Hobby, Jr. <sup>(17)*</sup>
10.25	Amended and Restated Employment Agreement dated as of December 29, 2008 between Sykes Enterprises, Incorporated and Daniel L. Hernandez. <sup>(17)*</sup>
10.26	Amended and Restated Employment Agreement dated as of December 29, 2008 between Sykes Enterprises, Incorporated and David L. Pearson. <sup>(17)*</sup>
10.27	Lease Agreement, dated January 25, 2008, Lease Amendment Number One and Lease Amendment Number Two dated February 12, 2008 and May 28, 2008 respectively, between Sykes Enterprises, Incorporated and Kingstree Office One, LLC. <sup>(13)</sup>
10.28	Stock Purchase Agreement between Sykes Enterprises, Incorporated (not as a Seller), SEI International Services S.a.r.l. (as Seller), Sykes Enterprises Incorporated Holdings, BV (as Seller) and Antonio Marcelo Cid, Humberto Daniel Sahade as Buyers, dated December 13, 2010. <sup>(18)</sup>

[Table of Contents](#)

<u>Exhibit Number</u>	<u>Exhibit Description</u>
10.29	Stock Purchase Agreement between Sykes Enterprises, Incorporated (not as a Seller), ICT Group Netherlands B.V. (as Seller), ICT Group Netherlands Holdings, B.V. (as Seller) and Carolina Gaito, Claudio Martin, Fernando A. Berrondo, Gustavo Rosetti as Buyers, dated December 24, 2010. <sup>(19)</sup>
10.30	Credit Agreement, dated May 12, 2015, between Sykes Enterprises, Incorporated, the lenders party thereto and KeyBank National Association, as Lead Arranger, Sole Book Runner and Administrative Agent. <sup>(21)</sup>
10.31	Business Sale and Purchase Agreement, dated as of March 29, 2012, between Sykes Enterprises, Incorporated and Iberphone, S.A.U. <sup>(22)</sup>
10.32	Stock Purchase Agreement, dated as of March 30, 2012, by and among Sykes Enterprises, Incorporated (not as a Seller), SEI International Services S.a.r.l. (as Seller) and Eugenio Arceu Garcia as Buyer. <sup>(22)</sup>
10.33	Employment Agreement, dated as of September 13, 2012, between Sykes Enterprises, Incorporated and Lawrence R. Zingale. <sup>(23)*</sup>
10.34	Employment Agreement, dated as of September 13, 2012, between Sykes Enterprises, Incorporated and Christopher Carrington. <sup>(23)*</sup>
10.35	Sykes Enterprises, Incorporated Deferred Compensation Plan Amended and Restated as of January 1, 2014. <sup>(28)*</sup>
10.36	Employment Agreement, dated as of April 15, 2014, between Sykes Enterprises, Incorporated and John Chapman. <sup>(25)*</sup>
10.37	Employment Agreement, dated as of October 29, 2014, between Sykes Enterprises, Incorporated and Andrew Blanchard. <sup>(28)*</sup>
14.1	Code of Ethics. <sup>(27)</sup>
21.1	List of subsidiaries of Sykes Enterprises, Incorporated.
23.1	Consent of Independent Registered Public Accounting Firm.
24.1	Power of Attorney relating to subsequent amendments (included on the signature page of this report).
31.1	Certification of Chief Executive Officer, pursuant to Rule 13a-14(a).
31.2	Certification of Chief Financial Officer, pursuant to Rule 13a-14(a).
32.1	Certification of Chief Executive Officer, pursuant to Section 1350.
32.2	Certification of Chief Financial Officer, pursuant to Section 1350.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document

\* *Indicates management contract or compensatory plan or arrangement.*

---

[Table of Contents](#)

- (1) Filed as an Exhibit to the Registrant's Registration Statement on Form S-1 (Registration No. 333-2324) and incorporated herein by reference.
- (2) Filed as Exhibit 3.1 to the Registrant's Registration Statement on Form S-3 filed with the Commission on October 23, 1997, and incorporated herein by reference.
- (3) Filed as Exhibit 3.2 to the Registrant's Form 10-K filed with the Commission on March 29, 1999, and incorporated herein by reference.
- (4) Filed as Exhibit 10.32 to Registrant's Form 10-Q filed with the Commission on May 7, 2001, and incorporated herein by reference.
- (5) Filed as an Exhibit to Registrant's Form 10-Q filed with the Commission on August 9, 2004, and incorporated herein by reference.
- (6) Filed as an Exhibit to Registrant's Current Report on Form 8-K filed with the Commission on December 16, 2004, and incorporated herein by reference.
- (7) Filed as an Exhibit to Registrant's Form 10-K filed with the Commission on March 22, 2005, and incorporated herein by reference.
- (8) Filed as an Exhibit to the Registrant's Current Report on Form 8-K filed with the Commission on April 4, 2006, and incorporated herein by reference.
- (9) Filed as an Exhibit to the Registrant's Current Report on Form 8-K filed with the Commission on May 31, 2006, and incorporated herein by reference.
- (10) Filed as an Exhibit to the Registrant's Current Report on Form 8-K filed with the Commission on December 28, 2006, and incorporated herein by reference.
- (11) Filed as an Exhibit to the Registrant's Current Report on Form 8-K filed with the Commission on January 8, 2008, and incorporated herein by reference.
- (12) Filed as an Exhibit to the Registrant's Form 10-Q filed with the Commission on May 7, 2008, and incorporated herein by reference.
- (13) Filed as an Exhibit to the Registrant's Current Report on Form 8-K filed with the Commission on May 29, 2008, and incorporated herein by reference.
- (14) Filed as an Exhibit to the Registrant's Form 10-Q filed with the Commission on November 5, 2008, and incorporated herein by reference.
- (15) Filed as an Exhibit to the Registrant's Current Report on Form 8-K filed with the Commission on October 9, 2009, and incorporated herein by reference.
- (16) Filed as an Exhibit to the Registrant's Proxy Statement for the 2009 annual meeting of shareholders filed with the Commission on April 22, 2009, and incorporated herein by reference.
- (17) Filed as an Exhibit to the Registrant's Annual Report on Form 10-K filed with the Commission on March 10, 2009, and incorporated herein by reference.
- (18) Filed as an Exhibit to the Registrant's Current Report on Form 8-K filed with the Commission on December 22, 2010, and incorporated herein by reference.
- (19) Filed as an Exhibit to the Registrant's Current Report on Form 8-K filed with the Commission on December 30, 2010, and incorporated herein by reference.
- (20) Filed as an Exhibit to the Registrant's Quarterly Report on Form 10-Q filed with the Commission on August 9, 2011, and incorporated herein by reference.
- (21) Filed as an Exhibit to the Registrant's Form 8-K filed with the Commission on May 13, 2015, and incorporated herein by reference.
- (22) Filed as an Exhibit to the Registrant's Form 8-K filed with the Commission on July 30, 2012, and incorporated herein by reference.
- (23) Filed as an Exhibit to the Registrant's Form 8-K filed with the Commission on September 19, 2012, and incorporated herein by reference.
- (24) Filed as an Exhibit to the Registrant's Form 8-K filed with the Commission on March 24, 2014, and incorporated herein by reference.
- (25) Filed as an Exhibit to the Registrant's Form 8-K filed with the Commission on April 15, 2014, and incorporated herein by reference.

---

**Table of Contents**

- (26) *Filed as an Exhibit to the Registrant's Proxy Statement for the 2012 annual meeting of shareholders filed with the Commission on April 14, 2012, and incorporated herein by reference.*
- (27) *Available on the Registrant's website at [www.sykes.com](http://www.sykes.com), by clicking on "Investor Relations" and then "Corporate Governance" under the heading "Corporate Governance."*
- (28) *Filed as an Exhibit to Registrant's Form 10-K filed with the Commission on February 19, 2015, and incorporated herein by reference.*

[Table of Contents](#)

**Signatures**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Tampa, and State of Florida, on this 29<sup>th</sup> day of February 2016.

SYKES ENTERPRISES, INCORPORATED  
(Registrant)

By: /s/ John Chapman  
John Chapman  
Executive Vice President and Chief Financial Officer  
(Principal Financial and Accounting Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated. Each person whose signature appears below constitutes and appoints John Chapman his true and lawful attorney-in-fact and agent, with full power of substitution and revocation, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments to this report and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or should do in person, thereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, may lawfully do or cause to be done by virtue hereof.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Paul L. Whiting</u> Paul L. Whiting	Chairman of the Board	February 29, 2016
<u>/s/ Charles E. Sykes</u> Charles E. Sykes	President and Chief Executive Officer and Director (Principal Executive Officer)	February 29, 2016
<u>/s/ Lt. Gen. Michael P. Delong (Ret.)</u> Lt. Gen. Michael P. Delong (Ret.)	Director	February 29, 2016
<u>/s/ Lorraine L. Lutton</u> Lorraine L. Lutton	Director	February 29, 2016
<u>/s/ Iain A. Macdonald</u> Iain A. Macdonald	Director	February 29, 2016
<u>/s/ James S. MacLeod</u> James S. MacLeod	Director	February 29, 2016
<u>/s/ William J. Meurer</u> William J. Meurer	Director	February 29, 2016
<u>/s/ William D. Muir, Jr.</u> William D. Muir, Jr.	Director	February 29, 2016
<u>/s/ John Chapman</u> John Chapman	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	February 29, 2016

---

[Table of Contents](#)

**Table of Contents**

	<u>Page No.</u>
<a href="#">Report of Independent Registered Public Accounting Firm</a>	51
<a href="#">Consolidated Balance Sheets as of December 31, 2015 and 2014</a>	52
<a href="#">Consolidated Statements of Operations for the Years Ended December 31, 2015, 2014 and 2013</a>	53
<a href="#">Consolidated Statements of Comprehensive Income (Loss) for the Years Ended December 31, 2015, 2014 and 2013</a>	54
<a href="#">Consolidated Statements of Changes in Shareholders' Equity for the Years Ended December 31, 2015, 2014 and 2013</a>	55
<a href="#">Consolidated Statements of Cash Flows for the Years Ended December 31, 2015, 2014 and 2013</a>	56
<a href="#">Notes to Consolidated Financial Statements</a>	58

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Shareholders of  
Sykes Enterprises, Incorporated  
Tampa, Florida

We have audited the accompanying consolidated balance sheets of Sykes Enterprises, Incorporated and subsidiaries (the “Company”) as of December 31, 2015 and 2014, and the related consolidated statements of operations, comprehensive income (loss), changes in shareholders’ equity, and cash flows for each of the three years in the period ended December 31, 2015. Our audits also included the financial statement schedule listed in the Index at Item 15. These financial statements and financial statement schedule are the responsibility of the Company’s management. Our responsibility is to express an opinion on the financial statements and financial statement schedule based on our audits.

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

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of Sykes Enterprises, Incorporated and subsidiaries as of December 31, 2015 and 2014 and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2015, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, such financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, present fairly, in all material respects, the information set forth therein.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company’s internal control over financial reporting as of December 31, 2015, based on the criteria established in *Internal Control—Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 29, 2016 expressed an unqualified opinion on the Company’s internal control over financial reporting.

/s/ Deloitte & Touche LLP

Tampa, Florida

February 29, 2016

**SYKES ENTERPRISES, INCORPORATED AND SUBSIDIARIES**  
**Consolidated Balance Sheets**

(in thousands, except per share data)

	December 31, 2015	December 31, 2014
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 235,358	\$ 215,137
Receivables, net	277,096	290,397
Prepaid expenses	17,321	14,896
Other current assets	33,262	29,656
Total current assets	563,037	550,086
Property and equipment, net	111,962	109,880
Goodwill, net	195,733	193,831
Intangibles, net	50,896	60,620
Deferred charges and other assets	26,144	30,083
	<u>\$ 947,772</u>	<u>\$ 944,500</u>
<b>Liabilities and Shareholders' Equity</b>		
Current liabilities:		
Accounts payable	\$ 23,255	\$ 25,523
Accrued employee compensation and benefits	77,246	82,072
Current deferred income tax liabilities	1,120	144
Income taxes payable	1,959	3,662
Deferred revenue	28,119	34,245
Other accrued expenses and current liabilities	21,476	22,216
Total current liabilities	153,175	167,862
Deferred grants	4,810	5,110
Long-term debt	70,000	75,000
Long-term income tax liabilities	18,512	20,630
Other long-term liabilities	22,595	17,680
Total liabilities	269,092	286,282
Commitments and loss contingency (Note 22)		
Shareholders' equity:		
Preferred stock, \$0.01 par value per share, 10,000 shares authorized; no shares issued and outstanding	—	—
Common stock, \$0.01 par value per share, 200,000 shares authorized; 42,785 and 43,291 shares issued, respectively	428	433
Additional paid-in capital	275,380	279,288
Retained earnings	458,325	400,514
Accumulated other comprehensive income (loss)	(53,662)	(20,561)
Treasury stock at cost: 113 and 132 shares, respectively	(1,791)	(1,456)
Total shareholders' equity	678,680	658,218
	<u>\$ 947,772</u>	<u>\$ 944,500</u>

*See accompanying Notes to Consolidated Financial Statements.*



**SYKES ENTERPRISES, INCORPORATED AND SUBSIDIARIES**  
**Consolidated Statements of Operations**

(in thousands, except per share data)	Years Ended December 31,		
	2015	2014	2013
Revenues	<u>\$1,286,340</u>	<u>\$1,327,523</u>	<u>\$1,263,460</u>
Operating expenses:			
Direct salaries and related costs	836,516	892,110	855,266
General and administrative	297,257	298,129	297,519
Depreciation, net	43,752	45,363	42,084
Amortization of intangibles	14,170	14,396	14,863
Net (gain) loss on disposal of property and equipment	381	(2,030)	201
Total operating expenses	<u>1,192,076</u>	<u>1,247,968</u>	<u>1,209,933</u>
Income from operations	<u>94,264</u>	<u>79,555</u>	<u>53,527</u>
Other income (expense):			
Interest income	668	958	866
Interest (expense)	(2,465)	(2,011)	(2,307)
Other income (expense)	(2,484)	(1,343)	(761)
Total other income (expense)	<u>(4,281)</u>	<u>(2,396)</u>	<u>(2,202)</u>
Income before income taxes	<u>89,983</u>	<u>77,159</u>	<u>51,325</u>
Income taxes	<u>21,386</u>	<u>19,368</u>	<u>14,065</u>
Net income	<u>\$ 68,597</u>	<u>\$ 57,791</u>	<u>\$ 37,260</u>
Net income per common share:			
Basic	<u>\$ 1.64</u>	<u>\$ 1.36</u>	<u>\$ 0.87</u>
Diluted	<u>\$ 1.62</u>	<u>\$ 1.35</u>	<u>\$ 0.87</u>
Weighted average common shares outstanding:			
Basic	41,899	42,609	42,877
Diluted	42,447	42,814	42,925

*See accompanying Notes to Consolidated Financial Statements.*

**SYKES ENTERPRISES, INCORPORATED AND SUBSIDIARIES**  
**Consolidated Statements of Comprehensive Income (Loss)**

(in thousands)	Years Ended December 31,		
	2015	2014	2013
Net income	<u>\$ 68,597</u>	<u>\$ 57,791</u>	<u>\$37,260</u>
Other comprehensive income (loss), net of taxes:			
Foreign currency translation gain (loss), net of taxes	(36,525)	(34,827)	(3,332)
Unrealized gain (loss) on net investment hedges, net of taxes	3,894	3,959	(1,118)
Unrealized actuarial gain (loss) related to pension liability, net of taxes	21	(142)	(263)
Unrealized gain (loss) on cash flow hedging instruments, net of taxes	(416)	2,424	(1,965)
Unrealized gain (loss) on postretirement obligation, net of taxes	(75)	28	(181)
Other comprehensive income (loss), net of taxes	<u>(33,101)</u>	<u>(28,558)</u>	<u>(6,859)</u>
Comprehensive income (loss)	<u>\$ 35,496</u>	<u>\$ 29,233</u>	<u>\$30,401</u>

*See accompanying Notes to Consolidated Financial Statements.*

**SYKES ENTERPRISES, INCORPORATED AND SUBSIDIARIES**  
**Consolidated Statements of Changes in Shareholders' Equity**

(in thousands)	Common Stock		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Treasury Stock	Total
	Shares Issued	Amount					
<b>Balance at January 1, 2013</b>	43,790	\$ 438	\$277,192	\$315,187	\$ 14,856	\$ (1,409)	\$606,264
Issuance of common stock	10	—	59	—	—	—	59
Stock-based compensation expense	—	—	4,873	—	—	—	4,873
Excess tax benefit (deficiency) from stock-based compensation	—	—	(187)	—	—	—	(187)
Issuance of common stock under equity award plans, net of shares withheld for employee taxes	538	5	(29)	—	—	(203)	(227)
Repurchase of common stock	—	—	—	—	—	(5,479)	(5,479)
Retirement of treasury stock	(341)	(3)	(2,395)	(3,081)	—	5,479	—
Comprehensive income (loss)	—	—	—	37,260	(6,859)	—	30,401
<b>Balance at December 31, 2013</b>	43,997	440	279,513	349,366	7,997	(1,612)	635,704
Stock-based compensation expense	—	—	6,381	—	—	—	6,381
Excess tax benefit (deficiency) from stock-based compensation	—	—	(82)	—	—	—	(82)
Issuance of common stock under equity award plans, net of shares withheld for employee taxes	(76)	(1)	(592)	—	—	156	(437)
Repurchase of common stock	—	—	—	—	—	(12,581)	(12,581)
Retirement of treasury stock	(630)	(6)	(5,932)	(6,643)	—	12,581	—
Comprehensive income (loss)	—	—	—	57,791	(28,558)	—	29,233
<b>Balance at December 31, 2014</b>	43,291	433	279,288	400,514	(20,561)	(1,456)	658,218
Stock-based compensation expense	—	—	8,749	—	—	—	8,749
Excess tax benefit (deficiency) from stock-based compensation	—	—	422	—	—	—	422
Issuance of common stock under equity award plans, net of shares withheld for employee taxes	348	4	(3,159)	—	—	(171)	(3,326)
Repurchase of common stock	—	—	—	—	—	(20,879)	(20,879)
Retirement of treasury stock	(854)	(9)	(9,920)	(10,786)	—	20,715	—
Comprehensive income (loss)	—	—	—	68,597	(33,101)	—	35,496
<b>Balance at December 31, 2015</b>	<u>42,785</u>	<u>\$ 428</u>	<u>\$275,380</u>	<u>\$458,325</u>	<u>\$ (53,662)</u>	<u>\$ (1,791)</u>	<u>\$678,680</u>

*See accompanying Notes to Consolidated Financial Statements.*

**SYKES ENTERPRISES, INCORPORATED AND SUBSIDIARIES**  
**Consolidated Statements of Cash Flows**

(in thousands)	Years Ended December 31,		
	2015	2014	2013
<b>Cash flows from operating activities :</b>			
Net income	\$ 68,597	\$ 57,791	\$ 37,260
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation	44,515	46,255	43,094
Amortization of intangibles	14,170	14,396	14,863
Amortization of deferred grants	(973)	(1,348)	(1,148)
Unrealized foreign currency transaction (gains) losses, net	318	119	6,302
Stock-based compensation expense	8,749	6,381	4,873
Excess tax (benefit) from stock-based compensation	(422)	—	—
Deferred income tax provision (benefit)	2,515	4,865	(362)
Net (gain) loss on disposal of property and equipment	381	(2,030)	201
Bad debt expense (reversals)	278	(181)	483
Write-downs (recoveries) of value added tax receivables	—	(638)	143
Unrealized (gains) losses on financial instruments, net	1,028	2,352	(15)
Foreign exchange (gain) loss on liquidation of foreign entities	720	113	(83)
Amortization of deferred loan fees	403	259	259
Net (gain) on insurance settlement	(919)	—	—
Proceeds from business interruption insurance settlement	156	—	—
Imputed interest expense and fair value adjustments to contingent consideration	408	—	—
Other	(106)	(10)	(116)
Changes in assets and liabilities, net of acquisition:			
Receivables	2,499	(40,276)	(22,062)
Prepaid expenses	(3,040)	336	(3,931)
Other current assets	(6,972)	(6,673)	(1,177)
Deferred charges and other assets	1,951	3,545	(2,754)
Accounts payable	(124)	2,029	(1,282)
Income taxes receivable / payable	(5,666)	2,609	804
Accrued employee compensation and benefits	(1,481)	5,179	9,140
Other accrued expenses and current liabilities	(1,564)	(5,026)	(2,025)
Deferred revenue	(2,559)	2,147	2,826
Other long-term liabilities	(2,398)	2,070	925
Net cash provided by operating activities	120,464	94,264	86,218
<b>Cash flows from investing activities:</b>			
Capital expenditures	(49,662)	(44,683)	(59,193)
Cash paid for business acquisition, net of cash acquired	(9,370)	—	—
Proceeds from sale of property and equipment	616	3,639	388
Investment in restricted cash	(45)	(7)	(562)
Release of restricted cash	13	160	—
Proceeds from property and equipment insurance settlement	1,490	—	—
Net cash (used for) investing activities	(56,958)	(40,891)	(59,367)

**SYKES ENTERPRISES, INCORPORATED AND SUBSIDIARIES**  
**Consolidated Statements of Cash Flows**  
**(Continued)**

(in thousands)	Years Ended December 31,		
	2015	2014	2013
<b>Cash flows from financing activities:</b>			
Payments of long-term debt	(10,000)	(23,000)	(25,000)
Proceeds from issuance of long-term debt	5,000	—	32,000
Proceeds from issuance of common stock	—	—	59
Excess tax benefit from stock-based compensation	422	—	—
Cash paid for repurchase of common stock	(20,879)	(12,581)	(5,479)
Proceeds from grants	670	256	201
Payments on short-term debt	(323)	—	—
Shares repurchased for minimum tax withholding on equity awards	(3,326)	(437)	(227)
Cash paid for loan fees related to long-term debt	(962)	—	—
Net cash provided by (used for) financing activities	(29,398)	(35,762)	1,554
<b>Effects of exchange rates on cash and cash equivalents</b>	<b>(13,887)</b>	<b>(14,459)</b>	<b>(3,742)</b>
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>20,221</b>	<b>3,152</b>	<b>24,663</b>
Cash and cash equivalents — beginning	215,137	211,985	187,322
Cash and cash equivalents — ending	<b>\$235,358</b>	<b>\$215,137</b>	<b>\$211,985</b>
<b>Supplemental disclosures of cash flow information:</b>			
Cash paid during period for interest	\$ 1,476	\$ 1,716	\$ 2,149
Cash paid during period for income taxes	\$ 30,467	\$ 16,560	\$ 16,889
<b>Non-cash transactions:</b>			
Property and equipment additions in accounts payable	\$ 4,941	\$ 5,512	\$ 6,002
Unrealized gain (loss) on postretirement obligation in accumulated other comprehensive income (loss)	\$ (75)	\$ 28	\$ (181)

*See accompanying Notes to Consolidated Financial Statements.*

**SYKES ENTERPRISES, INCORPORATED AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**

**Note 1. Overview and Summary of Significant Accounting Policies**

**Business** — Sykes Enterprises, Incorporated and consolidated subsidiaries (“SYKES” or the “Company”) provides comprehensive outsourced customer contact management solutions and services in the business process outsourcing arena to companies, primarily within the communications, financial services, technology/consumer, transportation and leisure, and healthcare industries. SYKES provides flexible, high-quality outsourced customer contact management services (with an emphasis on inbound technical support and customer service), which includes customer assistance, healthcare and roadside assistance, technical support and product sales to its clients’ customers. Utilizing SYKES’ integrated onshore/offshore global delivery model, SYKES provides its services through multiple communication channels encompassing phone, e-mail, social media, text messaging, chat and digital self-service. SYKES complements its outsourced customer contact management services with various enterprise support services in the United States that encompass services for a company’s internal support operations, from technical staffing services to outsourced corporate help desk services. In Europe, SYKES also provides fulfillment services, which includes order processing, payment processing, inventory control, product delivery and product returns handling. The Company has operations in two reportable segments entitled (1) the Americas, which includes the United States, Canada, Latin America, Australia and the Asia Pacific Rim, in which the client base is primarily companies in the United States that are using the Company’s services to support their customer management needs; and (2) EMEA, which includes Europe, the Middle East and Africa.

