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

FORM 10-Q

☑ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2013

or

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission file number: 001-12537

QUALITY SYSTEMS, INC.
(Exact name of registrant as specified in its charter)

California	**95-2888568**
(State or other jurisdiction of incorporation or organization)	*(IRS Employer Identification No.)*
18111 Von Karman Avenue, Suite 700, Irvine, California	**92612**
(Address of principal executive offices)	*(Zip Code)*

(949) 255-2600
(Registrant's telephone number, including area code)

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

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 o

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

Large accelerated filer ☑	Accelerated filer o
Non-accelerated filer o *(Do not check if a smaller reporting company)*	Small reporting company o

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

The number of outstanding shares of the Registrant's common stock as of July 29, 2013 was 59,588,936 shares.

QUALITY SYSTEMS, INC.

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FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2013

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

QUALITY SYSTEMS, INC.
CONSOLIDATED BALANCE SHEETS
(In thousands, except per share data)
(Unaudited)

	June 30, 2013	March 31, 2013
ASSETS		
Current assets:		
Cash and cash equivalents	$ 118,212	$ 105,999
Restricted cash	3,647	5,488
Marketable securities	11,814	12,012
Accounts receivable, net	138,949	148,257
Inventories	983	710
Deferred income taxes, net	12,140	12,140
Other current assets	10,561	12,720
Total current assets	296,306	297,326
Equipment and improvements, net	21,825	21,887
Capitalized software costs, net	44,402	39,781
Intangibles, net	25,684	27,550
Goodwill	45,761	45,761
Other assets	10,843	10,750
Total assets	$ 444,821	$ 443,055
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 7,440	$ 11,501
Deferred revenue	62,725	65,207
Accrued compensation and related benefits	12,073	11,915
Income taxes payable	5,550	1,480
Dividends payable	10,426	10,418
Other current liabilities	26,477	26,508
Total current liabilities	124,691	127,029
Deferred revenue, net of current	1,285	1,219
Deferred compensation	3,950	3,809
Other noncurrent liabilities	4,791	3,949
Total liabilities	134,717	136,006
Commitments and contingencies (Note 11)		
Shareholders' equity:		
Common stock $0.01 par value; authorized 100,000 shares; issued and outstanding 59,588 and 59,543 shares at June 30, 2013 and March 31, 2013, respectively	596	595
Additional paid-in capital	180,450	179,743
Accumulated other comprehensive loss	(184)	(11)
Retained earnings	129,242	126,722
Total shareholders' equity	310,104	307,049
Total liabilities and shareholders' equity	$ 444,821	$ 443,055

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

QUALITY SYSTEMS, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In thousands, except per share data)
(Unaudited)

	Three Months Ended June 30,	
	2013	2012
Revenues:		
Software and hardware	$ 15,972	$ 25,844
Implementation and training services	6,575	12,046
System sales	22,547	37,890
Maintenance	38,608	38,568
Electronic data interchange services	16,692	13,823
Revenue cycle management and related services	16,015	14,401
Other services	15,667	13,614
Maintenance, EDI, RCM and other services	86,982	80,406
Total revenues	109,529	118,296
Cost of revenue:		
Software and hardware	4,934	5,771
Implementation and training services	7,134	9,145
Total cost of system sales	12,068	14,916
Maintenance	5,302	4,811
Electronic data interchange services	10,796	9,248
Revenue cycle management and related services	11,401	10,870
Other services	8,505	8,550
Total cost of maintenance, EDI, RCM and other services	36,004	33,479
Total cost of revenue	48,072	48,395
Gross profit	61,457	69,901
Operating expenses:		
Selling, general and administrative	35,096	36,681
Research and development costs	5,614	8,576
Amortization of acquired intangible assets	1,194	1,137
Total operating expenses	41,904	46,394
Income from operations	19,553	23,507
Interest income, net	31	35
Other expense, net	(254)	(213)
Income before provision for income taxes	19,330	23,329
Provision for income taxes	6,385	7,832
Net income	$ 12,945	$ 15,497
Other comprehensive income (loss):		
Foreign currency translation (net of $0 tax)	(173)	(57)
Comprehensive income	$ 12,772	$ 15,440
Net income per share:		
Basic	$ 0.22	$ 0.26
Diluted	$ 0.22	$ 0.26
Weighted-average shares outstanding:		
Basic	59,559	59,281
Diluted	59,572	59,388
Dividends declared per common share	$ 0.175	$ 0.175