**Acquisition** — In July 2015, the Company completed the acquisition of Qelp B.V. and its subsidiary (together, known as “Qelp”), pursuant to definitive Share Sale and Purchase Agreement, dated July 2, 2015. The Company has reflected the operating results in the Consolidated Statements of Operations since July 2, 2015. See Note 2, Acquisitions, for additional information on the acquisition.

**Principles of Consolidation** — The consolidated financial statements include the accounts of SYKES and its wholly-owned subsidiaries and controlled majority-owned subsidiaries. All significant intercompany transactions and balances have been eliminated in consolidation.

**Use of Estimates** — The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America (“generally accepted accounting principles” or “U.S. GAAP”) requires the Company to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**Subsequent Events** — Subsequent events or transactions have been evaluated through the date and time of issuance of the consolidated financial statements. There were no material subsequent events that required recognition or disclosure in the accompanying consolidated financial statements.

**Recognition of Revenue** — The Company recognizes revenue in accordance with Accounting Standards Codification (“ASC”) 605 “*Revenue Recognition*” (“ASC 605”). The Company primarily recognizes revenues from services as the services are performed, which is based on either a per minute, per call, per transaction or per time and material basis, under a fully executed contractual agreement and record reductions to revenues for contractual penalties and holdbacks for failure to meet specified minimum service levels and other performance based contingencies. Revenue recognition is limited to the amount that is not contingent upon delivery of any future product or service or meeting other specified performance conditions. Product sales, accounted for within our fulfillment services, are recognized upon shipment to the customer and satisfaction of all obligations.

Revenues from fulfillment services account for 1.6%, 1.4% and 1.3% of total consolidated revenues for the years ended December 31, 2015, 2014 and 2013, respectively, some of which contain multiple-deliverables. The service offerings for these fulfillment service contracts typically include pick-pack-and-ship, warehousing, process management, finished goods assembly and pass-through costs. In accordance with ASC 605-25 “*Revenue Recognition — Multiple-Element Arrangements*” (“ASC 605-25”) [as amended by Accounting Standards Update (“ASU”) 2009-13 “*Revenue Recognition (Topic 605): Multiple-Deliverable Revenue Arrangements — a consensus of the FASB Emerging Issues Task Force*” (“ASU 2009-13”)], the Company determines if the services provided under these contracts with multiple-deliverables represent separate units of accounting. A deliverable constitutes a

---

[Table of Contents](#)

separate unit of accounting when it has standalone value, and where return rights exist, delivery or performance of the undelivered items is considered probable and substantially within our control. If those deliverables are determined to be separate units of accounting, revenues from these services are recognized as the services are performed under a fully executed contractual agreement. If those deliverables are not determined to be separate units of accounting, revenue for the delivered services are bundled into a single unit of accounting and recognized on the proportional performance method using the straight-line basis over the contract period, or the actual number of operational seats used to serve the client, as appropriate.

The Company allocates revenue to each of the deliverables based on a selling price hierarchy of vendor specific objective evidence (“VSOE”), third-party evidence, and then estimated selling price. VSOE is based on the price charged when the deliverable is sold separately. Third-party evidence is based on largely interchangeable competitor services in standalone sales to similarly situated customers. Estimated selling price is based on the Company’s best estimate of what the selling prices of deliverables would be if they were sold regularly on a standalone basis. Estimated selling price is established considering multiple factors including, but not limited to, pricing practices in different geographies, service offerings, and customer classifications. Once the Company allocates revenue to each deliverable, the Company recognizes revenue when all revenue recognition criteria are met. As of December 31, 2015, the Company’s fulfillment contracts with multiple-deliverables met the separation criteria as outlined in ASC 605-25 and the revenue was accounted for accordingly. Other than these fulfillment contracts, the Company had no other contracts that contain multiple-deliverables as of December 31, 2015.

**Cash and Cash Equivalents** — Cash and cash equivalents consist of cash and highly liquid short-term investments. Cash in the amount of \$235.4 million and \$215.1 million at December 31, 2015 and 2014, respectively, was primarily held in interest bearing investments, which have original maturities of less than 90 days. Cash and cash equivalents of \$221.7 million and \$194.4 million at December 31, 2015 and 2014, respectively, were held in international operations and may be subject to additional taxes if repatriated to the United States (“U.S.”).

**Restricted Cash** — Restricted cash includes cash whereby the Company’s ability to use the funds at any time is contractually limited or is generally designated for specific purposes arising out of certain contractual or other obligations. Restricted cash is included in “Other current assets” and “Deferred charges and other assets” in the accompanying Consolidated Balance Sheets.

**Allowance for Doubtful Accounts** — The Company maintains allowances for doubtful accounts on trade account receivables for estimated losses arising from the inability of its customers to make required payments. The Company’s estimate is based on qualitative and quantitative analyses, including credit risk measurement tools and methodologies using the publicly available credit and capital market information, a review of the current status of the Company’s trade accounts receivable and historical collection experience of the Company’s clients. It is reasonably possible that the Company’s estimate of the allowance for doubtful accounts will change if the financial condition of the Company’s customers were to deteriorate, resulting in a reduced ability to make payments.

**Property and Equipment** — Property and equipment is recorded at cost and depreciated using the straight-line method over the estimated useful lives of the respective assets. Improvements to leased premises are amortized over the shorter of the related lease term or the estimated useful lives of the improvements. Cost and related accumulated depreciation on assets retired or disposed of are removed from the accounts and any resulting gains or losses are credited or charged to income. The Company capitalizes certain costs incurred, if any, to internally develop software upon the establishment of technological feasibility. Costs incurred prior to the establishment of technological feasibility are expensed as incurred.

The carrying value of property and equipment to be held and used is evaluated for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable in accordance with ASC 360 “*Property, Plant and Equipment*.” For purposes of recognition and measurement of an impairment loss, assets are grouped at the lowest levels for which there are identifiable cash flows (the “reporting unit”). An asset is considered to be impaired when the sum of the undiscounted future net cash flows expected to result from the use of the asset and its eventual disposition does not exceed its carrying amount. The amount of the impairment loss, if any, is measured as the amount by which the carrying value of the asset exceeds its estimated fair value, which is generally determined based on appraisals or sales prices of comparable assets or independent third party offers. Occasionally, the Company redeploys property and equipment from under-utilized centers to other locations to improve capacity utilization if it is determined that the related undiscounted future cash flows in the under-utilized centers would not be sufficient to recover the carrying amount of these assets. The Company determined that its property and equipment were not impaired as of December 31, 2015.

---

[Table of Contents](#)

**Rent Expense** — The Company has entered into operating lease agreements, some of which contain provisions for future rent increases, rent free periods, or periods in which rent payments are reduced. The total amount of the rental payments due over the lease term is being charged to rent expense on the straight-line method over the term of the lease in accordance with ASC 840 “*Leases*.”

**Goodwill** — The Company accounts for goodwill and other intangible assets under Accounting Standards Codification (“ASC”) 350 “*Intangibles — Goodwill and Other*” (“ASC 350”). The Company expects to receive future benefits from previously acquired goodwill over an indefinite period of time. For goodwill and other intangible assets with indefinite lives not subject to amortization, the Company reviews goodwill and intangible assets for impairment at least annually in the third quarter, and more frequently in the presence of certain circumstances. The Company has the option to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If, after assessing the totality of events or circumstances, the Company determines it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, then performing the two-step impairment test is unnecessary. However, if the Company concludes otherwise, then it is required to perform the first step of the two-step impairment test by calculating the fair value of the reporting unit and comparing the fair value with the carrying amount of the reporting unit. If the carrying amount of a reporting unit exceeds its fair value, then the Company is required to perform the second step of the goodwill impairment test to measure the amount of the impairment loss, if any.

**Intangible Assets** — Intangible assets, primarily customer relationships and trade names, are amortized using the straight-line method over their estimated useful lives which approximate the pattern in which the economic benefits of the assets are consumed. The Company periodically evaluates the recoverability of intangible assets and takes into account events or changes in circumstances that warrant revised estimates of useful lives or that indicate that impairment exists. Fair value for intangible assets is based on discounted cash flows, market multiples and/or appraised values, as appropriate.

**Income Taxes** — The Company accounts for income taxes under ASC 740 “*Income Taxes*” (“ASC 740”) which requires recognition of deferred tax assets and liabilities to reflect tax consequences of differences between the tax bases of assets and liabilities and their reported amounts in the accompanying consolidated financial statements. Deferred tax assets are reduced by a valuation allowance if, based on the weight of available evidence, both positive and negative, for each respective tax jurisdiction, it is more likely than not that the deferred tax assets will not be realized in accordance with the criteria of ASC 740. Valuation allowances are established against deferred tax assets due to an uncertainty of realization. Valuation allowances are reviewed each period on a tax jurisdiction by tax jurisdiction basis to analyze whether there is sufficient positive or negative evidence, in accordance with criteria of ASC 740, to support a change in judgment about the ability to realize the related deferred tax assets. Uncertainties regarding expected future income in certain jurisdictions could affect the realization of deferred tax assets in those jurisdictions.

The Company evaluates tax positions that have been taken or are expected to be taken in its tax returns, and records a liability for uncertain tax positions in accordance with ASC 740. ASC 740 contains a two-step approach to recognizing and measuring uncertain tax positions. First, tax positions are recognized if the weight of available evidence indicates that it is more likely than not that the position will be sustained upon examination, including resolution of related appeals or litigation processes, if any. Second, the tax position is measured as the largest amount of tax benefit that has a greater than 50% likelihood of being realized upon settlement. The Company recognizes interest and penalties related to unrecognized tax benefits in the provision for income taxes in the accompanying consolidated financial statements.

**Self-Insurance Programs** — The Company self-insures for certain levels of workers’ compensation and self-funds the medical, prescription drug and dental benefit plans in the United States. Estimated costs are accrued at the projected settlements for known and anticipated claims. Amounts related to these self-insurance programs are included in “Accrued employee compensation and benefits” and “Other long-term liabilities” in the accompanying Consolidated Balance Sheets.

**Deferred Grants** — Recognition of income associated with grants for land and the acquisition of property, buildings and equipment (together, “property grants”) is deferred until after the completion and occupancy of the building and title has passed to the Company, and the funds have been released from escrow. The deferred amounts for both land and building are amortized and recognized as a reduction of depreciation expense over the corresponding useful lives of the related assets. Amounts received in excess of the cost of the building are allocated to the cost of



---

[Table of Contents](#)

equipment and, only after the grants are released from escrow, recognized as a reduction of depreciation expense over the weighted average useful life of the related equipment, which approximates five years. Upon sale of the related facilities, any deferred grant balance is recognized in full and is included in the gain on sale of property and equipment.

The Company receives government employment grants as an incentive to create and maintain permanent employment positions for a specified time period. These grants are repayable, under certain terms and conditions, if the Company's relevant employment levels do not meet or exceed the employment levels set forth in the grant agreements. Accordingly, grant monies received are deferred and amortized primarily as a reduction to "Direct salaries and related costs" using the proportionate performance model over the required employment period.

The Company receives government lease grants as an incentive for leasing space at specific locations or locating call centers in a government's jurisdiction. These grants are repayable, under certain terms and conditions, as set forth in the grant agreements. Accordingly, grant monies received are deferred and amortized primarily as a reduction to rent expense included in "General and administrative" over the required lease period.

**Deferred Revenue** — The Company receives up-front fees in connection with certain contracts. The deferred revenue is earned over the service periods of the respective contracts, which range from 30 days to seven years. Deferred revenue included in current liabilities in the accompanying Consolidated Balance Sheets includes the up-front fees associated with services to be provided over the ensuing twelve month period and the up-front fees associated with services to be provided over multiple years in connection with contracts that contain cancellation and refund provisions, whereby the manufacturers or customers can terminate the contracts and demand pro-rata refunds of the up-front fees with short notice. Deferred revenue included in current liabilities in the accompanying Consolidated Balance Sheets also includes estimated penalties and holdbacks for failure to meet specified minimum service levels in certain contracts and other performance based contingencies.

**Stock-Based Compensation** — The Company has three stock-based compensation plans: the 2011 Equity Incentive Plan (for employees and certain non-employees), the Non-Employee Director Fee Plan (for non-employee directors), both approved by the shareholders, and the Deferred Compensation Plan (for certain eligible employees). All of these plans are discussed more fully in Note 24, Stock-Based Compensation. Stock-based awards under these plans may consist of common stock, stock options, cash-settled or stock-settled stock appreciation rights, restricted stock and other stock-based awards. The Company issues common stock and uses treasury stock to satisfy stock option exercises or vesting of stock awards.

In accordance with ASC 718 "Compensation — Stock Compensation" ("ASC 718"), the Company recognizes in its accompanying Consolidated Statements of Operations the grant-date fair value of stock options and other equity-based compensation issued to employees and directors. Compensation expense for equity-based awards is recognized over the requisite service period, usually the vesting period, while compensation expense for liability-based awards (those usually settled in cash rather than stock) is re-measured to fair value at each balance sheet date until the awards are settled.

**Fair Value of Financial Instruments** — The following methods and assumptions were used to estimate the fair value of each class of financial instruments for which it is practicable to estimate that value:

- Cash, short-term and other investments, investments held in rabbi trust and accounts payable — The carrying values for cash, short-term and other investments, investments held in rabbi trust and accounts payable approximate their fair values.
- Foreign currency forward contracts and options — Foreign currency forward contracts and options, including premiums paid on options, are recognized at fair value based on quoted market prices of comparable instruments or, if none are available, on pricing models or formulas using current market and model assumptions, including adjustments for credit risk.
- Long-term debt — The carrying value of long-term debt approximates its estimated fair value as it re-prices at varying interest rates.
- Contingent consideration — Contingent consideration is recognized at fair value based on the discounted cash flow method.

**Fair Value Measurements** — ASC 820 "Fair Value Measurements and Disclosures" ("ASC 820") defines fair value, establishes a framework for measuring fair value in accordance with generally accepted accounting principles

---

## [Table of Contents](#)

and expands disclosures about fair value measurements. ASC 820-10-20 clarifies that fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants.

ASC 825 “*Financial Instruments*” (“ASC 825”) permits an entity to measure certain financial assets and financial liabilities at fair value with changes in fair value recognized in earnings each period. The Company has not elected to use the fair value option permitted under ASC 825 for any of its financial assets and financial liabilities that are not already recorded at fair value.

A description of the Company’s policies regarding fair value measurement is summarized below.

***Fair Value Hierarchy***— ASC 820-10-35 requires disclosure about how fair value is determined for assets and liabilities and establishes a hierarchy for which these assets and liabilities must be grouped, based on significant levels of observable or unobservable inputs. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Company’s market assumptions. This hierarchy requires the use of observable market data when available. These two types of inputs have created the following fair value hierarchy:

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

***Determination of Fair Value***— The Company generally uses quoted market prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access to determine fair value, and classifies such items in Level 1. Fair values determined by Level 2 inputs utilize inputs other than quoted market prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. Level 2 inputs include quoted market prices in active markets for similar assets or liabilities, and inputs other than quoted market prices that are observable for the asset or liability. Level 3 inputs are unobservable inputs for the asset or liability, and include situations where there is little, if any, market activity for the asset or liability.

If quoted market prices are not available, fair value is based upon internally developed valuation techniques that use, where possible, current market-based or independently sourced market parameters, such as interest rates, currency rates, etc. Assets or liabilities valued using such internally generated valuation techniques are classified according to the lowest level input or value driver that is significant to the valuation. Thus, an item may be classified in Level 3 even though there may be some significant inputs that are readily observable.

The following section describes the valuation methodologies used by the Company to measure assets and liabilities at fair value on a recurring basis, including an indication of the level in the fair value hierarchy in which each asset or liability is generally classified.

***Money market and open-end mutual funds***— The Company uses quoted market prices in active markets to determine the fair value. These items are classified in Level 1 of the fair value hierarchy.

***Foreign currency forward contracts and options***— The Company enters into foreign currency forward contracts and options over-the-counter and values such contracts using quoted market prices of comparable instruments or, if none are available, on pricing models or formulas using current market and model assumptions, including adjustments for credit risk. The key inputs include forward or option foreign currency exchange rates and interest rates. These items are classified in Level 2 of the fair value hierarchy.

***Investments held in rabbi trust***— The investment assets of the rabbi trust are valued using quoted market prices in active markets, which are classified in Level 1 of the fair value hierarchy. For additional information about the deferred compensation plan, refer to Note 11, Investments Held in Rabbi Trust, and Note 24, Stock-Based Compensation.

***Guaranteed investment certificates***— Guaranteed investment certificates, with variable interest rates linked to the prime rate, approximate fair value due to the automatic ability to re-price with changes in the market; such items are classified in Level 2 of the fair value hierarchy.

**Contingent consideration** — The Company uses significant unobservable inputs to determine the fair value of contingent consideration, which is classified in Level 3 of the fair value hierarchy. The contingent consideration was recognized at fair value using a discounted cash flow methodology and a discount rate of 14.0%. The discount rate is dependent on the specific risks of the acquisition including the country of operation, the nature of services and complexity of the acquired business, and other similar factors, all of which are significant inputs not observable in the market. Significant increases or decreases in any of the inputs in isolation would result in a significantly higher or lower fair value measurement.

**Foreign Currency Translation** — The assets and liabilities of the Company’s foreign subsidiaries, whose functional currency is other than the U.S. Dollar, are translated at the exchange rates in effect on the reporting date, and income and expenses are translated at the weighted average exchange rate during the period. The net effect of translation gains and losses is not included in determining net income, but is included in “Accumulated other comprehensive income (loss)” (“AOCI”), which is reflected as a separate component of shareholders’ equity until the sale or until the complete or substantially complete liquidation of the net investment in the foreign subsidiary. Foreign currency transactional gains and losses are included in “Other income (expense)” in the accompanying Consolidated Statements of Operations.

**Foreign Currency and Derivative Instruments** — The Company accounts for financial derivative instruments under ASC 815 “*Derivatives and Hedging*” (“ASC 815”). The Company generally utilizes non-deliverable forward contracts and options expiring within one to 24 months to reduce its foreign currency exposure due to exchange rate fluctuations on forecasted cash flows denominated in non-functional foreign currencies and net investments in foreign operations. In using derivative financial instruments to hedge exposures to changes in exchange rates, the Company exposes itself to counterparty credit risk.

The Company designates derivatives as either (1) a hedge of a forecasted transaction or of the variability of cash flows to be received or paid related to a recognized asset or liability (“cash flow” hedge); (2) a hedge of a net investment in a foreign operation; or (3) a derivative that does not qualify for hedge accounting. To qualify for hedge accounting treatment, a derivative must be highly effective in mitigating the designated risk of the hedged item. Effectiveness of the hedge is formally assessed at inception and throughout the life of the hedging relationship. Even if a derivative qualifies for hedge accounting treatment, there may be an element of ineffectiveness of the hedge.

Changes in the fair value of derivatives that are highly effective and designated as cash flow hedges are recorded in AOCI, until the forecasted underlying transactions occur. Any realized gains or losses resulting from the cash flow hedges are recognized together with the hedged transaction within “Revenues”. Changes in the fair value of derivatives that are highly effective and designated as a net investment hedge are recorded in cumulative translation adjustment in AOCI, offsetting the change in cumulative translation adjustment attributable to the hedged portion of the Company’s net investment in the foreign operation. Any realized gains and losses from settlements of the net investment hedge remain in AOCI until partial or complete liquidation of the net investment. Ineffectiveness is measured based on the change in fair value of the forward contracts and options and the fair value of the hypothetical derivatives with terms that match the critical terms of the risk being hedged. Hedge ineffectiveness is recognized within “Revenues” for cash flow hedges and within “Other income (expense)” for net investment hedges. Cash flows from the derivative contracts are classified within the operating section in the accompanying Consolidated Statements of Cash Flows.

The Company formally documents all relationships between hedging instruments and hedged items, as well as its risk management objective and strategy for undertaking various hedging activities. This process includes linking all derivatives that are designated as cash flow hedges to forecasted transactions. Hedges of a net investment in a foreign operation are linked to the specific foreign operation. The Company also formally assesses, both at the hedge’s inception and on an ongoing basis, whether the derivatives that are used in hedging transactions are highly effective on a prospective and retrospective basis. When it is determined that a derivative is not highly effective as a hedge or that it has ceased to be a highly effective hedge or if a forecasted hedge is no longer probable of occurring, or if the Company de-designates a derivative as a hedge, the Company discontinues hedge accounting prospectively. At December 31, 2015 and 2014, all hedges were determined to be highly effective.

The Company also periodically enters into forward contracts that are not designated as hedges as defined under ASC 815. The purpose of these derivative instruments is to reduce the effects from fluctuations caused by volatility in currency exchange rates on the Company’s operating results and cash flows. Changes in the fair value of the derivative instruments are included in “Revenues” or “Other income (expense)”, depending on the underlying risk exposure. See Note 10, Financial Derivatives, for further information on financial derivative instruments.

**Reclassifications** — Certain balances in prior years have been reclassified to conform to current year presentation.

***New Accounting Standards Not Yet Adopted***

In May 2014, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2014-09, “*Revenue from Contracts with Customers (Topic 606)*” (“ASU 2014-09”). The amendments in ASU 2014-09 outline a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and indicate that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. To achieve this, an entity should identify the contract(s) with a customer, identify the performance obligations in the contract, determine the transaction price, allocate the transaction price to the performance obligations in the contract and recognize revenue when (or as) the entity satisfies a performance obligation. In August 2015, the FASB issued ASU 2015-14, “*Revenue from Contracts with Customers (Topic 606) Deferral of the Effective Date*” (“ASU 2015-14”). The amendments in ASU 2015-14 defer the effective date of ASU 2014-09 to annual reporting periods beginning after December 15, 2017, including interim periods within that reporting period. Earlier application is permitted only as of annual reporting periods beginning after December 15, 2016, including interim reporting periods within that period. An entity should apply the amendments using either the full retrospective approach or retrospectively with a cumulative effect of initially applying the amendments recognized at the date of initial application. The Company is currently evaluating the methods of adoption and the impact that the adoption of ASU 2014-09 may have on its financial condition, results of operations and cash flows.

In June 2014, the FASB issued ASU 2014-12, “*Compensation – Stock Compensation (Topic 718) Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period*” (“ASU 2014-12”). The amendments in ASU 2014-12 require that a performance target that affects vesting and that could be achieved after the requisite service period be treated as a performance condition. A reporting entity should apply existing guidance in Accounting Standards Codification (“ASC”) Topic 718, “*Compensation — Stock Compensation*” (“ASC 718”), as it relates to awards with performance conditions that affect vesting to account for such awards. The amendments are effective for annual periods and interim periods within those annual periods beginning after December 15, 2015; early adoption is permitted. Entities may apply the amendments either (1) prospective to all awards granted or modified after the effective date or (2) retrospectively to all awards with performance targets that are outstanding as of the beginning of the earliest annual period presented in the financial statements and to all new or modified awards thereafter. The adoption of ASU 2014-12 on January 1, 2016 did not have a material impact on the financial condition, results of operations and cash flows of the Company.

In January 2015, the FASB issued ASU 2015-01, “*Income Statement – Extraordinary and Unusual Items (Subtopic 225-20) Simplifying Income Statement Presentation by Eliminating the Concept of Extraordinary Items*” (“ASU 2015-01”). This amendment eliminates from U.S. GAAP the concept of extraordinary items as part of the FASB’s initiative to reduce complexity in accounting standards. These amendments are effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015; early adoption is permitted. Entities may apply the amendments either prospectively or retrospectively to all prior periods presented in the financial statements. The adoption of ASU 2015-01 on January 1, 2016 did not have a material impact on the financial condition, results of operations and cash flows of the Company.

In February 2015, the FASB issued ASU 2015-02, “*Consolidation (Topic 810) Amendments to the Consolidation Analysis*” (“ASU 2015-02”). These amendments are intended to improve targeted areas of the consolidation guidance for legal entities such as limited partnerships, limited liability corporations and securitization structures. These amendments affect the consolidation evaluation for reporting organizations. In addition, the amendments simplify and improve current U.S. GAAP by reducing the number of consolidation models. The amendments are effective for fiscal years, and for interim periods within those fiscal years, beginning after December 15, 2015; early adoption is permitted. Entities may apply the amendments using either a modified retrospective approach or retrospectively. The adoption of ASU 2015-02 on January 1, 2016 did not have a material impact on the financial condition, results of operations and cash flows of the Company.

In April 2015, the FASB issued ASU 2015-03, “*Interest – Imputation of Interest (Subtopic 835-30) Simplifying the Presentation of Debt Issuance Costs*” (“ASU 2015-03”). These amendments require that debt issuance costs related

---

[Table of Contents](#)

to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. These amendments are effective for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. Entities should apply the amendments retrospectively. The adoption of ASU 2015-03 on January 1, 2016 did not have a material impact on the financial condition, results of operations and cash flows of the Company.

In April 2015, the FASB issued ASU 2015-05, “*Intangibles – Goodwill and Other – Internal-Use Software (Subtopic 350-40) Customer’s Accounting for Fees Paid in a Cloud Computing Arrangement*” (“ASU 2015-05”). These amendments provide guidance to customers about whether a cloud computing arrangement includes a software license. If a cloud computing arrangement includes a software license, the customer should account for the software license element of the arrangement consistent with the acquisition of other software licenses. If a cloud computing arrangement does not include a software license, the customer should account for the arrangement as a service contract. The new guidance does not change the accounting for a customer’s accounting for service contracts. These amendments are effective for annual periods, including interim periods within those annual periods, beginning after December 15, 2015; early adoption is permitted. Entities can adopt the amendments either (1) prospectively to all arrangements entered into or materially modified after the effective date or (2) retrospectively. The adoption of ASU 2015-05 on January 1, 2016 did not have a material impact on the financial condition, results of operations and cash flows of the Company.

In September 2015, the FASB issued ASC 2015-16, “*Business Combinations (Topic 805) Simplifying the Accounting for Measurement-Period Adjustments*” (“ASU 2015-16”). These amendments eliminate the requirement for an acquirer to retrospectively adjust provisional amounts recorded in a business combination to reflect new information about the facts and circumstances that existed as of the acquisition date and that, if known, would have affected measurement or recognition of amounts initially recognized. As an alternative, the amendment requires that an acquirer recognize adjustments to provisional amounts that are identified during the measurement period in the reporting period in which the adjustment amounts are determined. The amendments require that the acquirer record, in the financial statements of the period in which adjustments to provisional amounts are determined, the effect on earnings of changes in depreciation, amortization, or other income effects, if any, as a result of the change to the provisional amounts, calculated as if the accounting had been completed at the acquisition date. These amendments are effective prospectively for fiscal years beginning after December 15, 2015, including interim periods within those fiscal years, with early adoption permitted. The adoption of ASU 2015-16 on January 1, 2016 did not have a material impact on the financial condition, results of operations and cash flows of the Company.

In November 2015, the FASB issued ASC 2015-17, “*Income Taxes (Topic 740) Balance Sheet Classification of Deferred Taxes*” (“ASU 2015-17”). These amendments require that deferred tax liabilities and assets be classified as noncurrent in a classified statement of financial position. The existing requirement that deferred tax liabilities and assets of a tax-paying component of an entity be offset and presented as a single amount is not affected by these amendments. These amendments are effective for annual periods beginning after December 15, 2016, and interim periods within those annual periods. These amendments may be applied either prospectively to all deferred tax liabilities and assets or retrospectively to all periods presented. Early adoption is permitted as of the beginning of the interim or annual reporting period. The Company has not yet determined whether to early adopt ASU 2015-17, or selected a transition method, and is currently evaluating the impact the guidance will have on its financial condition, results of operations and cash flows.

In January 2016, the FASB issued ASC 2016-01, “*Financial Instruments — Overall (Subtopic 825-10) Recognition and Measurement of Financial Assets and Financial Liabilities*” (“ASU 2016-01”). These amendments modify how entities measure equity investments and present changes in the fair value of financial liabilities. Under the new guidance, entities will have to measure equity investments that do not result in consolidation and are not accounted under the equity method at fair value and recognize any changes in fair value in net income unless the investments qualify for the new practicality exception. A practicality exception will apply to those equity investments that do not have a readily determinable fair value and do not qualify for the practical expedient to estimate fair value under ASC 820, *Fair Value Measurements*, and as such, these investments may be measured at cost. These amendments are effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. The Company does not expect the adoption of ASU 2016-01 to materially impact its financial condition, results of operations and cash flows.

In February 2016, the FASB issued ASC 2016-02, “*Leases (Topic 842)*” (“ASU 2016-02”). These amendments require the recognition of lease assets and lease liabilities on the balance sheet by lessees for those leases currently classified as operating leases under ASC 840 “Leases”. These amendments also require qualitative disclosures along with specific quantitative disclosures. These amendments are effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. Early application is permitted. Entities are required to apply the amendments at the beginning of the earliest period presented using a modified retrospective approach. The Company is currently evaluating the impact that the adoption of ASU 2016-02 will have on its financial condition, results of operations and cash flows.

### ***New Accounting Standards Recently Adopted***

In April 2014, the FASB issued ASU 2014-08, “*Presentation of Financial Statements (Topic 205) and Property, Plant, and Equipment (Topic 360) Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity*” (“ASU 2014-08”). The amendments in ASU 2014-08 indicate that only those disposals of components of an entity that represent a strategic shift that has (or will have) a major effect on an entity’s operations and financial results will be reported as discontinued operations in the financial statements. Currently, a component of an entity that is a reportable segment, an operating segment, a reporting unit, a subsidiary, or an asset group is eligible for discontinued operations presentation. The amendments will be applied to all disposals (or classifications as held for sale) of components of an entity that occur within annual periods beginning on or after December 15, 2014, and interim periods within those years. The adoption of ASU 2014-08 on January 1, 2015 did not have a material impact on the financial condition, results of operations and cash flows of the Company.

In August 2015, the FASB issued ASU 2015-15, “*Interest – Imputation of Interest (Subtopic 835-30) Presentation and Subsequent Measurement of Debt Issuance Costs Associated with Line-of-Credit Arrangements*,” (“ASU 2015-15”). These amendments provide additional guidance to ASU 2015-03, which did not address presentation or subsequent measurement of debt issuance costs related to line-of-credit arrangements. ASU 2015-15 noted that the SEC staff would not object to an entity deferring and presenting debt issuance costs as an asset and subsequently amortizing the deferred debt issuance costs ratably over the term of the line-of-credit arrangement, regardless of whether there are any outstanding borrowings on the line-of-credit arrangement. The adoption of ASU 2015-15 on August 18, 2015 did not have a material impact on the financial condition, results of operations and cash flows of the Company.

### **Note 2. Acquisitions**

#### ***Qelp Acquisition***

On July 2, 2015, the Company’s wholly-owned subsidiaries, Sykes Enterprises Incorporated B.V. and Sykes Enterprises Incorporated Holdings B.V., both Netherlands companies, entered into a definitive Share Sale and Purchase Agreement (the “Purchase Agreement”) with MobileTimes B.V., Yarra B.V., From The Mountain Consultancy B.V. and Sticting Administratiekantoor Qelp (the “Sellers”), all of which are Netherlands companies, to acquire all of the outstanding shares of Qelp B.V. and its wholly owned subsidiary (together, known as “Qelp.”) The strategic acquisition of Qelp (the “Qelp acquisition”) was to further broaden and strengthen the Company’s service portfolio around digital self-service customer support and extend its reach into adjacent, but complementary, markets. Pursuant to Federal income tax regulations, no amount of intangibles or goodwill from this acquisition will be deductible for tax purposes. The results of Qelp’s operations have been included in the Company’s consolidated financial statements since its acquisition on July 2, 2015 (the “acquisition date”).

The consideration consists of an initial purchase price and a contingent purchase price. The initial purchase price of \$9.8 million, including certain post-closing adjustments relating to Qelp’s working capital, was funded through cash on hand upon the closing of the transaction on July 2, 2015. The contingent purchase price to be paid over a three-year period is based on achieving targets tied to revenues and earnings before interest, income taxes, depreciation and amortization (“EBITDA”) for the years ended December 31, 2016, 2017 and 2018, not to exceed EUR 10.0 million.

As of the acquisition date, the total consideration paid or to be paid by the Company for the Qelp acquisition is summarized below (in thousands):

	<u>Total</u>
Cash	\$ 9,885
Contingent consideration	6,000
Working capital adjustment	(65)
	<u>\$15,820</u>

The fair value of the contingent consideration was estimated using the discounted cash flow method, and was included in “Other long-term liabilities” in the accompanying Consolidated Balance Sheet (see Note 4, Fair Value, for further information). As part of the discounted cash flow method, the Company calculated an adjusted weighted average cost of capital (“WACC”) specifically attributable to the future payments of the contingent consideration.

[Table of Contents](#)

Based on the forecasted revenue and profitability scenarios and their respective probabilities of occurrence, the Company estimated the present value of the probability-adjusted future payments utilizing an adjusted WACC for the potential future payments. The Company believes that its estimates and assumptions are reasonable, but there is significant judgment involved. Changes in the fair value of the contingent consideration liabilities subsequent to the acquisition will be recorded in the Company's Consolidated Statements of Operations.

The Company accounted for the Qelp acquisition in accordance with ASC 805 ("ASC 805") "Business Combinations," whereby the fair value of the purchase price was allocated to the tangible and identifiable intangible assets acquired and liabilities assumed from Qelp based on their estimated fair values as of the closing date. The Company completed its analysis of the purchase price allocation during the fourth quarter of 2015.

The following table summarizes the estimated acquisition date fair values of the assets acquired and liabilities assumed, all included in the EMEA segment (in thousands):

	July 2, 2015 (As Initially Reported)	Measurement Period Adjustments	July 2, 2015 (As Adjusted)
Cash and cash equivalents	\$ 450	\$ —	\$ 450
Receivables <sup>(1)</sup>	1,541	(70)	1,471
Prepaid expenses	24	—	24
Total current assets	2,015	(70)	1,945
Property and equipment	2,168	—	2,168
Goodwill	9,574	480	10,054
Intangibles	6,000	—	6,000
Deferred charges and other assets	55	—	55
Short-term debt	(323)	—	(323)
Accrued employee compensation and benefits	(207)	—	(207)
Income taxes payable	(62)	(32)	(94)
Deferred revenue	(967)	—	(967)
Other accrued expenses and current liabilities	(1,030)	—	(1,030)
Total current liabilities	(2,589)	(32)	(2,621)
Other long-term liabilities <sup>(2)</sup>	(1,403)	(378)	(1,781)
	<u>\$ 15,820</u>	<u>\$ —</u>	<u>\$ 15,820</u>

<sup>(1)</sup> The fair value equals the gross contractual value of the receivables.

<sup>(2)</sup> Primarily includes long-term deferred tax liabilities.

Fair values are based on management's estimates and assumptions including variations of the income approach, the cost approach and the market approach.

The following table presents the Company's purchased intangibles assets as of July 2, 2015, the acquisition date (in thousands):

	Amount Assigned	Weighted Average Amortization Period (years)
Customer relationships	\$ 5,400	7
Trade name and trademarks	100	3
Content library	500	2
	<u>\$ 6,000</u>	7

[Table of Contents](#)

The amount of Qelp’s revenues and net (loss) since the July 2, 2015 acquisition date, included in the Company’s Consolidated Statement of Operations for the year ended December 31, 2015 were as follows (in thousands):

	<u>From July 2, 2015 Through December 31, 2015</u>
Revenues	\$ 2,661
Net (loss)	\$ (162)

Merger and integration costs associated with Qelp included in “General and administrative” costs in the accompanying Consolidated Statement of Operations in the Other segment for the year ended December 31, 2015 were as follows (none in 2014 and 2013) (in thousands):

	<u>Year Ended December 31, 2015</u>
Transaction costs	<u>\$ 455</u>

***Alpine Acquisition***

The Company acquired 100% of the outstanding common shares and voting interest of Alpine Access, Inc. (“Alpine”) in August 2012.

Merger and integration costs associated with Alpine were as follows (none in 2015 and 2014) (in thousands):

	<u>Year Ended December 31, 2013</u>
Severance costs included in “Direct salaries and related costs”: <sup>(1)</sup>	
Americas	\$ 526
	<u>526</u>
Severance costs included in “General and administrative”: <sup>(1)</sup>	
Americas	985
Other	159
	<u>1,144</u>
Transaction and integration costs included in “General and administrative”: <sup>(1)</sup>	
Other	444
	<u>444</u>
Total merger and integration costs	<u>\$ 2,114</u>

<sup>(1)</sup> In the accompanying Consolidated Statements of Operations.



**Note 3. Costs Associated with Exit or Disposal Activities**

During 2011 and 2010, the Company announced several initiatives to streamline excess capacity through targeted seat reductions (the “Exit Plans”) in an on-going effort to manage and optimize capacity utilization. These Exit Plans included, but were not limited to, closing customer contact management centers in The Philippines, the United Kingdom, Ireland and South Africa and consolidating leased space in various locations in the U.S. and the Netherlands. These Exit Plans impacted approximately 800 employees. The Company has paid \$15.3 million in cash through December 31, 2015 under these Exit Plans.

The cumulative costs expected and incurred as a result of the Exit Plans were as follows as of December 31, 2015 (in thousands):

	Americas Fourth Quarter 2011 Exit Plan	EMEA Fourth Quarter 2011 Exit Plan	EMEA Fourth Quarter 2010 Exit Plan	Americas Third Quarter 2010 Exit Plan	Total
Lease obligations and facility exit costs	\$ 1,365	\$ 19	\$ 1,914	\$ 6,729	\$10,027
Severance and related costs	—	5,857	185	—	6,042
Legal-related costs	—	110	—	—	110
Non-cash impairment charges	480	474	159	3,847	4,960
<b>Total</b>	<b>\$ 1,845</b>	<b>\$ 6,460</b>	<b>\$ 2,258</b>	<b>\$ 10,576</b>	<b>\$21,139</b>

The following table summarizes the accrued liability associated with the Exit Plans’ exit or disposal activities and related charges (reversals) for the years ended December 31, 2015, 2014 and 2013 (in thousands):

	Lease Obligation and Facility Exit Costs	Severance and Related Costs	Legal-Related Costs	Total
<b>Balance at January 1, 2013</b>	\$ 3,772	\$ 187	\$ 10	\$ 3,969
Charges (reversals) <sup>(1)</sup>	318	(56)	—	262
Cash payments	(1,264)	(8)	(10)	(1,282)
Other non-cash changes <sup>(3)</sup>	17	8	—	25
<b>Balance at December 31, 2013</b>	<b>2,843</b>	<b>131</b>	<b>—</b>	<b>2,974</b>
Charges (reversals) <sup>(2)</sup>	(185)	(129)	—	(314)
Cash payments	(1,095)	—	—	(1,095)
Other non-cash changes <sup>(3)</sup>	(5)	(2)	—	(7)
<b>Balance at December 31, 2014</b>	<b>1,558</b>	<b>—</b>	<b>—</b>	<b>1,558</b>
Charges (reversals)	—	—	—	—
Cash payments	(825)	—	—	(825)
Other non-cash changes <sup>(3)</sup>	—	—	—	—
<b>Balance at December 31, 2015</b>	<b>\$ 733</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 733</b>

<sup>(1)</sup> During 2013, the Company recorded additional lease obligations and facility exit costs in EMEA for one of the Ireland site’s lease restoration, which increased “General and administrative” costs in the accompanying Consolidated Statement of Operations. Also during 2013, the Company reversed accruals related to the final settlement of severance and related costs in EMEA for the Netherlands site, which reduced “General and administrative” costs in the accompanying Consolidated Statement of Operations.

<sup>(2)</sup> During 2014, the Company reversed accruals related to the final settlement of lease obligations and facility exit costs as well as severance and related costs in EMEA for the Ireland sites, which reduced “General and administrative” costs in the accompanying Consolidated Statement of Operations.

<sup>(3)</sup> Effect of foreign currency translation.

[Table of Contents](#)

**Restructuring Liability Classification**

The following table summarizes the Company's short-term and long-term accrued liabilities associated with its exit and disposal activities, by plan, as of December 31, 2015 and 2014 (in thousands):

	Americas Fourth Quarter 2011 Exit Plan	Americas Third Quarter 2010 Exit Plan	Total
<b>December 31, 2015</b>			
Short-term accrued restructuring liability <sup>(1)</sup>	\$ 144	\$ 487	\$ 631
Long-term accrued restructuring liability <sup>(2)</sup>	22	80	102
Ending accrual at December 31, 2015	<u>\$ 166</u>	<u>\$ 567</u>	<u>\$ 733</u>
<b>December 31, 2014</b>			
Short-term accrued restructuring liability <sup>(1)</sup>	\$ 109	\$ 521	\$ 630
Long-term accrued restructuring liability <sup>(2)</sup>	203	725	928
Ending accrual at December 31, 2014	<u>\$ 312</u>	<u>\$ 1,246</u>	<u>\$ 1,558</u>

<sup>(1)</sup> Included in "Other accrued expenses and current liabilities" in the accompanying Consolidated Balance Sheets.

<sup>(2)</sup> Included in "Other long-term liabilities" in the accompanying Consolidated Balance Sheets.

The remaining restructuring liability relates to future rent obligations to be paid through the remainder of the lease terms, the last of which ends in February 2017. The EMEA Fourth Quarter 2011 and EMEA Fourth Quarter 2010 Exit Plans were settled during 2014.

**Note 4. Fair Value**

The Company's assets and liabilities measured at fair value on a recurring basis subject to the requirements of ASC 820 consist of the following as of December 31, 2015 (in thousands):

	Balance at December 31, 2015	Fair Value Measurements at December 31, 2015 Using:		
		Quoted Prices in Active Markets For Identical Assets Level (1)	Significant Other Observable Inputs Level (2)	Significant Unobservable Inputs Level (3)
<b>Assets:</b>				
Foreign currency forward and option contracts included in "Other current assets" <sup>(1)</sup>	\$ 10,962	\$ —	\$ 10,962	\$ —
Equity investments held in a rabbi trust for the Deferred Compensation Plan <sup>(2)</sup>	6,229	6,229	—	—
Debt investments held in a rabbi trust for the Deferred Compensation Plan <sup>(2)</sup>	1,622	1,622	—	—
Guaranteed investment certificates <sup>(3)</sup>	86	—	86	—
	<u>\$ 18,899</u>	<u>\$ 7,851</u>	<u>\$ 11,048</u>	<u>\$ —</u>
<b>Liabilities:</b>				
Long-term debt <sup>(4)</sup>	\$ 70,000	\$ —	\$ 70,000	\$ —
Foreign currency forward and option contracts included in "Other accrued expenses and current liabilities" <sup>(1)</sup>	835	—	835	—
Contingent consideration included in "Other long-term liabilities" <sup>(5)</sup>	6,280	—	—	6,280
	<u>\$ 77,115</u>	<u>\$ —</u>	<u>\$ 70,835</u>	<u>\$ 6,280</u>

[Table of Contents](#)

The Company’s assets and liabilities measured at fair value on a recurring basis subject to the requirements of ASC 820 consist of the following as of December 31, 2014 (in thousands):

	Balance at December 31, 2014	Fair Value Measurements at December 31, 2014 Using:		
		Quoted Prices in Active Markets For Identical Assets Level (1)	Significant Other Observable Inputs Level (2)	Significant Unobservable Inputs Level (3)
<b>Assets:</b>				
Money market funds and open-end mutual funds included in “Cash and cash equivalents” <sup>(5)</sup>	\$ 100,915	\$ 100,915	\$ —	\$ —
Money market funds and open-end mutual funds included in “Deferred charges and other assets” <sup>(5)</sup>	10	10	—	—
Foreign currency forward and option contracts included in “Other current assets” <sup>(1)</sup>	1,489	—	1,489	—
Foreign currency forward contracts included in “Deferred charges and other assets” <sup>(1)</sup>	4,060	—	4,060	—
Equity investments held in a rabbi trust for the Deferred Compensation Plan <sup>(2)</sup>	5,589	5,589	—	—
Debt investments held in a rabbi trust for the Deferred Compensation Plan <sup>(2)</sup>	1,363	1,363	—	—
Guaranteed investment certificates <sup>(3)</sup>	79	—	79	—
	<u>\$ 113,505</u>	<u>\$ 107,877</u>	<u>\$ 5,628</u>	<u>\$ —</u>
<b>Liabilities:</b>				
Long-term debt <sup>(4)</sup>	\$ 75,000	\$ —	\$ 75,000	\$ —
Foreign currency forward and option contracts included in “Other accrued expenses and current liabilities” <sup>(1)</sup>	1,261	—	1,261	—
	<u>\$ 76,261</u>	<u>\$ —</u>	<u>\$ 76,261</u>	<u>\$ —</u>

<sup>(1)</sup> In the accompanying Consolidated Balance Sheets. See Note 10, Financial Derivatives.

<sup>(2)</sup> Included in “Other current assets” in the accompanying Consolidated Balance Sheets. See Note 11, Investments Held in Rabbi Trust.

<sup>(3)</sup> Included in “Deferred charges and other assets” in the accompanying Consolidated Balance Sheets.

<sup>(4)</sup> The carrying value of long-term debt approximates its estimated fair value as it re-prices at varying interest rates. See Note 18, Borrowings.

<sup>(5)</sup> In the accompanying Consolidated Balance Sheets.

A rollforward of the activity in the Company’s fair value of the contingent consideration is as follows (in thousands):

	Fair Value
<b>Balance at January 1, 2015</b>	<u>\$ —</u>
Acquisition <sup>(1)</sup>	6,000
Payments	—
Imputed interest/adjustments	408
Effect of foreign currency	(128)
<b>Balance at December 31, 2015</b>	<u><b>\$ 6,280</b></u>

<sup>(1)</sup> Related to the Qelp acquisition on July 2, 2015. See Note 2, Acquisitions.

The Company did not record any fair value adjustments to the contingent consideration as the key assumptions used to calculate the fair value at the acquisition date remained consistent at December 31, 2015. Should the assumptions regarding probability of achievement of certain revenue and EBITDA targets change in future periods, the change in fair value of the contingent consideration will be recognized in the accompanying Consolidated Statements of Operations. The Company accretes interest expense each period using the effective interest method until the contingent consideration reaches the estimated future value of \$9.1 million. Interest expense related to the contingent consideration is included in “Interest (expense)” in the accompanying Consolidated Statements of Operations.

Certain assets, under certain conditions, are measured at fair value on a nonrecurring basis utilizing Level 3 inputs, as described in Note 1, Overview and Summary of Significant Accounting Policies, like those associated with acquired businesses, including goodwill, other intangible assets and other long-lived assets. For these assets, measurement at fair value in periods subsequent to their initial recognition would be applicable if these assets were determined to be impaired. The adjusted carrying values for assets measured at fair value on a nonrecurring basis (no liabilities) subject to the requirements of ASC 820 were not material at December 31, 2015 and 2014.

[Table of Contents](#)

**Note 5. Goodwill and Intangible Assets**

***Intangible Assets***

The following table presents the Company's purchased intangible assets as of December 31, 2015 (in thousands):

	<u>Gross Intangibles</u>	<u>Accumulated Amortization</u>	<u>Net Intangibles</u>	<u>Weighted Average Amortization Period (Years)</u>
Customer relationships	\$ 102,594	\$ (58,294)	\$ 44,300	8
Trade names and trademarks	11,698	(5,470)	6,228	8
Non-compete agreements	1,190	(1,190)	—	2
Proprietary software	850	(850)	—	2
Favorable lease agreement	449	(449)	—	2
Content library	491	(123)	368	2
	<u>\$ 117,272</u>	<u>\$ (66,376)</u>	<u>\$ 50,896</u>	8

The following table presents the Company's purchased intangible assets as of December 31, 2014 (in thousands):

	<u>Gross Intangibles</u>	<u>Accumulated Amortization</u>	<u>Net Intangibles</u>	<u>Weighted Average Amortization Period (Years)</u>
Customer relationships	\$ 100,719	\$ (47,571)	\$ 53,148	8
Trade names and trademarks	11,600	(4,128)	7,472	8
Non-compete agreements	1,209	(1,209)	—	2
Proprietary software	850	(850)	—	2
Favorable lease agreement	449	(449)	—	2
	<u>\$ 114,827</u>	<u>\$ (54,207)</u>	<u>\$ 60,620</u>	8

The Company's estimated future amortization expense for the succeeding years relating to the purchased intangible assets resulting from acquisitions completed prior to December 31, 2015, is as follows (in thousands):

<u>Years Ending December 31,</u>	<u>Amount</u>
2016	\$14,489
2017	14,366
2018	8,198
2019	7,605
2020	5,104
2021 and thereafter	1,134

***Goodwill***

Changes in goodwill for the year ended December 31, 2015 consist of the following (in thousands):

	<u>January 1, 2015</u>	<u>Acquisition<sup>(1)</sup></u>	<u>Effect of Foreign Currency</u>	<u>December 31, 2015</u>
Americas	\$ 193,831	\$ —	\$ (7,782)	\$ 186,049
EMEA	—	10,054	(370)	9,684
	<u>\$ 193,831</u>	<u>\$ 10,054</u>	<u>\$ (8,152)</u>	<u>\$ 195,733</u>

<sup>(1)</sup> See Note 2, Acquisitions, for further information.