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

QUALITY SYSTEMS, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)
(Unaudited)

	Three Months Ended June 30,	
	2013	2012
Cash flows from operating activities:		
Net income	$ 12,945	$ 15,497
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	1,897	1,617
Amortization of capitalized software costs	2,679	2,462
Amortization of other intangibles	1,866	1,817
Provision for bad debts	1,805	1,428
Provision for inventory obsolescence	(137)	(126)
Share-based compensation	541	964
Deferred income tax (benefit) expense	517	(10)
Excess tax benefit from share-based compensation	(50)	—
Change in fair value of contingent consideration	46	185
Changes in assets and liabilities, net of amounts acquired:		
Accounts receivable	7,503	(7,492)
Inventories	(136)	(387)
Income taxes receivable	—	2,628
Other current assets	4,025	(838)
Other assets	(610)	(579)
Accounts payable	(4,061)	7,249
Deferred revenue	(2,416)	(12,677)
Accrued compensation and related benefits	158	(690)
Income taxes payable	3,823	4,413
Other current liabilities	149	5,669
Deferred compensation	141	(571)
Other non-current liabilities	842	(679)
Net cash provided by operating activities	31,527	19,880
Cash flows from investing activities:		
Additions to capitalized software costs	(7,300)	(4,333)
Additions to equipment and improvements	(1,835)	(3,349)
Purchase of Poseidon	—	(2,033)
Purchase of Matrix	—	(5,073)
Net cash used in investing activities	(9,135)	(14,788)
Cash flows from financing activities:		
Excess tax benefit from share-based compensation	50	—
Proceeds from exercise of stock options	250	763
Dividends paid	(10,417)	(10,354)
Payment of contingent consideration related to acquisitions	(62)	(39)
Net cash used in financing activities	(10,179)	(9,630)
Net increase (decrease) in cash and cash equivalents	12,213	(4,538)
Cash and cash equivalents at beginning of period	105,999	134,444
Cash and cash equivalents at end of period	$ 118,212	$ 129,906

QUALITY SYSTEMS, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS – (Continued)
(In thousands)
(Unaudited)

	Three Months Ended June 30,	
	2013	2012
Supplemental disclosures of cash flow information:		
Cash paid during the period for income taxes, net of refunds	$ 2,032	$ 821
Effective May 1, 2012, the Company acquired Poseidon in a transaction summarized as follows:		
Fair value of assets acquired		$ 2,551
Cash paid		(2,033)
Purchase price holdback		(500)
Liabilities assumed		$ 18
Effective April 16, 2012, the Company acquired Matrix in a transaction summarized as follows:		
Fair value of assets acquired		$ 14,587
Cash paid		(5,073)
Common stock issued at fair value		(3,953)
Purchase price holdback		(853)
Fair value of contingent consideration		(2,862)
Fair value of non-compete agreement (liability)		(1,100)
Liabilities assumed		$ 746

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

1. Summary of Significant Accounting Policies

Principles of Consolidation. The consolidated financial statements include the accounts of Quality Systems, Inc. and its wholly-owned subsidiaries, which consist of NextGen Healthcare Information Systems, LLC (“NextGen”), NextGen RCM Services, LLC, Opus Healthcare Solutions, LLC (“Opus”), ViaTrack Systems, LLC (“ViaTrack”), Matrix Management Solutions, LLC ("Matrix"), QSI Management, LLC and Quality Systems India Healthcare Private Limited (“QSIH”) (collectively, the “Company”). All intercompany accounts and transactions have been eliminated.

Basis of Presentation. The accompanying unaudited consolidated financial statements as of June 30, 2013 and for the three months ended June 30, 2013 and 2012 have been prepared in accordance with the requirements of Form 10-Q and Article 10 of the Securities and Exchange Commission Regulation S-X and therefore do not include all information and notes which would be presented were such consolidated financial statements prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”). These consolidated financial statements should be read in conjunction with the audited consolidated financial statements presented in the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2013. Amounts related to disclosures of March 31, 2013 balances within these interim consolidated financial statements were derived from the aforementioned Form 10-K. In the opinion of management, the accompanying consolidated financial statements reflect all adjustments which are necessary for a fair presentation of the results of operations and cash flows for the periods presented. The results of operations for such interim periods are not necessarily indicative of results of operations to be expected for the full year.