[Table of Contents](#)

Changes in goodwill for the year ended December 31, 2014 consist of the following (in thousands):

	<u>January 1, 2014</u>	<u>Acquisition</u>	<u>Effect of Foreign Currency</u>	<u>December 31, 2014</u>
Americas	\$ 199,802	\$ —	\$ (5,971)	\$ 193,831
EMEA	—	—	—	—
	<u>\$ 199,802</u>	<u>\$ —</u>	<u>\$ (5,971)</u>	<u>\$ 193,831</u>

The Company has five reporting units with goodwill and performs its annual goodwill impairment test during the third quarter, or more frequently, if indicators of impairment exist.

For the annual goodwill impairment test, the Company elected to forgo the option to first assess qualitative factors and performed its annual two-step goodwill impairment test as of July 31, 2015. Under ASC 350, the carrying value of assets is calculated at the reporting unit level. The quantitative assessment of goodwill includes comparing a reporting unit's calculated fair value to its carrying value. The calculation of fair value requires significant judgments including estimation of future cash flows, which is dependent on internal forecasts, estimation of the long-term rate of growth, the useful life over which cash flows will occur and determination of the Company's weighted average cost of capital. Changes in these estimates and assumptions could materially affect the determination of fair value and/or conclusions on goodwill impairment for each reporting unit. If the fair value of the reporting unit is less than its carrying value, goodwill is considered impaired and an impairment loss is recorded to the extent that the fair value of the goodwill within the reporting unit is less than its carrying value.

The process of evaluating the fair value of the reporting units is highly subjective and requires significant judgment and estimates as the reporting units operate in a number of markets and geographical regions. The Company used an average of the income and market approaches to determine its best estimates of fair value which incorporated the following significant assumptions:

- Revenue projections, including revenue growth during the forecast periods;
- EBITDA margin projections over the forecast periods;
- Estimated income tax rates;
- Estimated capital expenditures; and
- Discount rates based on various inputs, including the risks associated with the specific reporting units as well as their revenue growth and EBITDA margin assumptions.

As of July 31, 2015, the Company concluded that goodwill was not impaired for all five of the reporting units. While the fair values of four of the reporting units were substantially in excess of their carrying value, the Qelp reporting unit's fair value approximated its carrying value due to the proximity to the acquisition date of July 2, 2015. The newly acquired Qelp reporting unit's carrying value was \$15.6 million at July 31, 2015, including \$9.9 million of goodwill.

The Qelp reporting unit is at considerable risk for future impairment if projected operating results are not met or other inputs into the fair value measurement change. However, as of December 31, 2015, there is no impairment as the fair value of the reporting unit exceeds its carrying value by a small margin. The Company will continue to review the calculated fair value of this reporting unit until the fair value is substantially in excess of its carrying value.

**Note 6. Concentrations of Credit Risk**

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of trade receivables. The Company's credit concentrations are limited due to the wide variety of customers and markets in which the Company's services are sold. See Note 10, Financial Derivatives, for a discussion of the Company's credit risk relating to financial derivative instruments, and Note 25, Segments and Geographic Information, for a discussion of the Company's customer concentration.

[Table of Contents](#)

**Note 7. Receivables, Net**

Receivables, net consist of the following (in thousands):

	December 31,	
	2015	2014
Trade accounts receivable	\$271,729	\$290,711
Income taxes receivable	4,976	993
Other	3,965	3,354
	<u>280,670</u>	<u>295,058</u>
Less: Allowance for doubtful accounts	3,574	4,661
	<u>\$277,096</u>	<u>\$290,397</u>
Allowance for doubtful accounts as a percent of trade receivables	<u>1.3%</u>	<u>1.6%</u>

**Note 8. Prepaid Expenses**

Prepaid expenses consist of the following (in thousands):

	December 31,	
	2015	2014
Prepaid maintenance	\$ 7,509	\$ 5,315
Prepaid insurance	4,207	3,112
Prepaid rent	1,919	3,147
Prepaid other	3,686	3,322
	<u>\$17,321</u>	<u>\$14,896</u>

**Note 9. Other Current Assets**

Other current assets consist of the following (in thousands):

	December 31,	
	2015	2014
Deferred tax assets (Note 20)	\$12,009	\$13,703
Financial derivatives (Note 10)	10,962	1,489
Investments held in rabbi trust (Note 11)	7,851	6,952
Value added tax certificates	—	6,303
Other current assets	2,440	1,209
	<u>\$33,262</u>	<u>\$29,656</u>

**Note 10. Financial Derivatives**

**Cash Flow Hedges** — The Company has derivative assets and liabilities relating to outstanding forward contracts and options, designated as cash flow hedges, as defined under ASC 815 “*Derivatives and Hedging*” (“ASC 815”), consisting of Philippine Peso, Costa Rican Colon and Romanian Leu contracts. These contracts are entered into to protect against the risk that the eventual cash flows resulting from such transactions will be adversely affected by changes in exchange rates.

The deferred gains (losses) and related taxes on the Company’s cash flow hedges recorded in “Accumulated other comprehensive income (loss)” (“AOCI”) in the accompanying Consolidated Balance Sheets are as follows (in thousands):

	<u>December 31,</u>	
	<u>2015</u>	<u>2014</u>
Deferred gains (losses) in AOCI	<u>\$(558)</u>	<u>\$(157)</u>
Tax on deferred gains (losses) in AOCI	<u>31</u>	<u>46</u>
Deferred gains (losses) in AOCI, net of taxes	<u>\$(527)</u>	<u>\$(111)</u>
Deferred gains (losses) expected to be reclassified to “Revenues” from AOCI during the next twelve months	<u>\$(558)</u>	

Deferred gains (losses) and other future reclassifications from AOCI will fluctuate with movements in the underlying market price of the forward contracts and options.

**Net Investment Hedge** — The Company enters into foreign exchange forward contracts to hedge its net investment in certain foreign operations, as defined under ASC 815. The purpose of these derivative instruments is to protect the Company’s interests against the risk that the net assets of certain foreign subsidiaries will be adversely affected by changes in exchange rates and economic exposures related to the Company’s foreign currency-based investments in these subsidiaries.

**Non-Designated Hedges** — The Company also periodically enters into foreign currency hedge contracts that are not designated as hedges as defined under ASC 815. The purpose of these derivative instruments is to protect the Company’s interests against adverse foreign currency moves relating primarily to intercompany receivables and payables, and other assets and liabilities that are denominated in currencies other than the Company’s subsidiaries’ functional currencies. These contracts generally do not exceed 180 days in duration. See Note 1, Overview and Summary of Significant Accounting Policies, for additional information on the Company’s purpose for entering into derivatives not designated as hedging instruments and its overall risk management strategies.

[Table of Contents](#)

The Company had the following outstanding foreign currency forward contracts and options (in thousands):

<u>Contract Type</u>	<u>As of December 31, 2015</u>		<u>As of December 31, 2014</u>	
	<u>Notional Amount in USD</u>	<u>Settle Through Date</u>	<u>Notional Amount in USD</u>	<u>Settle Through Date</u>
<b>Cash flow hedges:</b>				
Options:				
Philippine Pesos	\$ 71,750	December 2016	\$ 73,000	December 2015
Forwards:				
Costa Rican Colones	34,500	November 2016	51,600	October 2015
Romanian Leis	—	—	10,414	December 2015
Philippine Pesos	—	—	9,000	March 2015
<b>Net investment hedges:</b>				
Forwards:				
Euros	63,470	March 2016	51,648	March 2016
<b>Non-designated hedges:</b>				
Forwards	50,603	March 2016	64,541	March 2015

Master netting agreements exist with each respective counterparty to reduce credit risk by permitting net settlement of derivative positions. In the event of default by the Company or one of its counterparties, these agreements include a set-off clause that provides the non-defaulting party the right to net settle all derivative transactions, regardless of the currency and settlement date. The maximum amount of loss due to credit risk that, based on gross fair value, the Company would incur if parties to the derivative transactions that make up the concentration failed to perform according to the terms of the contracts was \$11.0 million and \$5.5 million as of December 31, 2015 and 2014, respectively. After consideration of these netting arrangements and offsetting positions by counterparty, the total net settlement amount as it relates to these positions are asset positions of \$10.2 million and \$4.4 million, and liability positions of \$0.1 million and \$0.1 million as of December 31, 2015 and 2014, respectively.

Although legally enforceable master netting arrangements exist between the Company and each counterparty, the Company has elected to present the derivative assets and derivative liabilities on a gross basis in the accompanying Consolidated Balance Sheets. Additionally, the Company is not required to pledge, nor is it entitled to receive, cash collateral related to these derivative transactions.



[Table of Contents](#)

The following tables present the fair value of the Company's derivative instruments included in the accompanying Consolidated Balance Sheets (in thousands):

	Derivative Assets	
	December 31, 2015	December 31, 2014
	Fair Value	Fair Value
<b>Derivatives designated as cash flow hedging instruments under ASC 815:</b>		
Foreign currency forward and option contracts <sup>(1)</sup>	\$ 544	\$ 974
<b>Derivatives designated as net investment hedging instruments under ASC 815:</b>		
Foreign currency forward contracts <sup>(1)</sup>	10,161	—
Foreign currency forward contracts <sup>(2)</sup>	—	4,060
	<u>10,705</u>	<u>5,034</u>
<b>Derivatives not designated as hedging instruments under ASC 815:</b>		
Foreign currency forward contracts <sup>(1)</sup>	257	515
<b>Total derivative assets</b>	<u>\$ 10,962</u>	<u>\$ 5,549</u>

	Derivative Liabilities	
	December 31, 2015	December 31, 2014
	Fair Value	Fair Value
<b>Derivatives designated as cash flow hedging instruments under ASC 815:</b>		
Foreign currency forward and option contracts <sup>(3)</sup>	\$ 396	\$ 406
<b>Derivatives not designated as hedging instruments under ASC 815:</b>		
Foreign currency forward contracts <sup>(3)</sup>	439	855
<b>Total derivative liabilities</b>	<u>\$ 835</u>	<u>\$ 1,261</u>

(1) Included in "Other current assets" in the accompanying Consolidated Balance Sheets.

(2) Included in "Deferred charges and other assets" in the accompanying Consolidated Balance Sheets.

(3) Included in "Other accrued expenses and current liabilities" in the accompanying Consolidated Balance Sheets.



[Table of Contents](#)**Note 12. Property and Equipment**

Property and equipment consist of the following (in thousands):

	<b>December 31,</b>	
	<b>2015</b>	<b>2014</b>
Land	<b>\$ 3,447</b>	\$ 3,600
Buildings and leasehold improvements	<b>96,926</b>	94,786
Equipment, furniture and fixtures	<b>291,993</b>	293,857
Capitalized internally developed software costs	<b>17,299</b>	7,963
Transportation equipment	<b>546</b>	531
Construction in progress	<b>8,703</b>	8,071
	<b>418,914</b>	408,808
Less: Accumulated depreciation	<b>306,952</b>	298,928
	<b><u>\$111,962</u></b>	<b><u>\$109,880</u></b>

Capitalized internally developed software, net of depreciation, included in "Property and equipment, net" in the accompanying Consolidated Balance Sheets was as follows (in thousands):

	<b>December 31,</b>	
	<b>2015</b>	<b>2014</b>
Capitalized internally developed software costs, net	<b><u>\$8,135</u></b>	<b><u>\$1,270</u></b>

***Winter Storm Damage***

In February 2015, customer contact management centers (the "facilities") located in Perry County, Kentucky, Buchanan County, Virginia and Wise, Virginia experienced damage to the buildings and contents as a result of winter storms. The Company filed an insurance claim with its property insurance company to recover losses of \$1.6 million. The Company received \$0.5 million and \$1.1 million in April 2015 and July 2015, respectively, for costs to clean up and repair the facilities and business interruption. The Company completed the necessary clean up and repairs. The claim was finalized during the third quarter of 2015, resulting in a \$0.9 million net gain on insurance settlement included in "General and administrative" in the accompanying Consolidated Statement of Operations for the year ended December 31, 2015.

***Sale of Fixed Assets, Land and Building Located in Bismarck, North Dakota***

In November 2014, the Company sold the fixed assets, land and building located in Bismarck, North Dakota, with a net carrying value of \$0.5 million, for cash of \$3.1 million (net of selling costs of \$0.2 million). This resulted in a net gain on disposal of property and equipment of \$2.6 million, which is included in "Net gain (loss) on disposal of property and equipment" in the accompanying Consolidated Statement of Operations for the year ended December 31, 2014.

[Table of Contents](#)**Note 13. Deferred Charges and Other Assets**

Deferred charges and other assets consist of the following (in thousands):

	December 31,	
	2015	2014
Non-current mandatory tax security deposits (Note 20)	\$13,418	\$15,906
Rent and other deposits	3,803	3,215
Non-current deferred tax assets (Note 20)	1,899	1,681
Non-current value added tax receivables	673	856
Foreign currency forward contracts (Note 10)	—	4,060
Other	6,351	4,365
	<u>\$26,144</u>	<u>\$30,083</u>

**Note 14. Accrued Employee Compensation and Benefits**

Accrued employee compensation and benefits consist of the following (in thousands):

	December 31,	
	2015	2014
Accrued compensation	\$28,215	\$32,786
Accrued bonus and commissions	17,754	18,590
Accrued vacation	16,439	16,613
Accrued employment taxes	8,465	9,362
Other	6,373	4,721
	<u>\$77,246</u>	<u>\$82,072</u>

**Note 15. Deferred Revenue**

Deferred revenue consists of the following (in thousands):

	December 31,	
	2015	2014
Future service	\$22,112	\$25,222
Estimated potential penalties and holdbacks	6,007	9,023
	<u>\$28,119</u>	<u>\$34,245</u>

**Note 16. Other Accrued Expenses and Current Liabilities**

Other accrued expenses and current liabilities consist of the following (in thousands):

	December 31,	
	2015	2014
Accrued legal and professional fees	\$ 3,079	\$ 4,508
Accrued rent	1,812	640
Accrued roadside assistance claim costs	1,405	1,878
Accrued telephone charges	1,381	1,068
Accrued utilities	1,097	1,329
Accrued equipment and software	935	2,196
Foreign currency forward and option contracts (Note 10)	835	1,261
Customer deposits	714	793
Accrued restructuring (Note 3)	631	630
Other	9,587	7,913
	<u>\$21,476</u>	<u>\$22,216</u>

**Note 17. Deferred Grants**

Deferred grants consist of the following (in thousands):

	<u>December 31,</u>	
	<u>2015</u>	<u>2014</u>
Property grants	<b>\$4,377</b>	\$5,110
Lease grants	<b>513</b>	—
Employment grants	<b>149</b>	207
Total deferred grants	<b>5,039</b>	5,317
Less: Property grants — short-term <sup>(1)</sup>	—	—
Less: Lease grants — short-term <sup>(1)</sup>	<b>(80)</b>	—
Less: Employment grants — short-term <sup>(1)</sup>	<b>(149)</b>	(207)
Total long-term deferred grants	<b><u>\$4,810</u></b>	<b><u>\$5,110</u></b>

<sup>(1)</sup> Included in “Other accrued expenses and current liabilities” in the accompanying Consolidated Balance Sheets.

**Note 18. Borrowings**

On May 12, 2015, the Company entered into a \$440 million revolving credit facility (the “2015 Credit Agreement”) with a group of lenders and KeyBank National Association, as Lead Arranger, Sole Book Runner, Administrative Agent, Swing Line Lender and Issuing Lender (“KeyBank”). The 2015 Credit Agreement replaced the Company’s previous \$245 million revolving credit facility dated May 3, 2012 (the “2012 Credit Agreement”), as amended, which agreement was terminated simultaneous with entering into the 2015 Credit Agreement. The 2015 Credit Agreement is subject to certain borrowing limitations and includes certain customary financial and restrictive covenants.

The 2015 Credit Agreement includes a \$200 million alternate-currency sub-facility, a \$10 million swingline sub-facility and a \$35 million letter of credit sub-facility, and may be used for general corporate purposes including acquisitions, share repurchases, working capital support and letters of credit, subject to certain limitations. The Company is not currently aware of any inability of its lenders to provide access to the full commitment of funds that exist under the revolving credit facility, if necessary. However, there can be no assurance that such facility will be available to the Company, even though it is a binding commitment of the financial institutions.

Borrowings consist of the following (in thousands):

	<u>December 31,</u>	
	<u>2015</u>	<u>2014</u>
Revolving credit facility	<b>\$70,000</b>	\$75,000
Less: Current portion	—	—
Total long-term debt	<b><u>\$70,000</u></b>	<b><u>\$75,000</u></b>

The 2015 Credit Agreement matures on May 12, 2020 and has no varying installments due.

Borrowings under the 2015 Credit Agreement will bear interest at either LIBOR or the base rate plus, in each case, an applicable margin based on the Company’s leverage ratio. The applicable interest rate will be determined quarterly based on the Company’s leverage ratio at such time. The base rate is a rate per annum equal to the greatest of (i) the rate of interest established by KeyBank, from time to time, as its “prime rate”; (ii) the Federal Funds effective rate in effect from time to time, plus 1/2 of 1% per annum; and (iii) the then-applicable LIBOR rate for one month interest periods, plus 1.00%. Swingline loans will bear interest only at the base rate plus the base rate margin.

In addition, the Company is required to pay certain customary fees, including a commitment fee of 0.125%, which is due quarterly in arrears and calculated on the average unused amount of the 2015 Credit Agreement.

[Table of Contents](#)

The 2015 Credit Agreement is guaranteed by all of the Company’s existing and future direct and indirect material U.S. subsidiaries and secured by a pledge of 100% of the non-voting and 65% of the voting capital stock of all the direct foreign subsidiaries of the Company and those of the guarantors.

In May 2015, the Company paid an underwriting fee of \$0.9 million for the 2015 Credit Agreement, which is deferred and amortized over the term of the loan, along with the deferred loan fees of \$0.4 million related to the 2012 Credit Agreement. The Company expensed \$0.1 million of the remaining deferred loan fees related to the 2012 Credit Agreement.

The following table presents information related to our credit agreements (dollars in thousands):

	Years Ended December 31,		
	2015	2014	2013
Average daily utilization	<b>\$69,964</b>	\$85,874	\$102,512
Interest expense, including commitment fee <sup>(1)</sup>	<b>\$ 1,307</b>	\$ 1,425	\$ 1,765
Weighted average interest rate	<b>1.9%</b>	1.7%	1.7%

<sup>(1)</sup> Excludes the amortization of deferred loan fees.

**Note 19. Accumulated Other Comprehensive Income (Loss)**

The Company presents data in the Consolidated Statements of Changes in Shareholders’ Equity in accordance with ASC 220 “*Comprehensive Income*” (“ASC 220”). ASC 220 establishes rules for the reporting of comprehensive income (loss) and its components. The components of accumulated other comprehensive income (loss) consist of the following (in thousands):

	Foreign Currency Translation Gain (Loss)	Unrealized Gain (Loss) on Net Investment Hedges	Unrealized Actuarial Gain (Loss) Related to Pension Liability	Unrealized Gain (Loss) on Cash Flow Hedging Instruments	Unrealized Gain (Loss) on Post Retirement Obligation	Total
<b>Balance at January 1, 2013</b>	\$ 16,083	\$ (2,565)	\$ 1,413	\$ (570)	\$ 495	\$ 14,856
Pre-tax amount	(3,465)	(1,720)	(136)	(2,704)	(127)	(8,152)
Tax (provision) benefit	—	602	16	449	—	1,067
Reclassification of (gain) loss to net income	—	—	(41)	321	(54)	226
Foreign currency translation	133	—	(102)	(31)	—	—
<b>Balance at December 31, 2013</b>	12,751	(3,683)	1,150	(2,535)	314	7,997
Pre-tax amount	(34,947)	6,344	(50)	(2,790)	77	(31,366)
Tax (provision) benefit	—	(2,385)	57	(17)	—	(2,345)
Reclassification of (gain) loss to net income	—	—	(35)	5,237	(49)	5,153
Foreign currency translation	120	—	(114)	(6)	—	—
<b>Balance at December 31, 2014</b>	(22,076)	276	1,008	(111)	342	(20,561)
Pre-tax amount	(37,178)	6,101	121	1,708	(12)	(29,260)
Tax (provision) benefit	—	(2,207)	(2)	32	—	(2,177)
Reclassification of (gain) loss to net income	647	—	(53)	(2,195)	(63)	(1,664)
Foreign currency translation	6	—	(45)	39	—	—
<b>Balance at December 31, 2015</b>	<b>\$ (58,601)</b>	<b>\$ 4,170</b>	<b>\$ 1,029</b>	<b>\$ (527)</b>	<b>\$ 267</b>	<b>\$ (53,662)</b>

[Table of Contents](#)

The following table summarizes the amounts reclassified to net income from accumulated other comprehensive income (loss) and the associated line item in the accompanying Consolidated Statements of Operations (in thousands):

	Years Ended December 31,			Statements of Operations Location
	2015	2014	2013	
<b>Foreign Currency Translation Gain (Loss):</b> <sup>(1)</sup>				
Pre-tax amount	\$ (647)	\$ —	\$ —	Other income (expense)
Tax (provision) benefit	—	—	—	Income taxes
Reclassification to net income	(647)	—	—	
<b>Actuarial Gain (Loss) Related to Pension Liability:</b> <sup>(2)</sup>				
Pre-tax amount	41	50	60	Direct salaries and related costs
Tax (provision) benefit	12	(15)	(19)	Income taxes
Reclassification to net income	53	35	41	
<b>Gain (Loss) on Cash Flow Hedging Instruments:</b> <sup>(3)</sup>				
Pre-tax amount	2,150	(5,342)	(547)	Revenues
Tax (provision) benefit	45	105	226	Income taxes
Reclassification to net income	2,195	(5,237)	(321)	
<b>Gain (Loss) on Post Retirement Obligation:</b> <sup>(2)</sup>				
Pre-tax amount	63	49	54	General and administrative
Tax (provision) benefit	—	—	—	Income taxes
Reclassification to net income	63	49	54	
<b>Total reclassification of gain (loss) to net income</b>	<b>\$1,664</b>	<b>\$(5,153)</b>	<b>\$(226)</b>	

<sup>(1)</sup> See Note 26, Other Income (Expense), for further information.

<sup>(2)</sup> See Note 23, Defined Benefit Pension Plan and Postretirement Benefits, for further information.

<sup>(3)</sup> See Note 10, Financial Derivatives, for further information.

Except as discussed in Note 20, Income Taxes, earnings associated with the Company's investments in its foreign subsidiaries are considered to be indefinitely reinvested and no provision for income taxes on those earnings or translation adjustments have been provided.

**Note 20. Income Taxes**

The income before income taxes includes the following components (in thousands):

	Years Ended December 31,		
	2015	2014	2013
Domestic (U.S., state and local)	\$41,178	\$28,563	\$ 5,544
Foreign	48,805	48,596	45,781
Total income before income taxes	\$89,983	\$77,159	\$51,325

Significant components of the income tax provision are as follows (in thousands):

	Years Ended December 31,		
	2015	2014	2013
<b>Current:</b>			
U.S. federal	\$ 7,374	\$ 2,579	\$ 881
State and local	1,051	542	82
Foreign	10,446	11,382	13,464
Total current provision for income taxes	18,871	14,503	14,427
<b>Deferred:</b>			
U.S. federal	3,873	5,437	866
State and local	(1,227)	(446)	—
Foreign	(131)	(126)	(1,228)
Total deferred provision (benefit) for income taxes	2,515	4,865	(362)
Total provision for income taxes	\$21,386	\$19,368	\$14,065

[Table of Contents](#)

The temporary differences that give rise to significant portions of the deferred income tax provision (benefit) are as follows (in thousands):

	Years Ended December 31,		
	2015	2014	2013
Net operating loss and tax credit carryforwards	\$ 3,564	\$ 19,335	\$ 8,029
Accrued expenses/liabilities	2,856	(4,505)	954
Depreciation and amortization	(2,231)	(6,220)	(5,030)
Valuation allowance	(1,958)	(3,706)	(1,887)
Deferred statutory income	266	(29)	(2,425)
Other	18	(10)	(3)
Total deferred provision (benefit) for income taxes	\$ 2,515	\$ 4,865	\$ (362)

The reconciliation of the income tax provision computed at the U.S. federal statutory tax rate to the Company's effective income tax provision is as follows (in thousands):

	Years Ended December 31,		
	2015	2014	2013
Tax at U.S. federal statutory tax rate	\$ 31,494	\$ 27,005	\$ 17,964
State income taxes, net of federal tax benefit	(177)	934	82
Foreign rate differential	(14,030)	(13,164)	(9,319)
Tax holidays	(4,031)	(2,749)	(4,686)
Permanent differences	11,737	10,170	9,051
Tax credits	(4,102)	(4,894)	(5,020)
Foreign withholding and other taxes	2,321	2,541	4,643
Change in valuation allowance, net of related adjustments	(631)	(7)	1,354
Changes in uncertain tax positions	(1,858)	(468)	(4)
Other	663	—	—
Total provision for income taxes	\$ 21,386	\$ 19,368	\$ 14,065

Withholding taxes on offshore cash movements assessed by certain foreign governments of \$1.7 million, \$1.8 million and \$4.1 million were included in the provision for income taxes in the accompanying Consolidated Statements of Operations for the years ended December 31, 2015, 2014 and 2013, respectively.

Earnings associated with the investments in the Company's foreign subsidiaries of \$399.0 million at December 31, 2015 are considered to be indefinitely reinvested outside of the U.S. Therefore, a U.S. provision for income taxes on those earnings or translation adjustments has not been recorded, as permitted by criterion outlined in ASC 740 "Income Taxes." Determination of any unrecognized deferred tax liability related to these investments in foreign subsidiaries is not practicable due to the inherent complexity of the multi-national tax environment in which the Company operates.

The Company has been granted tax holidays in The Philippines, Colombia, Costa Rica and El Salvador. The tax holidays have various expiration dates ranging from 2016 through 2028. In some cases, the tax holidays expire without possibility of renewal. In other cases, the Company expects to renew these tax holidays, but there are no assurances from the respective foreign governments that they will renew them. This could potentially result in future adverse tax consequences in the local jurisdiction, the impact of which is not practicable to estimate due to the inherent complexity of estimating critical variables such as long-term future profitability, tax regulations and rates in the multi-national tax environment in which the Company operates. The Company's tax holidays decreased the provision for income taxes by \$4.0 million (\$0.09 per diluted share), \$2.7 million (\$0.06 per diluted share) and \$4.7 million (\$0.11 per diluted share) for the years ended December 31, 2015, 2014 and 2013, respectively.



[Table of Contents](#)

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for income taxes. The temporary differences that give rise to significant portions of the deferred tax assets and liabilities are presented below (in thousands):

	December 31,	
	2015	2014
<b>Deferred tax assets:</b>		
Net operating loss and tax credit carryforwards	\$ 32,328	\$ 35,400
Valuation allowance	(30,065)	(34,146)
Accrued expenses	24,276	25,694
Deferred revenue	3,193	3,757
Depreciation and amortization	953	835
Other	54	—
	<u>30,739</u>	<u>31,540</u>
<b>Deferred tax liabilities:</b>		
Depreciation and amortization	(19,826)	(20,172)
Deferred statutory income	(579)	(772)
Accrued liabilities	(1,104)	(141)
Other	(119)	(1)
	<u>(21,628)</u>	<u>(21,086)</u>
Net deferred tax assets	<u>\$ 9,111</u>	<u>\$ 10,454</u>
	December 31,	
	2015	2014
<b>Classified as follows:</b>		
Other current assets (Note 9)	\$ 12,009	\$ 13,703
Deferred charges and other assets (Note 13)	1,899	1,681
Current deferred income tax liabilities	(1,120)	(144)
Other long-term liabilities	(3,677)	(4,786)
<b>Net deferred tax assets</b>	<u>\$ 9,111</u>	<u>\$ 10,454</u>

There are approximately \$153.5 million of income tax loss carryforwards as of December 31, 2015, with varying expiration dates, approximately \$113.6 million relating to foreign operations and \$39.9 million relating to U.S. state operations. With respect to foreign operations, \$94.4 million of the net operating loss carryforwards have an indefinite expiration date and the remaining \$19.2 million net operating loss carryforwards have varying expiration dates through December 2036. Regarding the U.S. state and foreign aforementioned tax loss carryforwards, no benefit has been recognized for \$14.0 million and \$104.0 million, respectively, as the Company does not anticipate that the losses will more likely than not be fully utilized.

The Company has accrued \$8.1 million and \$13.3 million as of December 31, 2015 and 2014, respectively, excluding penalties and interest, for the liability for unrecognized tax benefits. The decrease is primarily due to the recognition of \$2.2 million of tax benefits resulting from the expiration of the statute of limitations, as previously mentioned, and the effects of foreign exchange rate adjustments. As of December 31, 2014, \$2.7 million of unrecognized tax benefits were recorded to “Deferred charges and other assets” in the accompanying Consolidated Balance Sheets in accordance with ASU 2013-11 “*Income Taxes (Topic 740) – Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists.*” The \$8.1 million and the remaining \$10.6 million of the unrecognized tax benefits at December 31, 2015 and 2014, respectively, are recorded in “Long-term income tax liabilities” in the accompanying Consolidated Balance Sheets. Had the Company recognized these tax benefits, approximately \$8.1 million and \$13.3 million, and the related interest and penalties, would have favorably impacted the effective tax rate in 2015 and 2014, respectively. The Company does not anticipate that any of the unrecognized tax benefits will be recognized in the next twelve months.

The Company recognizes interest and penalties related to unrecognized tax benefits in the provision for income taxes. The Company had \$10.4 million and \$10.1 million accrued for interest and penalties as of December 31, 2015 and 2014, respectively. Of the accrued interest and penalties at December 31, 2015 and 2014, \$3.4 million and \$3.3 million, respectively, relate to statutory penalties. The amount of interest and penalties, net, included in the provision for income taxes in the accompanying Consolidated Statements of Operations for the years ended December 31, 2015, 2014 and 2013 was \$0.3 million, \$(0.5) million and \$0.4 million, respectively.

[Table of Contents](#)

The tabular reconciliation of the amounts of unrecognized net tax benefits is presented below (in thousands):

	Years Ended December 31,		
	2015	2014	2013
<b>Gross unrecognized tax benefits as of January 1,</b>	<b>\$13,285</b>	<b>\$14,991</b>	<b>\$16,897</b>
Decreases due to lapse in applicable statute of limitations	(2,206)	—	(390)
Foreign currency translation increases (decreases)	(2,963)	(1,706)	(1,516)
<b>Gross unrecognized tax benefits as of December 31,</b>	<b>\$ 8,116</b>	<b>\$13,285</b>	<b>\$14,991</b>

The Company is currently under audit in several tax jurisdictions. The Company received assessments for the Canadian 2003-2009 audit. Requests for Competent Authority Assistance were filed with both the Canadian Revenue Agency and the U.S. Internal Revenue Service and the Company paid mandatory security deposits to Canada as part of this process. The total amount of deposits, net of the effects of foreign exchange rate adjustments, were \$13.4 million and \$15.9 million as of December 31, 2015 and 2014, respectively, and are included in “Deferred charges and other assets” in the accompanying Consolidated Balance Sheets. Although the outcome of examinations by taxing authorities is always uncertain, the Company believes it is adequately reserved for these audits and that resolution is not expected to have a material impact on its financial condition and results of operations.

The significant tax jurisdictions currently under audit are as follows:

<u>Tax Jurisdiction</u>	<u>Tax Year Ended</u>
Canada	2003 to 2009

The Company and its subsidiaries file federal, state and local income tax returns as required in the U.S. and in various foreign tax jurisdictions. The following table presents the major tax jurisdictions and tax years that are open and subject to examination by the respective tax authorities as of December 31, 2015:

<u>Tax Jurisdiction</u>	<u>Tax Year Ended</u>
Canada	2003 to present
United States <sup>(1)</sup>	2012 to present

<sup>(1)</sup> The 2002 to 2011 tax years are open to the extent of the tax credit carryforward amounts.

**Note 21. Earnings Per Share**

Basic earnings per share is based on the weighted average number of common shares outstanding during the periods. Diluted earnings per share includes the weighted average number of common shares outstanding during the respective periods and the further dilutive effect, if any, from stock appreciation rights, restricted stock, restricted stock units and shares held in a rabbi trust using the treasury stock method.

The numbers of shares used in the earnings per share computation are as follows (in thousands):

	Years Ended December 31,		
	2015	2014	2013
Basic:			
Weighted average common shares outstanding	41,899	42,609	42,877
Diluted:			
Dilutive effect of stock appreciation rights, restricted stock, restricted stock units and shares held in a rabbi trust	548	205	48
Total weighted average diluted shares outstanding	<u>42,447</u>	<u>42,814</u>	<u>42,925</u>
Anti-dilutive shares excluded from the diluted earnings per share calculation	<u>20</u>	<u>37</u>	<u>42</u>

On August 18, 2011, the Company’s Board of Directors (the “Board”) authorized the Company to purchase up to 5.0 million shares of its outstanding common stock (the “2011 Share Repurchase Program”). A total of 4.9 million shares have been repurchased under the 2011 Share Repurchase Program since inception. The shares are purchased, from time to time, through open market purchases or in negotiated private transactions, and the purchases are based on factors, including but not limited to, the stock price, management discretion and general market conditions. The 2011 Share Repurchase Program has no expiration date.

The shares repurchased under the Company’s share repurchase programs were as follows (in thousands, except per share amounts):

For the Years Ended	Total Number of Shares Repurchased	Range of Prices Paid Per Share		Total Cost of Shares Repurchased
		Low	High	
December 31, 2015	860	\$ 22.81	\$ 25.00	\$ 20,879
December 31, 2014	630	\$ 19.80	\$ 20.00	\$ 12,581
December 31, 2013	341	\$ 15.61	\$ 16.99	\$ 5,479

**Note 22. Commitments and Loss Contingency**

**Lease and Purchase Commitments**

The Company leases certain equipment and buildings under operating leases, which expire at various dates through 2035, many with options to cancel at varying points during the lease. Fair value renewal and escalation clauses exist for many of the operating leases. Rental expense under operating leases was as follows (in thousands):

	Years Ended December 31,		
	2015	2014	2013
Rental expense	<u>\$47,208</u>	<u>\$44,916</u>	<u>\$47,365</u>

[Table of Contents](#)

The following is a schedule of future minimum rental payments required under operating leases that have noncancelable lease terms as of December 31, 2015 (in thousands):

	<u>Amount</u>
2016	\$ 38,318
2017	33,923
2018	27,641
2019	22,480
2020	16,423
2021 and thereafter	30,973
Total minimum payments required	<u>\$169,758</u>

The Company enters into agreements with third-party vendors in the ordinary course of business whereby the Company commits to purchase goods and services used in its normal operations. These agreements generally are not cancelable, range from one to five year periods and may contain fixed or minimum annual commitments. Certain of these agreements allow for renegotiation of the minimum annual commitments based on certain conditions.

The following is a schedule of future minimum purchases remaining under the agreements as of December 31, 2015 (in thousands):

	<u>Amount</u>
2016	\$41,806
2017	15,975
2018	1,718
2019	1,477
2020	857
2021 and thereafter	470
Total minimum payments required	<u>\$62,303</u>

On July 2, 2015, the Company completed the Qelp acquisition, which included contingent consideration based on achieving targets tied to revenues and EBITDA for the years ended December 31, 2016, 2017 and 2018. The estimated future value of the contingent consideration is \$9.1 million and is expected to be paid over a three-year period.

#### ***Indemnities, Commitments and Guarantees***

From time to time, during the normal course of business, the Company may make certain indemnities, commitments and guarantees under which it may be required to make payments in relation to certain transactions. These include, but are not limited to: (i) indemnities to clients, vendors and service providers pertaining to claims based on negligence or willful misconduct of the Company and (ii) indemnities involving breach of contract, the accuracy of representations and warranties of the Company, or other liabilities assumed by the Company in certain contracts. In addition, the Company has agreements whereby it will indemnify certain officers and directors for certain events or occurrences while the officer or director is, or was, serving at the Company's request in such capacity. The indemnification period covers all pertinent events and occurrences during the officer's or director's lifetime. The maximum potential amount of future payments the Company could be required to make under these indemnification agreements is unlimited; however, the Company has director and officer insurance coverage that limits its exposure and enables it to recover a portion of any future amounts paid. The Company believes the applicable insurance coverage is generally adequate to cover any estimated potential liability under these indemnification agreements. The majority of these indemnities, commitments and guarantees do not provide for any limitation of the maximum potential for future payments the Company could be obligated to make. The Company has not recorded any liability for these indemnities, commitments and guarantees in the accompanying Consolidated Balance Sheets. In addition, the Company has some client contracts that do not contain contractual provisions for the limitation of liability, and other client contracts that contain agreed upon exceptions to limitation of liability. The Company has not recorded any liability in the accompanying Consolidated Balance Sheets with respect to any client contracts under which the Company has or may have unlimited liability.

[Table of Contents](#)

**Loss Contingency**

The Company, from time to time, is involved in legal actions arising in the ordinary course of business. With respect to these matters, management believes that the Company has adequate legal defenses and/or when possible and appropriate, provided adequate accruals related to those matters such that the ultimate outcome will not have a material adverse effect on the Company's financial position or results of operations.

**Note 23. Defined Benefit Pension Plan and Postretirement Benefits**

**Defined Benefit Pension Plans**

The Company sponsors non-contributory defined benefit pension plans (the "Pension Plans") for its covered employees in The Philippines. The Pension Plans provide defined benefits based on years of service and final salary. All permanent employees meeting the minimum service requirement are eligible to participate in the Pension Plans. As of December 31, 2015, the Pension Plans were unfunded. The Company expects to make no cash contributions to its Pension Plans during 2016.

The following table provides a reconciliation of the change in the benefit obligation for the Pension Plans and the net amount recognized, included in "Other long-term liabilities", in the accompanying Consolidated Balance Sheets (in thousands):

	December 31,	
	2015	2014
Beginning benefit obligation	\$ 3,100	\$ 2,481
Service cost	433	387
Interest cost	135	104
Actuarial (gains) losses	(121)	50
Effect of foreign currency translation	(138)	78
<b>Ending benefit obligation</b>	<b>\$ 3,409</b>	<b>\$ 3,100</b>
Unfunded status	(3,409)	(3,100)
<b>Net amount recognized</b>	<b>\$ (3,409)</b>	<b>\$ (3,100)</b>

The actuarial assumptions used to determine the benefit obligations and net periodic benefit cost for the Pension Plans were as follows:

	Years Ended December 31,		
	2015	2014	2013
Discount rate	5.0 - 5.4%	4.5 - 4.9%	4.3 - 5.2%
Rate of compensation increase	2.0%	2.0%	2.0%

The Company evaluates these assumptions on a periodic basis taking into consideration current market conditions and historical market data. The discount rate is used to calculate expected future cash flows at a present value on the measurement date, which is December 31. This rate represents the market rate for high-quality fixed income investments. A lower discount rate would increase the present value of benefit obligations. Other assumptions include demographic factors such as retirement, mortality and turnover.

[Table of Contents](#)

The following table provides information about the net periodic benefit cost and other accumulated comprehensive income for the Pension Plans (in thousands):

	Years Ended December 31,		
	2015	2014	2013
Service cost	\$ 433	\$ 387	\$ 392
Interest cost	135	104	137
Recognized actuarial (gains)	(41)	(50)	(60)
Net periodic benefit cost	527	441	469
Unrealized net actuarial (gains), net of tax	(1,029)	(1,008)	(1,150)
Total amount recognized in net periodic benefit cost and other accumulated comprehensive income (loss)	<u>\$ (502)</u>	<u>\$ (567)</u>	<u>\$ (681)</u>

The estimated future benefit payments, which reflect expected future service, as appropriate, are as follows (in thousands):

Years Ending December 31,	Amount
2016	\$ 143
2017	69
2018	45
2019	253
2020	157
2021 - 2025	964

The Company expects to recognize less than \$0.1 million of net actuarial gains as a component of net periodic benefit cost in 2016.

**Employee Retirement Savings Plans**

The Company maintains a 401(k) plan covering defined employees who meet established eligibility requirements. Under the plan provisions, the Company matches 50% of participant contributions to a maximum matching amount of 2% of participant compensation. The Company's contributions included in the accompanying Consolidated Statements of Operations were as follows (in thousands):

	Years Ended December 31,		
	2015	2014	2013
401(k) plan contributions	<u>\$ 832</u>	<u>\$ 870</u>	<u>\$ 895</u>

**Split-Dollar Life Insurance Arrangement**

In 1996, the Company entered into a split-dollar life insurance arrangement to benefit the former Chairman and Chief Executive Officer of the Company. Under the terms of the arrangement, the Company retained a collateral interest in the policy to the extent of the premiums paid by the Company. The postretirement benefit obligation included in "Other long-term liabilities" and the unrealized gains (losses) included in "Accumulated other comprehensive income" in the accompanying Consolidated Balance Sheets were as follows (in thousands):

	December 31,	
	2015	2014
Postretirement benefit obligation	\$ 37	\$ 46
Unrealized gains (losses) in AOCI <sup>(1)</sup>	267	342

<sup>(1)</sup> Unrealized gains (losses) are due to changes in discount rates related to the postretirement obligation.

### Post-Retirement Defined Contribution Healthcare Plan

On January 1, 2005, the Company established a Post-Retirement Defined Contribution Healthcare Plan for eligible employees meeting certain service and age requirements. The plan is fully funded by the participants and accordingly, the Company does not recognize expense relating to the plan.

### Note 24. Stock-Based Compensation

The Company's stock-based compensation plans include the 2011 Equity Incentive Plan, the 2004 Non-Employee Director Fee Plan and the Deferred Compensation Plan. The following table summarizes the stock-based compensation expense (primarily in the Americas), income tax benefits related to the stock-based compensation and excess tax benefits (deficiencies) (in thousands):

	Years Ended December 31,		
	2015	2014	2013
Stock-based compensation (expense) <sup>(1)</sup>	<b>\$(8,749)</b>	<b>\$(6,381)</b>	<b>\$(4,873)</b>
Income tax benefit <sup>(2)</sup>	<b>3,281</b>	<b>2,233</b>	<b>1,706</b>
Excess tax benefit (deficiency) from stock-based compensation <sup>(3)</sup>	<b>422</b>	<b>(82)</b>	<b>(187)</b>

<sup>(1)</sup> Included in "General and administrative" costs in the accompanying Consolidated Statements of Operations.

<sup>(2)</sup> Included in "Income taxes" in the accompanying Consolidated Statements of Operations.

<sup>(3)</sup> Included in "Additional paid-in capital" in the accompanying Consolidated Statements of Changes in Shareholders' Equity.

There were no capitalized stock-based compensation costs at December 31, 2015, 2014 and 2013.

**2011 Equity Incentive Plan** — The Company's Board adopted the Sykes Enterprises, Incorporated 2011 Equity Incentive Plan (the "2011 Plan") on March 23, 2011, as amended on May 11, 2011 to reduce the number of shares of common stock available to 4.0 million shares. The 2011 Plan was approved by the shareholders at the May 2011 annual shareholders meeting. The 2011 Plan replaced and superseded the Company's 2001 Equity Incentive Plan (the "2001 Plan"), which expired on March 14, 2011. The outstanding awards granted under the 2001 Plan will remain in effect until their exercise, expiration or termination. The 2011 Plan permits the grant of restricted stock, stock appreciation rights, stock options and other stock-based awards to certain employees of the Company, and certain non-employees who provide services to the Company in order to encourage them to remain in the employment of, or to faithfully provide services to, the Company and to increase their interest in the Company's success.

**Stock Appreciation Rights** — The Board, at the recommendation of the Compensation and Human Resource Development Committee (the "Committee"), has approved in the past, and may approve in the future, awards of stock-settled stock appreciation rights ("SARs") for eligible participants. SARs represent the right to receive, without payment to the Company, a certain number of shares of common stock, as determined by the Committee, equal to the amount by which the fair market value of a share of common stock at the time of exercise exceeds the grant price.

SARs are granted at the fair market value of the Company's common stock on the date of the grant and vest one-third on each of the first three anniversaries of the date of grant, provided the participant is employed by the Company on such date. The SARs have a term of 10 years from the date of grant. In the event of a change in control, the SARs will vest on the date of the change in control, provided that the participant is employed by the Company on the date of the change in control.

All currently outstanding SARs are exercisable within three months after the death, disability, retirement or termination of the participant's employment with the Company, if and to the extent the SARs were exercisable immediately prior to such termination. If the participant's employment is terminated for cause, or the participant terminates his or her own employment with the Company, any portion of the SARs not yet exercised (whether or not vested) terminates immediately on the date of termination of employment.

The fair value of each SAR is estimated on the date of grant using the Black-Scholes valuation model that uses various assumptions. The fair value of the SARs is expensed on a straight-line basis over the requisite service

[Table of Contents](#)

period. Expected volatility is based on the historical volatility of the Company's stock. The risk-free rate for periods within the contractual life of the award is based on the yield curve of a zero-coupon U.S. Treasury bond on the date the award is granted with a maturity equal to the expected term of the award. Exercises and forfeitures are estimated within the valuation model using employee termination and other historical data. The expected term of the SARs granted represents the period of time the SARs are expected to be outstanding.

The following table summarizes the assumptions used to estimate the fair value of SARs granted:

	Years Ended December 31,		
	2015	2014	2013
Expected volatility	34.1%	38.9%	45.2%
Weighted-average volatility	34.1%	38.9%	45.2%
Expected dividend rate	0.0%	0.0%	0.0%
Expected term (in years)	5.0	5.0	5.0
Risk-free rate	1.6%	1.7%	0.8%

The following table summarizes SARs activity as of December 31, 2015 and for the year then ended:

	Shares (000s)	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value (000s)
<b>Stock Appreciation Rights</b>				
Outstanding at January 1, 2015	959	\$ —		
Granted	217	\$ —		
Exercised	(695)	\$ —		
Forfeited or expired	—	\$ —		
<b>Outstanding at December 31, 2015</b>	<b>481</b>	<b>\$ —</b>	<b>8.1</b>	<b>\$ 4,366</b>
<b>Vested or expected to vest at December 31, 2015</b>	<b>481</b>	<b>\$ —</b>	<b>8.1</b>	<b>\$ 4,366</b>
<b>Exercisable at December 31, 2015</b>	<b>57</b>	<b>\$ —</b>	<b>4.7</b>	<b>\$ 508</b>

The following table summarizes information regarding SARs granted and exercised (in thousands, except per SAR amounts):

	Years Ended December 31,		
	2015	2014	2013
Number of SARs granted	217	246	318
Weighted average grant-date fair value per SAR	\$ 8.17	\$ 7.20	\$ 6.08
Intrinsic value of SARs exercised	\$5,957	\$ 391	\$ 488
Fair value of SARs vested	\$1,302	\$1,553	\$1,298

The following table summarizes nonvested SARs activity as of December 31, 2015 and for the year then ended:

	Shares (000s)	Weighted Average Grant-Date Fair Value
<b>Nonvested Stock Appreciation Rights</b>		
Nonvested at January 1, 2015	411	\$ 6.61
Granted	217	\$ 8.17
Vested	(204)	\$ 6.41
Forfeited or expired	—	\$ —
<b>Nonvested at December 31, 2015</b>	<b>424</b>	<b>\$ 7.50</b>

As of December 31, 2015, there was \$2.0 million of total unrecognized compensation cost, net of estimated forfeitures, related to nonvested SARs granted under the 2011 Plan. This cost is expected to be recognized over a weighted average period of 1.3 years.