References to amounts in the consolidated financial statement sections are in thousands, except shares and per share data, unless otherwise specified.

Revenue Recognition. The Company generates revenue from the sale of licensing rights to its software products directly to end-users and value-added resellers ("VARs"). The Company also generates revenue from sales of hardware and third-party software, implementation, training, electronic data interchange (“EDI”), post-contract support (maintenance) and other services, including revenue cycle management (“RCM”), performed for clients who license its products.

A typical system contract contains multiple elements of the above items. Revenue earned on software arrangements involving multiple elements is allocated to each element based on the relative fair values of those elements. The fair value of an element is based on vendor-specific objective evidence (“VSOE”). The Company limits its assessment of VSOE for each element to either the price charged when the same element is sold separately or the price established by management having the relevant authority to do so, for an element not yet sold separately. VSOE calculations are updated and reviewed quarterly or annually depending on the nature of the product or service. The Company generally establishes VSOE for the related undelivered elements based on the bell-shaped curve method. Maintenance VSOE for the Company's largest clients is based on stated renewal rates only if the rate is determined to be substantive and falls within the Company's customary pricing practices.

When evidence of fair value exists for the delivered and undelivered elements of a transaction, discounts for individual elements are aggregated and the total discount is allocated to the individual elements in proportion to the elements' fair value relative to the total contract fair value.

When evidence of fair value exists for the undelivered elements only, the residual method is used. Under the residual method, the Company defers revenue related to the undelivered elements in a system sale based on VSOE of fair value of each of the undelivered elements and allocates the remainder of the contract price net of all discounts to revenue recognized from the delivered elements. If VSOE of fair value of any undelivered element does not exist, all revenue is deferred until VSOE of fair value of the undelivered element is established or the element has been delivered.

Provided the fees are fixed or determinable and collection is considered probable, revenue from licensing rights and sales of hardware and third-party software is generally recognized upon physical or electronic shipment and transfer of title. In certain transactions where collection risk is high, the revenue is deferred until collection occurs or becomes probable. If the fee is not fixed or determinable, then the revenue recognized in each period (subject to application of other revenue recognition criteria) will be the lesser of the aggregate of amounts due and payable or the amount of the arrangement fee that would have been recognized if the fees were being recognized using the residual method. Fees which are considered fixed or determinable at the inception of the Company's arrangements must include the following characteristic:

- The fee must be negotiated at the outset of an arrangement and generally be based on the specific volume of products to be delivered without being subject to change based on variable pricing mechanisms such as the number of units copied or distributed or the expected number of users.

Revenue from implementation and training services is recognized as the corresponding services are performed. Maintenance revenue is recognized ratably over the contractual maintenance period.

Contract accounting is applied where services include significant modification, development or customization.

The Company ensures that the following criteria have been met prior to recognition of revenue:

- the price is fixed or determinable;
- the customer is obligated to pay and there are no contingencies surrounding the obligation or the payment;
- the customer's obligation would not change in the event of theft or damage to the product;
- the customer has economic substance;
- the amount of returns can be reasonably estimated; and
- the Company does not have significant obligations for future performance in order to bring about resale of the product by the customer.

The Company has historically offered short-term rights of return in certain sales arrangements. If the Company is able to estimate returns for these types of arrangements, revenue is recognized, net of an allowance for returns, and these arrangements are recorded in the consolidated financial statements. If the Company is unable to estimate returns for these types of arrangements, revenue is not recognized in the consolidated financial statements until the rights of return expire, provided also, that all other criteria for revenue recognition have been met.

Revenue related to sales arrangements that include hosting or the right to use software stored on the Company's hardware is recognized in accordance to the same revenue recognition criteria discussed above only if the customer has the contractual right to take possession of the software without incurring a significant penalty and it is feasible for the customer to either host the software themselves or through another third-party. Otherwise, the arrangement is accounted for as a service contract in which the entire arrangement is deferred and recognized over the period that the hosting services are being performed.

From time to time, the Company offers future purchase discounts on its products and services as part of its sales arrangements. Such discounts that are incremental to the range of discounts reflected in the pricing of the other elements of the arrangement, that are incremental to the range of discounts typically given in comparable transactions, and that are significant, are treated as an additional element of the contract to be deferred. Amounts deferred related to future purchase options are not recognized until either the customer exercises the discount offer or the offer expires.

RCM service revenue is derived from services fees, which include amounts charged for ongoing billing and other related services, and are generally billed to the customer as a percentage of total collections. The Company does not recognize revenue for services fees until these collections are made, as the services fees are not fixed or determinable until such time.

Revenue is divided into two categories, “system sales” and “maintenance, EDI, RCM and other services.” Revenue in the system sales category includes software license fees, third-party hardware and software and implementation and training services related to purchase of the Company's software systems. Revenue in the maintenance, EDI, RCM and other services category includes maintenance, EDI, RCM services, consulting services, annual third-party license fees, hosting services, Software as a Service ("SaaS") fees and other services revenue.

Goodwill. The Company tests goodwill for impairment annually during its first fiscal quarter, referred to as the annual test date. The Company will also test for impairment between annual test dates if an event occurs or circumstances change that would indicate the carrying amount may be impaired. Impairment testing for goodwill is performed at a reporting-unit level, which is defined as an operating segment or one level below an operating segment (referred to as a component). A component of an operating segment is a reporting unit if the component constitutes a business for which discrete financial information is available and segment management regularly reviews the operating results of that component. An impairment loss would generally be recognized when the carrying amount of the reporting unit's net assets exceeds the estimated fair value of the reporting unit.

The evaluation of goodwill for potential impairment is addressed within Accounting Standards Codification Topic 350: *Intangibles-Goodwill and Other* ("ASC 350"). ASC 350 permits a company the option of performing a qualitative assessment to determine whether further impairment testing is necessary. The Company performed a qualitative assessment of goodwill during the first quarter of fiscal 2014 to assess the need to proceed to the first step of the two-step impairment test. The qualitative assessment included consideration of factors such as the relative carrying value of net assets for each reporting unit (or Division) as compared to the respective fair values of the reporting units as of the most recent impairment testing (performed as of February 28, 2013 for the Hospital Solutions Division and as of October 31, 2012 for all other divisions), changes in macro-economic variables, changes in the industry in which the Company operates, and relevant company-specific factors. The qualitative assessment concluded that it is more likely than not that the fair value of all reporting units exceed their respective net carrying values and, therefore, additional impairment testing was not deemed necessary.

Share-Based Compensation. The following table shows total share-based compensation expense included in the consolidated statements of comprehensive income for the three months ended June 30, 2013 and 2012:

	Three Months Ended June 30,	
	2013	2012
Costs and expenses:		
Cost of revenue	$ 74	$ 76
Research and development costs	42	59
Selling, general and administrative	425	829
Total share-based compensation	541	964
Income tax benefit	(168)	(320)
Decrease in net income	$ 373	$ 644

Recent Accounting Standards. New accounting pronouncements implemented by the Company during the current year or requiring implementation in future periods are discussed below or in the notes, where applicable.

In February 2013, the FASB issued Accounting Standards Update No. 2013-02, *Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income (ASU 2013-02)*. The new standard requires an entity to provide information about the amounts reclassified out of Accumulated Other Comprehensive Income by component. The adoption of this guidance had no impact on the Company's consolidated financial statements, but may have an effect on the required disclosures for future reporting periods.

2. Fair Value Measurements

The following tables set forth by level within the fair value hierarchy the Company's financial assets and liabilities that were accounted for at fair value on a recurring basis at June 30, 2013 and March 31, 2013:

	Balance at June 30, 2013	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Unobservable Inputs (Level 3)
ASSETS				
Cash and cash equivalents (1)	$ 118,212	$ 118,212	$ —	$ —
Restricted cash	3,647	3,647	—	—
Marketable securities (2)	11,814	11,814	—	—
	$ 133,673	$ 133,673	$ —	$ —
LIABILITIES				
Contingent consideration related to acquisitions	$ 5,320	$ —	$ —	$ 5,320
	$ 5,320	$ —	$ —	$ 5,320

	Balance at March 31, 2013	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Unobservable Inputs (Level 3)
ASSETS				
Cash and cash equivalents (1)	$ 105,999	$ 105,999	$ —	$ —
Restricted cash	5,488	5,488	—	—
Marketable securities (2)	12,012	12,012	—	—
	$ 123,499	$ 123,499	$ —	$ —
LIABILITIES				
Contingent consideration related to acquisitions	$ 5,336	$ —	$ —	$ 5,336
	$ 5,336	$ —	$ —	$ 5,336

(1) Cash equivalents consists of money market funds.