[Table of Contents](#)

**Restricted Shares**— The Board, at the recommendation of the Committee, has approved in the past, and may approve in the future, awards of performance and employment-based restricted shares (“restricted shares”) for eligible participants. In some instances, where the issuance of restricted shares has adverse tax consequences to the recipient, the Board may instead issue restricted stock units (“RSUs”). The restricted shares are shares of the Company’s common stock (or in the case of RSUs, represent an equivalent number of shares of the Company’s common stock) which are issued to the participant subject to (a) restrictions on transfer for a period of time and (b) forfeiture under certain conditions. The performance goals, including revenue growth and income from operations targets, provide a range of vesting possibilities from 0% to 100% and will be measured at the end of the performance period. If the performance conditions are met for the performance period, the shares will vest and all restrictions on the transfer of the restricted shares will lapse (or in the case of RSUs, an equivalent number of shares of the Company’s common stock will be issued to the recipient). The Company recognizes compensation cost, net of estimated forfeitures, based on the fair value (which approximates the current market price) of the restricted shares (and RSUs) on the date of grant ratably over the requisite service period based on the probability of achieving the performance goals.

Changes in the probability of achieving the performance goals from period to period will result in corresponding changes in compensation expense. The employment-based restricted shares currently outstanding vest one-third on each of the first three anniversaries of the date of grant, provided the participant is employed by the Company on such date. In the event of a change in control (as defined in the 2011 Plan) prior to the date the restricted shares vest, all of the restricted shares will vest and the restrictions on transfer will lapse with respect to such vested shares on the date of the change in control, provided that participant is employed by the Company on the date of the change in control.

If the participant’s employment with the Company is terminated for any reason, either by the Company or participant, prior to the date on which the restricted shares have vested and the restrictions have lapsed with respect to such vested shares, any restricted shares remaining subject to the restrictions (together with any dividends paid thereon) will be forfeited, unless there has been a change in control prior to such date.

The following table summarizes nonvested restricted shares/RSUs activity as of December 31, 2015 and for the year then ended:

<b>Nonvested Restricted Shares and RSUs</b>	<b>Shares (000s)</b>	<b>Weighted Average Grant- Date Fair Value</b>
Nonvested at January 1, 2015	1,194	\$ 16.80
Granted	441	\$ 25.06
Vested	(125)	\$ 16.10
Forfeited or expired	(264)	\$ 15.71
<b>Nonvested at December 31, 2015</b>	<b>1,246</b>	<b>\$ 20.03</b>

The following table summarizes information regarding restricted shares/RSUs granted and vested (in thousands, except per restricted share/RSU amounts):

	<b>Years Ended December 31,</b>		
	<b>2015</b>	<b>2014</b>	<b>2013</b>
Number of restricted shares/RSUs granted	<b>441</b>	500	706
Weighted average grant-date fair value per restricted share/RSU	<b>\$25.06</b>	\$19.77	\$15.25
Fair value of restricted shares/RSUs vested	<b>\$2,019</b>	\$ 895	\$ 366

As of December 31, 2015, based on the probability of achieving the performance goals, there was \$14.6 million of total unrecognized compensation cost, net of estimated forfeitures, related to nonvested restricted shares/RSUs granted under the 2011 Plan. This cost is expected to be recognized over a weighted average period of 1.7 years.

**Non-Employee Director Fee Plan** — The Company’s 2004 Non-Employee Director Fee Plan (the “2004 Fee Plan”), as amended on May 17, 2012, provided that all new non-employee directors joining the Board would receive an initial grant of shares of common stock on the date the new director is elected or appointed, the number of which will be determined by dividing \$60,000 by the closing price of the Company’s common stock on the trading day immediately preceding the date a new director is elected or appointed, rounded to the nearest whole number of shares. The initial grant of shares vested in twelve equal quarterly installments, one-twelfth on the date of grant and an additional one-twelfth on each successive third monthly anniversary of the date of grant. The award lapses with respect to all unvested shares in the event the non-employee director ceases to be a director of the Company, and any unvested shares are forfeited.

The 2004 Fee Plan also provided that each non-employee director would receive, on the day after the annual shareholders meeting, an annual retainer for service as a non-employee director (the “Annual Retainer”). Prior to May 17, 2012, the Annual Retainer was \$95,000, of which \$50,000 was payable in cash, and the remainder was paid in stock. The annual grant of cash vested in four equal quarterly installments, one-fourth on the day following the annual meeting of shareholders, and an additional one-fourth on each successive third monthly anniversary of the date of grant. The annual grant of shares paid to non-employee directors prior to May 17, 2012 vests in eight equal quarterly installments, one-eighth on the day following the annual meeting of shareholders, and an additional one-eighth on each successive third monthly anniversary of the date of grant. On May 17, 2012, upon the recommendation of the Compensation and Human Resource Development Committee, the Board adopted the Fifth Amended and Restated Non-Employee Director Fee Plan (the “Amendment”), which increased the common stock component of the Annual Retainer by \$30,000, resulting in a total Annual Retainer of \$125,000, of which \$50,000 was payable in cash and the remainder paid in stock. In addition, the Amendment also changed the vesting period for the annual equity award, from a two-year vesting period, to a one-year vesting period (consisting of four equal quarterly installments, one-fourth on the date of grant and an additional one-fourth on each successive third monthly anniversary of the date of grant). The award lapses with respect to all unpaid cash and unvested shares in the event the non-employee director ceases to be a director of the Company, and any unvested shares and unpaid cash are forfeited.

In addition to the Annual Retainer award, the 2004 Fee Plan also provided for any non-employee Chairman of the Board to receive an additional annual cash award of \$100,000, and each non-employee director serving on a committee of the Board to receive an additional annual cash award. The additional annual cash award for the Chairperson of the Audit Committee is \$20,000 and Audit Committee members’ are entitled to an annual cash award of \$10,000. Prior to May 20, 2011, the annual cash awards for the Chairpersons of the Compensation and Human Resource Development Committee, Finance Committee and Nominating and Corporate Governance Committee were \$12,500 and the members of such committees were entitled to an annual cash award of \$7,500. On May 20, 2011, the Board increased the additional annual cash award to the Chairperson of the Compensation and Human Resource Development Committee to \$15,000. All other additional cash awards remained unchanged.

The 2004 Fee Plan expired in May 2014, prior to the 2014 Annual Shareholder Meeting. In March 2014, upon the recommendation of the Compensation Committee, the Board determined that, following the expiration of the 2004 Fee Plan, the compensation of non-employee Directors should continue on the same terms as provided in the Fifth Amended and Restated Non-Employee Director Fee Plan, and that the stock portion of such compensation would be issued under the 2011 Plan.

At the Board’s regularly scheduled meeting on December 9, 2014, upon the recommendation of the Compensation Committee, the Board determined that the amount of the cash and equity compensation payable to non-employee directors beginning on the date of the 2015 annual shareholder meeting would be increased as follows: cash compensation would be increased by \$5,000 per year to a total of \$55,000 and equity compensation would be increased by \$25,000 per year to a total of \$100,000. No change would be made in the additional amounts payable to the Chairman of the Board or the Chairs or members of the various Board committees for their service on such committees, and no changes would be made in the payment terms described above for such cash and equity compensation.

The Board may pay additional cash compensation to any non-employee director for services on behalf of the Board over and above those typically expected of directors, including but not limited to service on a special committee of the Board.

[Table of Contents](#)

The following table summarizes nonvested common stock share award activity as of December 31, 2015 and for the year then ended:

<u>Nonvested Common Stock Share Awards</u>	<u>Shares (000s)</u>	<u>Weighted Average Grant- Date Fair Value</u>
Nonvested at January 1, 2015	12	\$ 20.24
Granted	32	\$ 24.70
Vested	(33)	\$ 23.43
Forfeited or expired	—	\$ —
<b>Nonvested at December 31, 2015</b>	<b>11</b>	<b>\$ 23.74</b>

The following table summarizes information regarding common stock share awards granted and vested (in thousands, except per share award amounts):

	<u>Years Ended December 31,</u>		
	<u>2015</u>	<u>2014</u>	<u>2013</u>
Number of share awards granted	32	36	37
Weighted average grant-date fair value per share award	\$24.70	\$20.15	\$16.01
Fair value of share awards vested	\$ 790	\$ 630	\$ 669

As of December 31, 2015, there was \$0.2 million of total unrecognized compensation costs, net of estimated forfeitures, related to nonvested common stock share awards granted under the 2004 Fee Plan. This cost is expected to be recognized over a weighted average period of 0.3 years.

**Deferred Compensation Plan** — The Company’s non-qualified Deferred Compensation Plan (the “Deferred Compensation Plan”), which is not shareholder-approved, was adopted by the Board effective December 17, 1998. It was last amended and restated on August 20, 2014, effective as of January 1, 2014. It provides certain eligible employees the ability to defer any portion of their compensation until the participant’s retirement, termination, disability or death, or a change in control of the Company. Using the Company’s common stock, the Company matches 50% of the amounts deferred by certain senior management participants on a quarterly basis up to a total of \$12,000 per year for the president, chief executive officer and executive vice presidents and \$7,500 per year for senior vice presidents, global vice presidents and vice presidents (participants below the level of vice president are not eligible to receive matching contributions from the Company). Matching contributions and the associated earnings vest over a seven year service period. Deferred compensation amounts used to pay benefits, which are held in a rabbi trust, include investments in various mutual funds and shares of the Company’s common stock (See Note 11, Investments Held in Rabbi Trust). As of December 31, 2015 and 2014, liabilities of \$7.9 million and \$7.0 million, respectively, of the Deferred Compensation Plan were recorded in “Accrued employee compensation and benefits” in the accompanying Consolidated Balance Sheets.

Additionally, the Company’s common stock match associated with the Deferred Compensation Plan, with a carrying value of approximately \$1.6 million and \$1.5 million at December 31, 2015 and 2014, respectively, is included in “Treasury stock” in the accompanying Consolidated Balance Sheets.

[Table of Contents](#)

The following table summarizes nonvested common stock activity as of December 31, 2015 and for the year then ended:

<u>Nonvested Common Stock</u>	<u>Shares (000s)</u>	<u>Weighted Average Grant- Date Fair Value</u>
Nonvested at January 1, 2015	5	\$ 17.88
Granted	8	\$ 25.06
Vested	(10)	\$ 23.12
Forfeited or expired	—	\$ —
<b>Nonvested at December 31, 2015</b>	<b>3</b>	<b>\$ 19.53</b>

The following table summarizes information regarding shares of common stock granted and vested (in thousands, except per common stock amounts):

	<u>Years Ended December 31,</u>		
	<u>2015</u>	<u>2014</u>	<u>2013</u>
Number of shares of common stock granted	8	10	13
Weighted average grant-date fair value per common stock	\$25.06	\$20.54	\$16.76
Fair value of common stock vested	\$ 244	\$ 212	\$ 257
Cash used to settle the obligation	\$ 65	\$1,493	\$1,014

As of December 31, 2015, there was less than \$0.1 million of total unrecognized compensation cost, net of estimated forfeitures, related to nonvested common stock granted under the Deferred Compensation Plan. This cost is expected to be recognized over a weighted average period of 2.0 years.

### Note 25. Segments and Geographic Information

The Company operates within two regions, the Americas and EMEA. Each region represents a reportable segment comprised of aggregated regional operating segments, which portray similar economic characteristics. The Company aligns its business into two segments to effectively manage the business and support the customer care needs of every client and to respond to the demands of the Company's global customers.

The reportable segments consist of (1) the Americas, which includes the United States, Canada, Latin America, Australia and the Asia Pacific Rim, and provides outsourced customer contact management solutions (with an emphasis on technical support and customer service) and technical staffing and (2) EMEA, which includes Europe, the Middle East and Africa, and provides outsourced customer contact management solutions (with an emphasis on technical support and customer service) and fulfillment services. The sites within Latin America, Australia and the Asia Pacific Rim are included in the Americas segment given the nature of the business and client profile, which is primarily made up of U.S.-based companies that are using the Company's services in these locations to support their customer contact management needs.

[Table of Contents](#)

Information about the Company's reportable segments was as follows (in thousands):

	<u>Americas</u>	<u>EMEA</u>	<u>Other (1)</u>	<u>Consolidated</u>
<b>Year Ended December 31, 2015:</b>				
Revenues	\$1,045,415	\$ 240,826	\$ 99	\$1,286,340
Percentage of revenues	81.3%	18.7%	0.0%	100.0%
Depreciation, net	\$ 37,842	\$ 4,559	\$ 1,351	\$ 43,752
Amortization of intangibles	\$ 13,648	\$ 522	\$ —	\$ 14,170
Income (loss) from operations	\$ 135,443	\$ 15,336	\$ (56,515)	\$ 94,264
Other (expense), net			(4,281)	(4,281)
Income taxes			(21,386)	(21,386)
Net income				<u>\$ 68,597</u>
<b>Total assets as of December 31, 2015</b>	<u>\$1,058,467</u>	<u>\$1,419,578</u>	<u>\$(1,530,273)</u>	<u>\$ 947,772</u>
<b>Year Ended December 31, 2014:</b>				
Revenues	\$1,070,824	\$ 256,699	\$ —	\$1,327,523
Percentage of revenues	80.7%	19.3%	0.0%	100.0%
Depreciation, net	\$ 40,557	\$ 4,806	\$ —	\$ 45,363
Amortization of intangibles	\$ 14,396	\$ —	\$ —	\$ 14,396
Income (loss) from operations	\$ 113,549	\$ 16,208	\$ (50,202)	\$ 79,555
Other (expense), net			(2,396)	(2,396)
Income taxes			(19,368)	(19,368)
Net income				<u>\$ 57,791</u>
<b>Total assets as of December 31, 2014</b>	<u>\$1,080,010</u>	<u>\$1,373,590</u>	<u>\$(1,509,100)</u>	<u>\$ 944,500</u>
<b>Year Ended December 31, 2013:</b>				
Revenues	\$1,050,813	\$ 212,647	\$ —	\$1,263,460
Percentage of revenues	83.2%	16.8%	0.0%	100.0%
Depreciation, net	\$ 37,818	\$ 4,266	\$ —	\$ 42,084
Amortization of intangibles	\$ 14,863	\$ —	\$ —	\$ 14,863
Income (loss) from operations	\$ 94,006	\$ 6,052	\$ (46,531)	\$ 53,527
Other (expense), net			(2,202)	(2,202)
Income taxes			(14,065)	(14,065)
Net income				<u>\$ 37,260</u>
<b>Total assets as of December 31, 2013</b>	<u>\$1,097,788</u>	<u>\$1,409,185</u>	<u>\$(1,556,712)</u>	<u>\$ 950,261</u>

(1) Other items (including corporate and other costs, impairment costs, other income and expense, and income taxes) are shown for purposes of reconciling to the Company's consolidated totals as shown in the tables above for the years ended December 31, 2015, 2014 and 2013. Inter-segment revenues are not material to the Americas and EMEA segment results. The Company evaluates the performance of its geographic segments based on revenues and income (loss) from operations, and does not include segment assets or other income and expense items for management reporting purposes.

[Table of Contents](#)

Total revenues by segment from AT&T Corporation (“AT&T”), a major provider of communication services for which the Company provides various customer support services over several distinct lines of AT&T businesses, were as follows (in thousands):

	Years Ended December 31,					
	2015		2014		2013	
	Amount	% of Revenues	Amount	% of Revenues	Amount	% of Revenues
Americas	\$217,449	20.8%	\$212,607	19.9%	\$162,888	15.5%
EMEA	3,003	1.2%	3,519	1.4%	3,513	1.7%
	<u>\$220,452</u>	<u>17.1%</u>	<u>\$216,126</u>	<u>16.3%</u>	<u>\$166,401</u>	<u>13.2%</u>

The Company has multiple distinct contracts with AT&T spread across multiple lines of businesses, which expire at varying dates between 2016 and 2017. The Company has historically renewed most of these contracts. However, there is no assurance that these contracts will be renewed, or if renewed, will be on terms as favorable as the existing contracts. Each line of business is governed by separate business terms, conditions and metrics. Each line of business also has a separate decision maker such that a loss of one line of business would not necessarily impact the Company’s relationship with the client and decision makers on other lines of business. The loss of (or the failure to retain a significant amount of business with) any of the Company’s key clients, including AT&T, could have a material adverse effect on its performance. Many of the Company’s contracts contain penalty provisions for failure to meet minimum service levels and are cancelable by the client at any time or on short notice. Also, clients may unilaterally reduce their use of the Company’s services under the contracts without penalty.

Total revenues by segment from the Company’s next largest client, which was in the financial services vertical in each of the years, were as follows (in thousands):

	Years Ended December 31,					
	2015		2014		2013	
	Amount	% of Revenues	Amount	% of Revenues	Amount	% of Revenues
Americas	\$62,980	6.0%	\$70,255	6.6%	\$73,226	7.0%
EMEA	—	0.0%	—	0.0%	—	0.0%
	<u>\$62,980</u>	<u>4.9%</u>	<u>\$70,255</u>	<u>5.3%</u>	<u>\$73,226</u>	<u>5.8%</u>

Other than AT&T, total revenues by segment of the Company’s clients that each individually represents 10% or greater of that segment’s revenues in each of the periods were as follows (in thousands):

	Years Ended December 31,					
	2015		2014		2013	
	Amount	% of Revenues	Amount	% of Revenues	Amount	% of Revenues
Americas	\$ —	0.0%	\$ —	0.0%	\$ —	0.0%
EMEA	68,720	28.5%	79,811	31.1%	55,123	25.9%
	<u>\$68,720</u>	<u>5.3%</u>	<u>\$79,811</u>	<u>6.0%</u>	<u>\$55,123</u>	<u>4.4%</u>

The Company’s top ten clients accounted for approximately 48.5%, 46.8% and 45.9% of its consolidated revenues during the years ended December 31, 2015, 2014 and 2013, respectively.

[Table of Contents](#)

Information about the Company's revenues by geographic location was as follows (in thousands):

	Years Ended December 31,		
	2015	2014	2013
<b>Revenues: <sup>(1)</sup></b>			
United States	\$ 422,584	\$ 425,746	\$ 388,775
The Philippines	216,170	205,332	213,132
Canada	133,549	195,739	210,463
Costa Rica	114,483	97,295	101,888
El Salvador	63,462	52,609	46,301
China	36,270	32,167	25,478
Australia	23,960	33,126	36,725
Mexico	18,338	20,439	23,701
Colombia	7,381	3,073	—
Brazil	5,442	3,005	3,288
India	3,776	2,293	1,062
Total Americas	<u>1,045,415</u>	<u>1,070,824</u>	<u>1,050,813</u>
Germany	82,120	88,887	77,950
Sweden	56,600	68,057	49,953
United Kingdom	50,209	42,328	33,750
Romania	15,474	18,288	14,856
Hungary	9,164	8,723	8,525
Norway	8,382	10,265	6,768
Finland	4,643	4,295	4,936
Denmark	3,898	4,578	4,739
Netherlands	3,783	3,126	3,073
Egypt	3,552	4,633	4,810
Slovakia	3,001	3,519	3,287
Total EMEA	<u>240,826</u>	<u>256,699</u>	<u>212,647</u>
Total Other	<u>99</u>	<u>—</u>	<u>—</u>
	<u>\$1,286,340</u>	<u>\$1,327,523</u>	<u>\$1,263,460</u>

<sup>(1)</sup> Revenues are attributed to countries based on location of customer, except for revenues for Costa Rica, The Philippines, China and India which are primarily comprised of customers located in the U.S., but serviced by centers in those respective geographic locations.

[Table of Contents](#)

Information about the Company's long-lived assets by geographic location was as follows (in thousands):

	December 31,	
	2015	2014
<b>Long-Lived Assets: <sup>(1)</sup></b>		
United States	\$ 93,941	\$108,030
The Philippines	10,844	14,656
Canada	10,278	16,257
Costa Rica	7,382	5,625
El Salvador	3,329	3,298
China	3,523	4,417
Australia	2,396	2,923
Mexico	1,307	1,575
Colombia	1,299	1,514
Brazil	1,047	844
India	301	223
Total Americas	<u>135,647</u>	<u>159,362</u>
Germany	1,973	2,310
Sweden	1,681	2,478
United Kingdom	3,652	3,871
Romania	678	682
Hungary	536	442
Norway	278	490
Finland	226	92
Denmark	81	95
Netherlands	7,243	9
Egypt	105	172
Slovakia	—	497
Total EMEA	<u>16,453</u>	<u>11,138</u>
Total Other	<u>10,758</u>	<u>—</u>
	<u>\$162,858</u>	<u>\$170,500</u>

<sup>(1)</sup> Long-lived assets include property and equipment, net, and intangibles, net.

Goodwill by segment was as follows (in thousands):

	December 31,	
	2015	2014
Americas	\$186,049	\$193,831
EMEA	9,684	—
	<u>\$195,733</u>	<u>\$193,831</u>

Revenues for the Company's products and services were as follows (in thousands):

	Years Ended December 31,		
	2015	2014	2013
Outsourced customer contract management services	\$1,261,465	\$1,303,607	\$1,240,328
Fulfillment services	21,434	18,392	16,953
Enterprise support services	3,441	5,524	6,179
	<u>\$1,286,340</u>	<u>\$1,327,523</u>	<u>\$1,263,460</u>



**Note 26. Other Income (Expense)**

Other income (expense) consists of the following (in thousands):

	<u>Years Ended December 31,</u>		
	<u>2015</u>	<u>2014</u>	<u>2013</u>
Foreign currency transaction gains (losses)	<u>\$ (2,924)</u>	<u>\$ (1,740)</u>	<u>\$ (5,962)</u>
Gains (losses) on foreign currency derivative instruments not designated as hedges	<u>1,374</u>	<u>(44)</u>	<u>4,216</u>
Gains (losses) on liquidation of foreign subsidiaries	<u>(647)</u>	<u>—</u>	<u>—</u>
Other miscellaneous income (expense)	<u>(287)</u>	<u>441</u>	<u>985</u>
	<u>\$ (2,484)</u>	<u>\$ (1,343)</u>	<u>\$ (761)</u>

**Note 27. Related Party Transactions**

In January 2008, the Company entered into a lease for a customer contact management center located in Kingstree, South Carolina. The landlord, Kingstree Office One, LLC, is an entity controlled by John H. Sykes, the founder, former Chairman and Chief Executive Officer of the Company and the father of Charles Sykes, President and Chief Executive Officer of the Company. The lease payments on the 20-year lease were negotiated at or below market rates, and the lease is cancellable at the option of the Company. There are significant penalties for early cancellation which decrease over time. The Company paid \$0.4 million to the landlord during each of the years ended December 31, 2015, 2014 and 2013 under the terms of the lease.

[Table of Contents](#)**Schedule II — Valuation and Qualifying Accounts**

Years ended December 31, 2015, 2014 and 2013:

<u>(in thousands)</u>	<u>Balance at Beginning of Period</u>	<u>Charged (Credited) to Costs and Expenses</u>	<u>Additions (Deductions) <sup>(1)</sup></u>	<u>Balance at End of Period</u>
<b>Allowance for doubtful accounts:</b>				
<b>Year ended December 31, 2015</b>	<b>\$ 4,661</b>	<b>278</b>	<b>\$ (1,365)</b>	<b>\$ 3,574</b>
Year ended December 31, 2014	4,987	(181)	(145)	4,661
Year ended December 31, 2013	5,081	483	(577)	4,987
<b>Valuation allowance for net deferred tax assets:</b>				
<b>Year ended December 31, 2015</b>	<b>\$ 34,146</b>	<b>\$ (4,081)</b>	<b>\$ —</b>	<b>\$ 30,065</b>
Year ended December 31, 2014	42,664	(8,518)	—	34,146
Year ended December 31, 2013	43,298	(634)	—	42,664
<b>Reserves for value added tax receivables:</b>				
<b>Year ended December 31, 2015</b>	<b>\$ 275</b>	<b>\$ —</b>	<b>\$ 8</b>	<b>\$ 283</b>
Year ended December 31, 2014	2,530	(638)	(1,617)	275
Year ended December 31, 2013	3,076	143	(689)	2,530

<sup>(1)</sup> Net write-offs and recoveries, including the effect of foreign currency translation.