(2) Marketable securities consist of fixed-income securities.

The Company's contingent consideration liability is accounted for at fair value on a recurring basis and is adjusted to fair value when the carrying value differs from fair value. Key assumptions include discount rates and probability-adjusted achievement of revenue and strategic targets that are not observable in the market. The categorization of the framework used to measure fair value of the contingent consideration liability is considered Level 3 due to the subjective nature of the unobservable inputs used. The fair values of the contingent consideration liability for Sphere Health Systems, Inc. ("Sphere"), IntraNexus, Inc. ("IntraNexus"), CQI Solutions, Inc. ("CQI"), ViaTrack, and Matrix were estimated based on the probability of achieving certain business milestones and management's forecast of expected revenues.

The following table presents activity in the Company's financial assets and liabilities measured at fair value using significant unobservable inputs (Level 3), as of and for the three months ended June 30, 2013:

	Total Liabilities
Balance as of April 1, 2013	$ 5,336
Acquisitions	—
Earnout payments	(62)
Fair value adjustments	46
Balance as of June 30, 2013	$ 5,320

Non-Recurring Fair Value Measurements

The Company has certain assets, including goodwill and other intangible assets, which are measured at fair value on a non-recurring basis and are adjusted to fair value only if an impairment charge is recognized. The categorization of the framework used to measure fair value of the assets is considered Level 3 due to the subjective nature of the unobservable inputs used. During the three months ended June 30, 2013, there were no adjustments to fair value of such assets.

3. Goodwill

The Company does not amortize goodwill as it has been determined to have an indefinite useful life.

Goodwill by division consists of the following:

	March 31, 2013	Acquisitions	June 30, 2013
QSI Dental Division (1)	$ 7,289	$ —	$ 7,289
NextGen Division	1,840	—	1,840
Hospital Solutions Division	4,342	—	4,342
RCM Services Division	32,290	—	32,290
Total goodwill	$ 45,761	$ —	$ 45,761

(1) QSI Dental Division goodwill is presented on a basis consistent with that of the management reporting structures within QSI. For the purposes of testing goodwill for impairment annually and as otherwise may be required, however, the QSI Dental Division goodwill is allocated to all business units that derive cash flows from the products associated with the acquired goodwill. For all periods presented in this report, the allocation resulted in substantially all of such goodwill being ascribed to the NextGen Division.

4. Intangible Assets

The Company's definite-lived intangible assets, other than capitalized software development costs, are summarized as follows:

	June 30, 2013			
	Customer Relationships	Trade Name & Contracts	Software Technology	Total
Gross carrying amount	$ 23,156	$ 2,018	$ 20,509	$ 45,683
Accumulated amortization	(11,082)	(1,192)	(7,725)	(19,999)
Net intangible assets	$ 12,074	$ 826	$ 12,784	$ 25,684

	March 31, 2013			
	Customer Relationships	Trade Name & Contracts	Software Technology	Total
Gross carrying amount	$ 23,156	$ 2,018	$ 20,509	$ 45,683
Accumulated amortization	(10,028)	(1,112)	(6,993)	(18,133)
Net intangible assets	$ 13,128	$ 906	$ 13,516	$ 27,550

Activity related to the intangible assets for the three months ended June 30, 2013 and 2012 is summarized as follows:

	Customer Relationships	Trade Name & Contracts	Software Technology	Total
Balance as of April 1, 2013	$ 13,128	$ 906	$ 13,516	$ 27,550
Acquisition	—	—	—	—
Amortization (1)	(1,054)	(80)	(732)	(1,866)
Balance as of June 30, 2013	$ 12,074	$ 826	$ 12,784	$ 25,684

	Customer Relationships	Trade Name & Contracts	Software Technology	Total
Balance as of April 1, 2012	$ 7,805	$ 162	$ 15,292	$ 23,259
Acquisition	9,450	1,250	1,150	11,850
Amortization (1)	(967)	(127)	(723)	(1,817)
Balance as of June 30, 2012	$ 16,288	$ 1,285	$ 15,719	$ 33,292

(1) Amortization of the customer relationships and the trade name & contracts intangible assets is included in operating expenses and amortization of the software technology intangible assets is included in cost of revenue for software and hardware.