**SYKES ENTERPRISES, INCORPORATED**  
**2011 EQUITY INCENTIVE PLAN**

**Section 1. PURPOSE AND DEFINITIONS**

(a) *Purpose*. This Plan, known as the “Sykes Enterprises, Incorporated 2011 Equity Incentive Plan”, is intended to provide incentives to certain employees of and certain non-employees who provide services to Sykes Enterprises, Incorporated and its subsidiaries, in order to encourage them to remain in the employ of or to faithfully provide services to the Company and its subsidiaries and to increase their interest in the Company’s success. It is intended that this purpose be effected through awards or grants of stock options, stock appreciation rights, and various other rights with respect to shares of the Company’s common stock, as provided herein, to such eligible persons.

(b) *Definitions*. The following terms shall have the following respective meanings unless the context requires otherwise:

(1) The term “Administrator” shall mean the Compensation and Human Resource Development Committee of the Board or such other committee, individual or individuals appointed or delegated authority pursuant to Section 2 to administer the Plan.

(2) The term “Affiliate” or “Affiliates” shall have the meaning set forth in Rule 12b-2 promulgated under Section 12 of the Exchange Act.

(3) The term “Beneficial Owner” shall mean beneficial owner as defined in Rule 13d-3 under the Exchange Act.

(4) The term “Board” shall mean the Board of Directors of Sykes Enterprises, Incorporated.

(5) The term “Change in Control” shall mean (i) the reorganization, merger, share exchange or consolidation of the Company with one or more other corporations or other entities as a result of which the holders of the Stock as a group would receive less than fifty percent (50%) of the voting power of the capital stock or other interests of the surviving or resulting corporation or entity; (ii) the consummation of a plan of liquidation or the dissolution of the Company; (iii) the sale or transfer (other than as a security for obligations of the Company or any Subsidiary) of substantially all of the assets of the Company, other than a sale or transfer to an entity at least seventy-five percent (75%) of the combined voting power of the voting securities of which are owned by persons in substantially the same proportions as their ownership of the Company immediately prior to such sale; or (iv) the acquisition of more than fifty percent (50%) of the outstanding Stock by any person within the meaning of Rule 13(d)(3) under the Exchange Act, if such acquisition is not preceded by a prior expression of approval by the Board, provided that the term “person” shall not include (A) the Company or any of its Subsidiaries, (B) a trustee or other fiduciary holding securities under an employee benefit plan of the Company or a Subsidiary, (C) an underwriter temporarily holding securities pursuant to an offering of such securities, or (D) a corporation owned directly or indirectly by the shareholders of the Company in substantially the same proportions as their ownership of stock in the Company.

(6) The term “Code” shall mean the Internal Revenue Code of 1986, or any successor thereto, as the same may be amended and in effect from time to time.

(7) The term “Company” shall mean Sykes Enterprises, Incorporated.

(8) The term “Compensation Committee” shall mean the Compensation and Human Resource Development Committee of the Board of Directors, or its successor committee.

(9) The term “Employee” shall mean a person who is employed by the Company or any Subsidiary, including an officer or director of the Company or any Subsidiary who is also an employee of the Company or any Subsidiary.

(10) The term “Exchange Act” shall mean the Securities Exchange Act of 1934, or any successor thereto, as the same may be amended and in effect from time to time.

(11) The term “Fair Market Value” shall mean, with respect to a share of Stock as of any given date, (a) if the Stock is readily tradable on an established securities market within the meaning of section 409A of the Code, the closing price of a share of Stock as reported by the securities market on the day preceding such date, or, if such date is not a trading day, the closing price of a share of Stock as reported by the securities market on the last trading day preceding such date on which a sale was reported (if there is more than one established securities market on which the Stock is traded, the Administrator shall determine the appropriate market for purposes of determining Fair Market Value), or (b) if the Stock is not readily tradable on an established securities market within the meaning of section 409A of the Code, the Administrator shall determine the Fair Market Value of a share of Stock in a manner consistent with the requirements of section 409A of the Code and all other applicable rules and regulations.

(12) The term “Incentive Stock Option” means an option granted under this Plan and which is an incentive stock option within the meaning of section 422 of the Code, or the corresponding provision of any subsequently enacted tax statute.

(13) The term “Option” or “Options” shall mean the option to purchase Stock in accordance with Section 4 on such terms and conditions as may be prescribed by the Administrator, whether or not such option is an Incentive Stock Option.

(14) The term “Other Stock-Based Awards” shall mean awards of Stock or other rights made in accordance with Section 5 on such terms and conditions as may be prescribed by the Administrator.

(15) The term “Participant” shall mean an Employee or non-employee who has been designated for participation in the Plan.

(16) “Performance Goals” shall mean the achievement of performance objectives established by the Compensation Committee pursuant to this Plan for Employees who have received grants with performance-vesting. One or more of the following business criteria for the Company, on a consolidated basis, and/or specified subsidiaries or business units of the Company (except with respect to the total stockholder return and earnings per share criteria), shall be used exclusively by the Compensation Committee in establishing performance objectives: (1) earnings (net of or including dividends); (2) EBIT or EBITDA; (3) gross or net revenue or changes in annual revenues; (4) cash flow(s) (including operating or net cash flow(s)); (5) financial return ratios; (6) total shareholder return, shareholder return based on growth measures or the attainment by the shares of a specified value for a specified period of time, share price or share price appreciation; (7) earnings growth or EPS growth; (8) return measures, including return or net return on assets, net assets, equity, capital or gross sales; (9) adjusted pre-tax margin; (10) pre-tax profits; (11) operating margins, operating profits; and/or operating expenses; (12) dividends; (13) net income or net operating income or adjusted income from operations; (14) growth in operating earnings or growth in EPS; (15) value of assets; (16) market share or market penetration with respect to specific designated products or product groups and/or specific geographic areas; (17) aggregate product price and other product measures; (18) expense or cost levels; (19) reduction of losses, loss ratios or expense ratios; (20) reduction in fixed costs; (21) operating cost management; (22) cost of capital; (23) debt reduction; (24) productivity improvements; (25) average inventory turnover; (26) satisfaction of specified business expansion goals or goals relating to acquisitions or divestitures; (27) advertising efficiency; (28) customer satisfaction based on specified objective goals or a Company-sponsored customer survey; (29) employee diversity goals or employee turnover; (30) specified objective social goals; (31) safety record; (32) management of employment practices and employee benefits; (33) supervision of litigation and information technology; and (34) goals relating to acquisitions or divestitures of subsidiaries or joint ventures. One or more of the foregoing business criteria described in subparagraphs (1) through (34) shall be exclusively used in establishing performance objectives for grants to executive officers that are intended to qualify as “performance-based compensation” under Code Section 162(m).

(17) The term “Person” shall have the meaning given in Section 3(a)(9) of the Exchange Act, as modified and used in Sections 13(d) and 14(d) thereof, except that such term shall not include (A) the Company or any of its subsidiaries, (B) a trustee or other fiduciary holding securities under an employee benefit plan of the Company or any of its Affiliates, (C) an underwriter temporarily holding securities pursuant to an offering of such securities, or (D) a corporation owned, directly or indirectly, by the stockholders of the Company in substantially the same proportions as their ownership of stock of the Company.

(18) The term “Plan” shall mean the Sykes Enterprises, Incorporated 2011 Equity Incentive Plan, as the same may be amended and in effect from time to time.

(19) The term “Plan Awards” or “Awards” shall mean awards or grants of stock Options and various other rights with respect to shares of Stock.

(20) The term “Stock Appreciation Right” shall mean the right to receive, without payment to the Company, an amount of cash or Stock as determined in accordance with Section 4, based on the amount by which the Fair Market Value of a share of Stock on the relevant valuation date exceeds the grant price.

(21) The term “Stock” shall mean shares of the Company’s common stock, par value \$.01 per share.

(22) The term “Subsidiary” shall mean any “subsidiary corporation” within the meaning of Section 424(f) of the Code.

(23) The term “Ten Percent Stockholder” shall mean an individual who owns stock possessing more than ten percent (10%) of the combined voting power of all classes of stock of the Company or of its parent or subsidiary corporations within the meaning of Code section 422.

## **Section 2. ADMINISTRATION**

The Plan shall be administered by the Compensation and Human Resource Development Committee of the Board, or by any other committee appointed by the Board that shall consist of not fewer than two members of the Board, each of whom shall qualify (at the time of appointment to the committee and during all periods of service on the committee) in all respects as a “non-employee director” as defined in Rule 16b-3 under the Exchange Act and as an outside director as defined in Section 162(m) of the Code and Treasury Regulation Section 1.162-27(e)(3) or any other regulations under Code Section 162(m). The Administrator shall administer the Plan and perform such other functions as are assigned to it under the Plan. The Administrator is authorized, subject to the provisions of the Plan, from time to time, to establish such rules and regulations as it may deem appropriate for the proper administration of the Plan, and to make such determinations under, and such interpretations of, and to take such steps in connection with, the Plan and the Plan Awards as it may deem necessary or advisable, in each case in its sole discretion. The Administrator’s decisions and determinations under the Plan need not be uniform and may be made selectively among Participants, whether or not they are similarly situated. Any authority granted to the Administrator may also be exercised by the Board. To the extent that any permitted action taken by the Board conflicts with any action taken by the Administrator, the Board action shall control. To the extent permitted by applicable law, the Administrator may delegate any or all of its powers or duties under the Plan, including, but not limited to, its authority to make awards under the Plan to grant waivers pursuant to Section 7, to such person or persons as it shall appoint, pursuant to such conditions or limitations as the Administrator may establish; *provided, however*, that the Administrator shall not delegate its authority to amend or modify the Plan pursuant to the provisions of Section 13(b). To the extent of any such delegation, the term “Administrator” when used herein shall mean and include any such delegate.

## **Section 3. STOCK AVAILABLE FOR PLAN AWARDS**

(a) Stock Subject to Plan. The Stock to be subject to or related to Plan Awards may be either authorized and unissued shares or shares held in the treasury of the Company. The maximum number of shares of Stock with respect to which Plan Awards may be granted under the Plan, subject to adjustment in accordance with the provisions of Section 10, shall be 4,000,000.

(b) Computation of Stock Available for Plan Awards. For the purpose of computing the total number of shares of Stock remaining available for Plan Awards under this Plan at any time while the Plan is in effect, the total number of shares determined to be available pursuant to subsections (a) and (c) of this Section 3 shall be determined by the Administrator pursuant to the following rules:

(1) While an Award is outstanding, it shall be counted against the authorized pool of shares reserved for issuance under the Plan, regardless of its vested status.

(2) The grant of an Option or Other Stock-Based Awards shall reduce the shares available for grant under the Plan by the number of shares subject to such Award.

(3) The grant of a Tandem SAR (as defined in Section 4) shall not further reduce the number of shares available for grant in excess of the number of shares subject to the related Option (i.e., there is no double counting of Options and their related Tandem SARs).

(4) The grant of an SAR independent of an Option shall reduce the number of shares available for grant by the number of SARs granted.

(5) The Committee shall in each case determine the appropriate number of shares to deduct from the authorized pool in connection with the grant of any Other Stock-Based Awards.

(6) To the extent that an Award is settled in cash rather than in shares, the shares reserved for such Award shall not be deducted from the authorized Share pool.

(7) To the extent shares are withheld from any Award by the Company to pay taxes applicable to any Award, such shares shall be deducted from the authorized Share pool.

(8) Shares tendered by a participant to pay the exercise price of any Option or to satisfy tax-withholding obligations relating to any Award shall not be added to the authorized share pool.

(c) Terminated, Expired or Forfeited Plan Awards. The shares involved in the unexercised or undistributed portion of any terminated, expired or forfeited Plan Award shall be made available for further Plan Awards.

(d) Limit on Individual Awards. Except as otherwise determined by the Administrator as permitted by the last sentence of this Subsection 3(d), no Participant shall, in any calendar year, be granted any Options, SARs, or Other Stock-Based Awards pursuant to which such Participant may acquire more than 200,000 shares of Stock or SARs in the aggregate, subject to adjustment as provided in Section 10 of this Plan. The Administrator may, in its discretion, grant Options, SARs or Other Stock-Based Awards pursuant to which a Participant may acquire more than 200,000 shares of Stock or SARs, but, in such event, the shares of Stock or SARs acquired in excess of 200,000 shall not meet the exception for "performance-based compensation" under section 162(m)(4)(C) of the Code.

#### **Section 4. OPTIONS AND STOCK APPRECIATION RIGHTS**

(a) Grant of Options.

(1) The Administrator, at any time and from time to time while the Plan is in effect, may grant Options to such Employees and non-employees as the Administrator may select, subject to the provisions of this Section 4 and Section 3. Subject to any limitations set forth in the Plan, the Administrator shall have complete discretion in determining: (a) the eligible individuals to be granted an Option; (b) the number of shares of Stock to be subject to the Option; (c) whether the Option is to be an Incentive Stock Option or a nonqualified stock option; *provided* that, Incentive Stock Options may be granted only to Employees of the Company or a Subsidiary; and (d) any other terms and conditions of the Option as determined by the Administrator in its sole discretion.

(2) Unless otherwise determined by the Administrator, Incentive Stock Options: (a) will be exercisable at a purchase price per share of not less than One Hundred percent (100%) (or, in the case of a Ten Percent Stockholder, one hundred and ten percent (110%)) of the Fair Market Value of the Stock on the date of grant; (b) will be exercisable over not more than ten (10) years (or, in the case of a Ten Percent Stockholder, five (5) years) after the date of grant; (c) will terminate not later than three (3) months after the Participant's termination of employment for any reason other than disability or death; (d) will terminate not later than twelve (12) months after the Participant's termination of employment as a result of a disability (within the meaning of Code section 424); and (e) will comply in all other respects with the provisions of Code section 422.

(3) Nonqualified stock options will be exercisable at purchase price per share of not less than one hundred percent (100%) of the Fair Market Value of the Stock on the date of grant. The number of shares of Stock covered by the nonqualified stock option shall be fixed by the Administrator on the date of grant. Nonqualified stock options will be exercisable during such periods or on such date as determined by the Administrator and shall terminate at such time as the Administrator shall determine. Nonqualified stock options shall be subject to such other terms and conditions as are determined by the Administrator.

(4) Each award agreement evidencing an Incentive Stock Option shall provide that, to the extent that the aggregate Fair Market Value of Stock (as determined on the date of the option grant) that may be purchased by a Participant for the first time during any calendar year pursuant Incentive Stock Options granted under the Plan or any other plan of the Company or its Subsidiaries exceeds \$100,000, then such option as to the excess shall be treated as a nonqualified stock option. This limitation shall be applied by taking stock options into account in the order in which they were granted.

(b) Grant of Stock Appreciation Rights.

(1) The Administrator, at any time and from time to time while the Plan is in effect, may grant Stock Appreciation Rights to such Employees and non-employees as it may select, subject to the provisions of this Section 4 and Section 3. Each Stock Appreciation Right may relate to all or a portion of a specific Option granted under the Plan and may be granted concurrently with the Option to which it relates or at any time prior to the exercise, termination or expiration of such Option (a "Tandem SAR"), or may be granted independently of any Option, as determined by the Administrator. If the Stock Appreciation Right is granted independently of an Option, the grant price of such right shall be the Fair Market Value of Stock on the date of grant of such Stock Appreciation Right; *provided, however*, that the Administrator may, in its discretion, fix a grant price in excess of the Fair Market Value of Stock on such grant date. The grant price of a Tandem SAR shall be equal to the exercise price of the related Option. The number of shares of Stock covered by the Stock Appreciation Right shall be fixed by the Administrator on or before the date of grant.

(2) Upon exercise of a Stock Appreciation Right, the Participant shall be entitled to receive, without payment to the Company, either (A) that number of shares of Stock determined by dividing (i) the total number of shares of Stock subject to the Stock Appreciation Right being exercised by the Participant, multiplied by the amount by which the Fair Market Value of a share of Stock on the day the right is exercised exceeds the grant price (such amount being hereinafter referred to as the "Spread"), by (ii) the Fair Market Value of a share of Stock on the exercise date; or (B) cash in an amount determined by multiplying (i) the total number of shares of Stock subject to the Stock Appreciation Right being exercised by the Participant, by (ii) the amount of the Spread; or (C) a combination of shares of Stock and cash, in amounts determined as set forth in clauses (A) and (B) above, as determined by the Administrator in its sole discretion; *provided, however*, that, in the case of a Tandem SAR, the total number of shares which may be received upon exercise of a Stock Appreciation Right for Stock shall not exceed the total number of shares subject to the related Option or portion thereof, and the total amount of cash which may be received upon exercise of a Stock Appreciation Right for cash shall not exceed the Fair Market Value on the date of exercise of the total number of shares subject to the related Option or portion thereof.

(c) Terms and Conditions.

(1) Each Option and Stock Appreciation Right granted under the Plan shall be exercisable on such date or dates, during such period, for such number of shares and subject to such further conditions, including but not limited to the attainment of Performance Goals, as shall be determined by the Administrator in its sole discretion and set forth in the provisions of the award agreement with respect to such Option and Stock Appreciation Right; *provided, however*, that a Tandem SAR shall not be exercisable prior to or later than the time the related Option could be exercised; and *provided, further*, that in any event no Option or Stock Appreciation Right shall be exercised beyond ten (10) years from the date of grant.

(2) The Administrator may impose such conditions as it may deem appropriate upon the exercise of an Option or a Stock Appreciation Right, including, without limitation, a condition that the Option or Stock Appreciation Right may be exercised only in accordance with rules and regulations adopted by the Administrator from time to time and consistent with the Plan.

(3) With respect to Options issued with Tandem SARs, the right of a Participant to exercise the Tandem SAR shall be cancelled if and to the extent the related Option is exercised, and the right of a Participant to exercise an Option shall be cancelled if and to the extent that shares covered by such Option are used to calculate shares or cash received upon exercise of the Tandem SAR.

(4) If any fractional share of Stock would otherwise be issued to a Participant upon the exercise of an Option or Stock Appreciation Right, the Participant shall be paid a cash amount equal to the same fraction of the Fair Market Value of the Stock on the date of exercise.

(d) Award Agreement. Each Option and Stock Appreciation Right shall be evidenced by an award agreement in such form and containing such provisions not inconsistent with the provisions of the Plan as the Administrator from time to time shall approve.

(e) Payment for Option Shares.

(1) Payment for shares of Stock purchased upon exercise of an Option granted hereunder shall be made in such manner as is provided in the applicable award agreement.

(2) Any payment for shares of Stock purchased upon exercise of an Option granted hereunder shall be made in cash. Notwithstanding the foregoing, if permitted by the Award Agreement or otherwise permitted by the Administrator, the payment may be made by delivery of shares of Stock beneficially owned by the Participant, or attestation by the Participant to the ownership of a sufficient number of shares of Stock, or by a combination of cash and Stock, at the election of the Participant; *provided, however*, that any shares of Stock so delivered or attested shall have been beneficially owned by the Participant for a period of not less than six (6) months prior to the date of exercise. Any such shares of Stock so delivered or attested shall be valued at their Fair Market Value on the date of such exercise. The Administrator shall determine whether and if so the extent to which actual delivery of share certificates to the Company shall be required. The Administrator also may authorize payment in accordance with a cashless exercise program under which, if so instructed by the Participant, Stock may be issued directly to the Participant's broker upon receipt of the Option purchase price in cash directly to the broker.

(3) To the extent that the payment of the exercise price for the Stock purchased pursuant to the exercise of an Option is made with shares of Stock as provided in this Section 4(e)(2), then, at the discretion of the Administrator, the Participant may be granted a replacement Option under the Plan to purchase a number of shares of Stock equal to the number of shares tendered or attested to as permitted in Section 4(e)(2) hereof, with an exercise price per share equal to the Fair Market Value of a share of Stock on the date of grant of such replacement Option and with a term extending to the expiration date of the original Option.

#### **Section 5. STOCK AND OTHER STOCK-BASED AND COMBINATION AWARDS**

(a) Grants of Other Stock-Based Awards. The Administrator, at any time and from time to time while the Plan is in effect, may grant Other Stock-Based Awards to such Employees or non-employees as it may select. Such Plan Awards pursuant to which Stock is or may in the future be acquired, or Plan Awards valued or determined in whole or part by reference to or otherwise based on Stock, may include, but are not limited to, awards of restricted Stock or Plan Awards denominated in the form of "stock units", grants of so-called "phantom stock" and options containing terms or provisions differing in whole or in part from Options granted pursuant to Section 4. Other Stock-Based Awards may be granted either alone, in addition to, in tandem with or as an alternative to any other kind of Plan Award, grant or benefit granted under the Plan or under any other employee plan of the Company or Subsidiary, including a plan of any acquired entity. Each Other Stock-Based Award shall be evidenced by an award agreement in such form as the Administrator may determine.



(b) *Terms and Conditions*. Subject to the provisions of the Plan, and subject to compliance with the applicable requirements of section 409A of the Code, the Administrator shall have the authority to determine the time or times at which Other Stock-Based Awards shall be made, the number of shares of Stock or stock units and the like to be granted or covered pursuant to such Plan Awards (subject to the provisions of Section 3) and all other terms and conditions of such Plan Awards, including, but not limited to, whether such Plan Awards shall be subject to the attainment of Performance Goals, and whether such Plan Awards shall be payable or paid in cash, Stock or otherwise. The Administrator may, in its discretion, condition the vesting of any Other Stock-Based Award granted under the Plan on satisfaction of (i) any minimum period of continued employment with the Company by the Employee the Administrator determines to be appropriate (“service vesting”), (ii) satisfaction of any of one or more Performance Goals the Administrator determines to be appropriate (“performance vesting”), or (iii) any combination of service vesting and performance vesting requirements the Administrator determines appropriate.

(c) *Consideration for Other Stock-Based Awards*. In the discretion of the Administrator, any Other Stock-Based Award may be granted as a Stock bonus for no consideration other than services rendered.

(d) *Performance Based Awards*. The Administrator may, in its discretion, designate any Other Stock-Based Award to be granted to a Participant as a Performance-Based Award intended to qualify as “performance-based” compensation for purposes of Section 162(m) of the Code. Any such Other Stock-Based Award granted to a Participant under this Plan designated as a Performance-Based Award shall become vested or issuable to the Participant only upon the achievement of such Performance Goals as the Compensation Committee of the Board of Directors may specify in accordance with the following provisions:

(1) Each such Performance-Based Award shall specify the number of shares to which it pertains.

(2) The performance period with respect to each such Performance-Based Award shall be determined by the Compensation Committee on the date of grant.

(3) For each Participant’s award, the Compensation Committee shall specify the Performance Goals that are to be achieved. These Performance Goals shall be selected by the Compensation Committee within the first ninety (90) days of the performance period.

(4) Each Participant’s Performance-Based Award shall specify that the amount payable with respect thereto may not exceed a maximum specified by the Compensation Committee on the date of grant, or that the number of shares of Stock issued with respect thereto may not exceed the maximum specified by the Compensation Committee on the date of grant.

(5) Each award shall specify the time and manner of payment of Performance-Based Awards that have been earned. No payment shall be made with respect to a Participant’s Performance-Based Award until (i) the end of the Performance Period and (ii) the Compensation Committee has certified in writing that the Performance Goals with respect to such Performance-Based Award have been met.

(6) Any Performance-Based Award may specify that any such amount may be paid by the Corporation in the form of shares of Stock, or, in the Compensation Committee’s discretion, in cash, or any combination thereof, and may either grant to the Participant or reserve to the Compensation Committee the right to elect among those alternatives; provided, however, that no form of consideration or manner of payment that would cause Rule 16b-3 to cease to apply to this Plan shall be permitted.