The following table represents the remaining estimated amortization of definite-lived intangible assets as of June 30, 2013:

For the year ended March 31,	
2014 (remaining nine months)	$ 5,527
2015	6,335
2016	5,998
2017	5,228
2018 and beyond	2,596
Total	$ 25,684

5. Capitalized Software Costs

The Company's capitalized software development costs are summarized as follows:

	June 30, 2013	March 31, 2013
Gross carrying amount	$ 101,976	$ 94,676
Accumulated amortization	(57,574)	(54,895)
Net capitalized software costs	$ 44,402	$ 39,781

Activity related to net capitalized software costs for the three months ended June 30, 2013 and 2012 is summarized as follows:

	2013	2012
Balance as of April 1	$ 39,781	$ 19,994
Capitalized	7,300	4,333
Amortization	(2,679)	(2,462)
Balance as of June 30	$ 44,402	$ 21,865

The following table presents the remaining estimated amortization of capitalized software costs as of June 30, 2013. The estimated amortization is comprised of (i) amortization of released products and (ii) the expected amortization for products that are not yet available for sale based on their estimated economic lives and projected general release dates.

For the year ended March 31,	
2014 (remaining nine months)	$ 10,603
2015	17,503
2016	10,386
2017	3,061
2018 and beyond	2,849
Total	$ 44,402

6. Composition of Certain Financial Statement Captions

Accounts receivable include amounts related to maintenance and services that were billed but not yet rendered at each period end. Undelivered maintenance and services are included as a component of the deferred revenue balance on the accompanying consolidated balance sheets.

	June 30, 2013	March 31, 2013
Accounts receivable, gross	$ 149,794	$ 160,080
Allowance for doubtful accounts	(10,845)	(11,823)
Accounts receivable, net	$ 138,949	$ 148,257

Inventories are summarized as follows:

	June 30, 2013	March 31, 2013
Computer systems and components	$ 983	$ 710
Inventories	$ 983	$ 710

Equipment and improvements are summarized as follows:

	June 30, 2013	March 31, 2013
Computer equipment	$ 32,043	$ 31,633
Furniture and fixtures	8,522	8,416
Leasehold improvements	8,444	7,125
	49,009	47,174
Accumulated depreciation and amortization	(27,184)	(25,287)
Equipment and improvements, net	$ 21,825	$ 21,887

Current and non-current deferred revenue are summarized as follows:

	June 30, 2013	March 31, 2013
Maintenance	$ 11,135	$ 12,085
Implementation services	36,955	36,899
Annual license services	10,366	9,906
Undelivered software and other	4,269	6,317
Deferred revenue	$ 62,725	$ 65,207
Deferred revenue, net of current	$ 1,285	$ 1,219

Accrued compensation and related benefits are summarized as follows:

	June 30, 2013	March 31, 2013
Payroll, bonus and commission	$ 3,510	$ 3,842
Vacation	8,563	8,073
Accrued compensation and related benefits	$ 12,073	$ 11,915

Other current and non-current liabilities are summarized as follows:

	June 30, 2013	March 31, 2013
Contingent consideration and other liabilities related to acquisitions	$ 8,244	$ 8,426
Care services liabilities	3,647	5,488
Accrued EDI expense	3,205	1,452
Accrued Consulting	2,383	2,602
Self insurance reserve	1,377	1,336
Accrued royalties	1,208	1,331
Users Group Meeting deposits	1,015	—
Sales tax payable	743	869
Deferred rent	478	689
Outside commission payable	375	461
Accrued travel	361	384
Customer deposits	44	262
Other accrued expenses	3,397	3,208
Other current liabilities	$ 26,477	$ 26,508
Deferred rent	$ 4,159	$ 2,448
Contingent consideration and other liabilities related to acquisitions	520	1,382
Other liabilities	112	119
Other non-current liabilities	$ 4,791	$ 3,949

7. Income Tax

The provision for income taxes for the three months ended June 30, 2013 and 2012 was approximately $6.4 million and $7.8 million, respectively. The effective tax rates were 33.0% and 33.6% for the three months ended June 30, 2013 and 2012, respectively. The effective rate for the three months ended June 30, 2013 decreased as compared to the same prior year period due to a net benefit from the federal research and development tax credit, an increase benefit in qualified production activities deduction, and a decreased benefit of current period discrete items.