(7) Any such shares or cash shall be delivered to the Participant no later than two and one-half (21/2) months after the date on which the Compensation Committee has confirmed that the Performance Goals for the Performance-Based Award were satisfied during the performance period.

#### **Section 6. AWARDS TO PARTICIPANTS OUTSIDE OF THE UNITED STATES**

In order to facilitate the granting of Plan Awards to Participants who are foreign nationals or who reside or work outside of the United States of America, the Administrator may provide for such special terms and conditions,

including without limitation substitutes for Plan Awards, as the Administrator may consider necessary or appropriate to accommodate differences in local law, tax policy or custom. Such substitutes for Plan Awards may include a requirement that the Participant receive cash, in such amount as the Administrator may determine in its sole discretion, in lieu of any Plan Award or share of Stock that would otherwise have been granted to or delivered to such Participant under the Plan. The Administrator may approve any supplements to, or amendments, restatements or alternative versions of the Plan as it may consider necessary or appropriate for purposes of this Section 6 without thereby affecting the terms of the Plan as in effect for any other purpose, and the Secretary or other appropriate officer of the Company may certify any such documents as having been approved and adopted pursuant to properly delegated authority; *provided, however*, that no such supplements, amendments, restatements or alternative versions shall include any provision that is inconsistent with the terms of the Plan as then in effect. Participants subject to the laws of a foreign jurisdiction may request copies of, or the right to view, any materials that are required to be provided by the Company pursuant to the laws of such jurisdiction.

#### **Section 7. PAYMENT OF PLAN AWARDS AND CONDITIONS THEREON**

(a) Issuance of Shares. Certificates for shares of Stock issuable pursuant to a Plan Award shall be issued to and registered in the name of the Participant who received such Award. The Administrator may require that such certificates bear such restrictive legend as the Administrator may specify and be held by the Company in escrow or otherwise pursuant to any form of agreement or instrument that the Administrator may specify. If the Administrator has determined that deferred dividend equivalents shall be payable to a Participant with respect to any Plan Award pursuant to Section 5(d), then concurrently with the issuance of such certificates, the Company shall deliver to such Participant a cash payment or additional shares of Stock in settlement of such dividend equivalents.

(b) Substitution of Shares. Notwithstanding the provisions of this subsection (b) or any other provision of the Plan, but subject to compliance with the applicable requirements of section 409A of the Code, the Administrator may specify that a Participant's Plan Award shall not be represented by certificates for shares of Stock but shall be represented by rights approximately equivalent (as determined by the Administrator) to the rights that such Participant would have received if certificates for shares of Stock had been issued in the name of such Participant in accordance with subsection (a) (such rights being called "Stock Equivalents"). Subject to the provisions of Section 10 and the other terms and provisions of the Plan, if the Administrator shall so determine, each Participant who holds Stock Equivalents shall be entitled to receive the same amount of cash that such Participant would have received as dividends if certificates for shares of Stock had been issued in the name of such Participant pursuant to subsection (a) covering the number of shares equal to the number of shares to which such Stock Equivalents relate.

(c) Effect of Competitive Activity. Anything contained in the Plan to the contrary notwithstanding, if the employment of any Participant shall terminate, for any reason other than death, while any Plan Award granted to such Participant is outstanding hereunder, and such Participant has not yet received the Stock covered by such Plan Award or otherwise received the full benefit of such Plan Award, such Participant, if otherwise entitled thereto, shall receive such Stock or benefit only if, during the entire period from the date of such Participant's termination to the date of such receipt, such Participant shall have (1) made himself or herself available, upon request, at reasonable times and upon a reasonable basis, to consult with, supply information to and otherwise cooperate with the Company or any Subsidiary with respect to any matter that shall have been handled by him or her or under his or her supervision while he or she was in the employ of the Company or of any Subsidiary, and (2) refrained from engaging in any activity that is directly or indirectly in competition with any activity of the Company or any Subsidiary. In the event of a Participant's failure to comply with any condition set forth in this subsection (c), such Participant's rights under any Plan Award shall be forfeited and cancelled forthwith; *provided, however*, that the failure to comply with such condition may at any time (whether before, at the time of or subsequent to termination of employment) be waived by the Administrator upon its determination that in its sole judgment there shall not have been and will not be any such substantial adverse effect.

(d) Effect of Adverse Conduct. Anything contained in the Plan to the contrary notwithstanding, all rights of a Participant under any Plan Award shall cease on and as of the date on which it has been determined by the Administrator that such Participant at any time (whether before or subsequent to termination of such Participant's employment) acted in a manner Adverse to the best interests of the Company, any Subsidiary or Affiliate thereof.

(e) Tax and Other Withholding. Prior to any distribution of cash, Stock or any other benefit available under a Plan Award (including payments under Section 5(d) and Section 7(b)) to any Participant, appropriate arrangements (consistent with the Plan and any rules adopted hereunder) shall be made for the payment of any taxes and other amounts required to be withheld by federal, state or local law. The Company shall have the right to withhold from any Plan Award granted, any payment due under a Plan Award, or any other payment otherwise due by the Company to the Participant, the amount of all federal, state or local taxes due in respect of a Plan Award or any payment under a Plan Award, and to take any other action the Administrator deems necessary or appropriate to satisfy any tax obligation incident to a Plan Award.

(f) Substitution. The Administrator, in its sole discretion, but subject to compliance with the applicable requirements of section 409A of the Code, may substitute a Plan Award for another Plan Award or Plan Awards of the same or different type.

#### **Section 8. NON-TRANSFERABILITY OF PLAN AWARDS**

(a) Restrictions on Transfer of Awards. Plan Awards shall not be assignable or transferable by the Participant other than by will or by the laws of descent and distribution except that the Participant may, with the consent of the Administrator, transfer without consideration Plan Awards that do not constitute Incentive Stock Options to the Participant's spouse, children or grandchildren (or to one or more trusts for the benefit of any such family members or to one or more partnerships in which any such family members are the only partners).

(b) Attachment and Levy. No Plan Award shall be subject, in whole or in part, to attachment, execution or levy of any kind, and any purported transfer in violation hereof shall be null and void. Without limiting the generality of the foregoing, no domestic relations order purporting to authorize a transfer of a Plan Award, or to grant to any person other than the Participant the authority to exercise or otherwise act with respect to a Plan Award, shall be recognized as valid.

#### **Section 9. DESIGNATION OF BENEFICIARIES**

Anything contained in the Plan to the contrary notwithstanding, a Participant may file with the Company a written designation of a beneficiary or beneficiaries under the Plan, subject to such limitations as to the classes and number of beneficiaries and contingent beneficiaries and such other limitations as the Administrator from time to time may prescribe. A Participant may from time to time revoke or change any such designation of beneficiary. Any designation of a beneficiary under the Plan shall be controlling over any other disposition, testamentary or otherwise; *provided, however*, that if the Administrator shall be in doubt as to the entitlement of any such beneficiary to receive any Option, Stock Appreciation Right or Other Stock-Based Award, or if applicable law requires the Company to do so, the Administrator may recognize only the legal representative of such Participant, in which case the Company and the Administrator shall not be under any further liability to anyone. In the event of the death of any Participant, the term "Participant" as used in the Plan shall thereafter be deemed to refer to the beneficiary designated pursuant to this Section 9 or, if no such designation is in effect, the executor or administrator of the estate of such Participant, unless the context otherwise requires.

#### **Section 10. MERGER, CONSOLIDATION, STOCK DIVIDENDS, ETC.**

(a) Adjustments. In the event of any merger, consolidation, reorganization, stock split, stock dividend or other event affecting Stock, an appropriate adjustment shall be made in the total number of shares available for Plan Awards and in all other provisions of the Plan that include a reference to a number of shares, and in the numbers of shares covered by, and other terms and provisions (including but not limited to the grant or exercise price of any Plan Award) of outstanding Plan Awards.

(b) Administrator Determinations. The foregoing adjustments and the manner of application of the foregoing provisions shall be determined by the Administrator in its sole discretion. Any adjustment, substitution or change pursuant to this Section 10 made with respect to a Stock Option intended to be an Incentive Stock Option shall be made only the extent consistent with such intent, unless the Administrator determines otherwise. The Administrator shall not make any adjustment, substitution or change pursuant to this Section 10 that would cause any award under

the Plan that is otherwise exempt from section 409A of the Code to become subject to section 409A of the Code, or that would cause an award under the Plan that is subject to section 409A of the Code to fail to satisfy any requirement under section 409A of the Code. Any such adjustment may provide for the elimination of any fractional share which might otherwise become subject to a Plan Award.

#### **Section 11. ACCELERATION OF PAYMENT OR MODIFICATION OF PLAN AWARDS**

(a) *Acceleration and Modification.* The Administrator, in the event of the death of a Participant or in any other circumstance, may accelerate distribution of any Plan Award in its entirety or in a reduced amount, in cash or in Stock, or modify any Plan Award, in each case on such basis and in such manner as the Administrator may determine in its sole discretion, but subject to compliance with the applicable requirements of section 409A of the Code, and for Performance-Based Awards, subject to the requirements of Section 5(e)(5) above that no payment shall be made with respect to a Performance-Based Award until (i) the end of the Performance Period and (ii) the Compensation Committee has certified in writing that the Performance Goals with respect to such Performance-Based Award have been met.

(b) *Change in Control.* Notwithstanding any other provision of the Plan, but subject to compliance with the applicable requirements of section 409A of the Code, unless the Administrator determines otherwise at the time of grant, upon the occurrence of a Change in Control, (1) any Plan Awards outstanding as of the date of such Change in Control, and that are not then vested, shall become fully vested, and (2) any restrictions or other conditions applicable to any outstanding Awards shall lapse, and such Plan Awards shall become free of all restrictions and conditions. Notwithstanding the foregoing, if a successor corporation or other entity as contemplated in clause (i) or (ii) of Section 1(b)(5) hereof agrees to assume the outstanding Plan Awards or to substitute substantially equivalent awards, then the outstanding Plan Awards issued hereunder shall not be immediately exercisable, but shall remain exercisable in accordance with the terms of the Plan and the applicable award agreements.

#### **Section 12. RIGHTS AS A STOCKHOLDER**

A Participant shall not have any rights as a stockholder with respect to any share covered by any Plan Award until such Participant shall have become the holder of record of such share.

#### **Section 13. TERM, AMENDMENT, MODIFICATION AND TERMINATION OF THE PLAN AND AGREEMENTS**

(a) *Term.* Unless terminated earlier pursuant to subsection (b), the Plan shall terminate on the tenth (10th) anniversary of the effective date of the Plan.

(b) *Amendment, Modification and Termination of Plan.* The Board may, at any time, amend or modify the Plan or any outstanding Plan Award, including without limitation, to authorize the Administrator to make Plan Awards payable in other securities or other forms of property of a kind to be determined by the Administrator, and such other amendments as may be necessary or desirable to implement such Plan Awards, and may terminate the Plan or any provision thereof. Notwithstanding the preceding sentence, the Board shall not have the authority, unless shareholder approval is obtained, to reprice any Plan Award currently outstanding, either directly, by lowering the purchase price for a previously granted Option or Stock Appreciation Right award, or indirectly, by canceling outstanding Options or Stock Appreciation Rights and subsequently replacing or regranting such Options or Stock Appreciation Rights with a lower purchase price.

(c) *Limitation.* Subject to the provisions of subsection (e), no amendment to or termination of the Plan or any provision hereof, and no amendment or cancellation of any outstanding Plan Award, by the Board, the Administrator or the stockholders of the Company, shall, without the written consent of the affected Participant, adversely affect any outstanding Plan Award.

(d) *Survival.* The Administrator's authority to act with respect to any outstanding Plan Award and the Board's authority to amend the Plan shall survive termination of the Plan.

(e) *Amendment for Changes in Law: Amendment to Avoid Section 409A Violations.* Notwithstanding the foregoing provisions, the Board and Administrator shall have the authority to amend outstanding Plan Awards and the Plan to take into account changes in law and tax and accounting rules as well as other developments, and to grant Plan Awards that qualify for beneficial treatment under such rules, without stockholder approval (unless otherwise required by law or the applicable rules of any securities exchange on which the Stock is then traded) and without Participant consent. Further, and without limiting the generality of the foregoing, the Board and the Administrator shall have the right to amend the Plan and any outstanding Plan Awards or adopt other policies and procedures applicable to the Plan and Plan Awards (including amendments, policies and procedures with retroactive effect) without Participant consent as may be necessary or appropriate to comply with the requirements of section 409A of the Code or an exemption thereto, even if the amendment reduces, restricts or eliminates rights granted under the Plan or the Plan Award prior to the amendment.

#### **Section 14. INDEMNIFICATION AND EXCULPATION**

(a) *Indemnification*. Each person who is or shall have been a member of the Board and the Administrator shall be indemnified and held harmless by the Company against and from any and all loss, cost, liability or expense that may be imposed upon or reasonably incurred by such person in connection with or resulting from any claim, action, suit or proceeding to which such person may be or become a party or in which such person may be or become involved by reason of any action taken or failure to act under the Plan and against and from any and all amounts paid by such person in settlement thereof (with the Company's written approval) or paid by such person in satisfaction of a judgment in any such action, suit or proceeding, except a judgment in favor of the Company based upon a finding of such person's lack of good faith; *subject, however*, to the condition that, upon the institution of any claim, action, suit or proceeding against such person, such person shall in writing give the Company an opportunity, at its own expense, to handle and defend the same before such person undertakes to handle and defend it on such person's behalf. The foregoing right of indemnification shall not be exclusive of any other right to which such person may be entitled as a matter of law or otherwise, or any power that the Company may have to indemnify or hold such person harmless.

(b) *Exculpation*. Each member of the Board and the Administrator, and each officer and employee of the Company, shall be fully justified in relying or acting in good faith upon any information furnished in connection with the administration of the Plan by any appropriate person or persons other than such person. In no event shall any person who is or shall have been a member of the Board, or the Administrator, or an officer or employee of the Company, be held liable for any determination made or other action taken or any omission to act in reliance upon any such information, or for any action (including the furnishing of information) taken or any failure to act, if in good faith.

#### **Section 15. EXPENSES OF PLAN**

The entire expense of offering and administering the Plan shall be borne by the Company and its participating Subsidiaries; *provided*, that the costs and expenses associated with the redemption or exercise of any Plan Award, including but not limited to commissions charged by any agent of the Company, may be charged to the Participants.

#### **Section 16. FINALITY OF DETERMINATIONS**

Each determination, interpretation, or other action made or taken pursuant to the provisions of the Plan by the Board or the Administrator shall be final and shall be binding and conclusive for all purposes and upon all persons, including, but without limitation thereto, the Company, its Subsidiaries, the stockholders, the Administrator, the directors, officers, and employees of the Company and its Subsidiaries, the Participants, and their respective successors in interest.

#### **Section 17. NO RIGHTS TO CONTINUED EMPLOYMENT OR TO PLAN AWARD**

(a) *No Right to Employment*. Nothing contained in this Plan, or in any booklet or document describing or referring to the Plan, shall be deemed to confer on any Participant the right to continue as an employee of the Company or any Subsidiary, whether for the duration of any performance period, restriction period, or vesting period under a Plan Award, or otherwise, or affect the right of the Company or Subsidiary to terminate the employment of any Participant for any reason.

(b) *No Right to Award*. No Employee or other person shall have any claim or right to be granted a Plan Award under the Plan. Receipt of an Award under the Plan shall not give a Participant or any other person any right to receive any other Plan Award under the Plan. A Participant shall have no rights in any Plan Award, except as set forth herein and in the applicable award agreement.

---

**Section 18. GOVERNING LAW AND CONSTRUCTION**

The Plan and all actions taken hereunder shall be governed by, and the Plan shall be construed in accordance with, the laws of the State of Florida without regard to principles of conflict of laws. Titles and headings to Sections are for purposes of reference only, and shall in no way limit, define or otherwise affect the meaning or interpretation of the Plan.

**Section 19. SECURITIES AND STOCK EXCHANGE REQUIREMENTS**

(a) Restrictions on Resale. Notwithstanding any other provision of the Plan, no person who acquires Stock pursuant to the Plan may, during any period of time that such person is an affiliate of the Company (within the meaning of the rules and regulations of the Securities Exchange Commission), sell or otherwise transfer such Stock, unless such offer and sale or transfer is made (1) pursuant to an effective registration statement under the Securities Act of 1933 (“1933 Act”), which is current and includes the Stock to be sold, or (2) pursuant to an appropriate exemption from the registration requirements of the 1933 Act, such as that set forth in Rule 144 promulgated pursuant thereto.

(b) Registration, Listing and Qualification of Shares of Common Stock. Notwithstanding any other provision of the Plan, if at any time the Administrator shall determine that the registration, listing or qualification of the Stock covered by a Plan Award upon any securities exchange or under any foreign, federal, state or local law or practice, or the consent or approval of any governmental regulatory body, is necessary or desirable as a condition of, or in connection with, the granting of such Plan Award or the purchase or receipt of Stock in connection therewith, no Stock may be purchased, delivered or received pursuant to such Plan Award unless and until such registration, listing, qualification, consent or approval shall have been effected or obtained free of any condition not acceptable to the Administrator. Any person receiving or purchasing Stock pursuant to a Plan Award shall make such representations and agreements and furnish such information as the Administrator may request to assure compliance with the foregoing or any other applicable legal requirements. The Company shall not be required to issue or deliver any certificate or certificates for Stock under the Plan prior to the Administrator’s determination that all related requirements have been fulfilled. The Company shall in no event be obligated to register any securities pursuant to the 1933 Act or applicable state or foreign law or to take any other action in order to cause the issuance and delivery of such certificates to comply with any such law, regulation, or requirement.

**Section 20. SECTION 409A OF THE CODE**

(a) Section 409A. It is the intention of the Company that the Options, Stock Appreciation Rights, and Other Stock-Based Awards (and any combination of the foregoing) issued under the Plan will be exempt from, or will comply with the requirements of, section 409A of the Code, and the Plan and the terms and conditions of all Plan Awards shall be interpreted, construed and administered consistent with such intent.

(b) No Indemnity. Although the Company intends to administer the Plan and the Plan Awards in compliance with section 409A of the Code or an exemption thereto, the Company does not warrant that the terms of any Plan Award or the Company’s administration thereof will be exempt from, or will comply with the requirements of, section 409A of the Code. The Company shall not be liable to any Participant or any other person for any tax, interest, or penalties that the person may incur as a result of a Plan Award or the Company’s administration thereof not satisfying any of the requirements of Section 409A of the Code.

**SYKES ENTERPRISES, INCORPORATED**  
**LIST OF SUBSIDIARIES**

As of February 29, 2016, the Registrant directly or indirectly owned the following subsidiaries. Certain subsidiaries, which in the aggregate do not constitute significant subsidiaries, may be omitted.

<b>Subsidiary</b>	<b>State or Jurisdiction of Organization</b>
Sykes Australia Pty. Ltd.	Australia
Sykes Financial Services Pty. Ltd.	Australia
Qelp Do Brasil Software E Contuedo Digital LTDA	Brazil
Sykes do Brasil Servicos de Teleatendlmento Para Clientes	Brazil
Sykes Assistance Services Corporation	Canada
ICT Canada Marketing, Inc.	Canada
Alpine Access Canada, Inc	Canada
Sykes Colombia S.A.S.	Colombia
Sykes Latin America, S.A.	Costa Rica
Alpine Access, Inc.	Delaware
ICT Enterprises, Inc.	Delaware
ICT Accounts Receivable Management, Inc.	Delaware
Sykes Enterprises Denmark ApS	Denmark
Sykes Egypt LLC	Egypt
Sykes El Salvador, Ltda	El Salvador
Sykes Finland Oy	Finland
Sykes Realty, Inc.	Florida
Sykes Telehealth Services, Inc.	Florida
SEI Consulting Services, Inc.	Florida
SEI Employment Services, Inc.	Florida
Sykes Enterprises Bochum GmbH & Co. KG	Germany
Sykes Enterprises GmbH	Germany
Sykes Enterprises Berlin GmbH & Co. KG	Germany
Sykes Enterprises Support Services B.V. & Co. KG	Germany
Sykes Enterprises Management GmbH	Germany
Sykes Enterprises Verwaltungs and Management GmbH	Germany
Sykes Central Europe Kft	Hungary
Sykes Enterprises (India) Pvt Ltd	India
Sykes Business Services of India Private Limited	India
Sykes Enterprises Italy S.r.L	Italy
SEI International Services S.a.r.l.	Luxembourg
SEI Offshore Holdings Operations S.a.r.l.	Luxembourg
Sykes India Holdings Corporation	Mauritius
ICT Marketing Services of Mexico, S. de R.L. de C.V.	Mexico

<b>Subsidiary</b>	<b>State or Jurisdiction of Organization</b>
Sykes Enterprises Norway AS	Norway
Sykes Enterprises Eastern Europe S.R.L.	Romania
LINK Network Limited	Scotland
Sykes Global Services Limited	Scotland
Sykes Slovakia Sro	Slovakia
Sykes Sweden AB	Sweden
McQueen International B.V.	The Netherlands
Qelp B.V.	The Netherlands
Sykes Enterprises Incorporated BV	The Netherlands
Sykes Enterprises Incorporated Holdings B.V.	The Netherlands
Sykes International Holdings BV	The Netherlands
Sykes Netherlands Group B.V.	The Netherlands
Beijing Pin Yue Information Technology Service Co. Ltd.	The People's Republic of China
Guangzhou Pin Duo Information Technology Service Co. Ltd.	The People's Republic of China
Shanghai Pintian Information Technology Service Co., Ltd.	The People's Republic of China
Suzhou Pin Zhuo Information Technology Service Co. Ltd.	The People's Republic of China
Sykes Information Technology Services (Shanghai) Co. Ltd.	The People's Republic of China
Sykes (Shanghai) Co. Ltd	The People's Republic of China
Sykes Asia Inc.	The Philippines



**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in Registration Statement Nos. 333-23681, 333-76629, 333-88359, 333-73260, 333-125178 and 333-178670 on Forms S-8 of our reports dated February 29, 2016, relating to the consolidated financial statements and financial statement schedule of Sykes Enterprises, Incorporated, and the effectiveness of Sykes Enterprises, Incorporated's internal control over financial reporting, appearing in the Annual Report on Form 10-K of Sykes Enterprises, Incorporated for the year ended December 31, 2015.

/s/ Deloitte & Touche LLP

Tampa, Florida

February 29, 2016

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER  
PURSUANT TO RULE 13a-14(a)**

I, Charles E. Sykes, certify that:

1. I have reviewed this annual report on Form 10-K of Sykes Enterprises, Incorporated;
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 company as of, and for, the periods presented in this report;
4. The company's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company 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 company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the company's most recent fiscal quarter (the company's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company'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 company's internal control over financial reporting.

Date: February 29, 2016

/s/ Charles E. Sykes

---

Charles E. Sykes, President, Chief Executive Officer and  
Director

**CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO RULE 13a-14(a)**

I, John Chapman, certify that:

1. I have reviewed this annual report on Form 10-K of Sykes Enterprises, Incorporated;
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 company as of, and for, the periods presented in this report;
4. The company's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company 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 company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the company's most recent fiscal quarter (the company's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company'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 company's internal control over financial reporting.

Date: February 29, 2016

/s/ John Chapman

---

John Chapman, Executive Vice President and  
Chief Financial Officer

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER  
PURSUANT TO 18 U.S.C. SECTION 1350**

In connection with the Annual Report of Sykes Enterprises, Incorporated (the "Company") on Form 10-K for the year ended December 31, 2015 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Charles E. Sykes, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350:

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

Date: February 29, 2016

By: /s/ Charles E. Sykes  
Charles E. Sykes  
President and Chief Executive  
Officer and Director

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

**CERTIFICATION OF CHIEF FINANCIAL OFFICER  
PURSUANT TO 18 U.S.C. SECTION 1350**

In connection with the Annual Report of Sykes Enterprises, Incorporated (the "Company") on Form 10-K for the year ended December 31, 2015 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, John Chapman, Executive Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350:

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

Date: February 29, 2016

By: /s/ John Chapman  
John Chapman  
Executive Vice President and  
Chief Financial Officer  
(Principal Financial and  
Accounting Officer)

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.