Uncertain tax positions

As of June 30, 2013, the Company had recorded a liability of $734 for unrecognized tax benefits related to various federal and state income tax matters. If recognized, this amount would reduce the Company's effective tax rate. The tax liability for the three months ended June 30, 2013 increased from the same prior year period by $320 due to changes in contingent liability reserves and certain tax positions related to acquired companies.

The Company is no longer subject to U.S. federal income tax examinations for tax years before 2012. With few exceptions, the Company is no longer subject to state or local income tax examinations for tax years before 2008. The Company does not anticipate that total unrecognized tax benefits will significantly change due to the settlement of audits or the expiration of statute of limitations within the next twelve months.

8. Earnings per Share

The Company provides presentation of "basic" and "diluted" earnings per share ("EPS"). Shares discussed below are in thousands.

	Three Months Ended June 30,	
	2013	2012
Net income	$ 12,945	$ 15,497
Basic net income per share:		
Weighted-average shares outstanding — Basic	59,559	59,281
Basic net income per common share	$ 0.22	$ 0.26
Net income	$ 12,945	$ 15,497
Diluted net income per share:		
Weighted-average shares outstanding — Basic	59,559	59,281
Effect of potentially dilutive securities	13	107
Weighted-average shares outstanding — Diluted	59,572	59,388
Diluted net income per common share	$ 0.22	$ 0.26

The computation of diluted net income per share does not include 1,227 and 692 options to acquire shares of common stock for the three months ended June 30, 2013 and 2012, respectively, because their inclusion would have an anti-dilutive effect on net income per share.

9. Share-Based Awards

Employee Stock Option Plans

In September 1998, the Company's shareholders approved a stock option plan (the "1998 Plan") under which 8,000,000 shares of common stock were reserved for the issuance of options. The 1998 Plan provides that employees, directors and consultants of the Company may, at the discretion of the Board of Directors or a duly designated compensation committee, be granted options to purchase shares of common stock. The exercise price of each option granted was determined by the Board of Directors at the date of grant, and options under the 1998 Plan expire no later than 10 years from the grant date. Options granted will generally become exercisable in accordance with the terms of the agreement pursuant to which they were granted. Certain option grants to directors became exercisable three months from the date of grant. Upon an acquisition of the Company by merger or asset sale, each outstanding option may be subject to accelerated vesting under certain circumstances. The 1998 Plan terminated on December 31, 2007. As of June 30, 2013, there were 40,000 outstanding options related to the 1998 Plan.

In October 2005, the Company's shareholders approved a stock option and incentive plan (the "2005 Plan") under which 4,800,000 shares of common stock were reserved for the issuance of awards, including stock options, incentive stock options and non-qualified stock options, stock appreciation rights, restricted stock, unrestricted stock, restricted stock units, performance shares, performance units (including performance options) and other share-based awards. The 2005 Plan provides that employees, directors and consultants of the Company may, at the discretion of the Board of Directors or a duly designated compensation committee, be granted awards to acquire shares of common stock. The exercise price of each option award shall be determined by the Board of Directors at the date of grant in accordance with the terms of the 2005 Plan, and under the 2005 Plan awards expire no later than 10 years from the grant date. Options granted will generally become exercisable in accordance with the terms of the agreement pursuant to which they were granted. Upon an acquisition of the Company by merger or asset sale, each outstanding option may be subject to accelerated vesting under certain circumstances. The 2005 Plan terminates on May 25, 2015, unless terminated earlier by the Board of Directors. As of June 30, 2013, there were 1,369,609 outstanding options and 2,723,335 shares available for future grant related to the 2005 Plan.

A summary of stock option transactions during the three months ended June 30, 2013 follows:

	Number of Shares	Weighted-Average Exercise Price per Share	Weighted-Average Remaining Contractual Life (years)	Aggregate Intrinsic Value (in thousands)
Outstanding, April 1, 2013	1,159,183	$ 30.54	5.5	
Granted	356,000	17.95	7.9	
Exercised	(15,214)	16.40	0.0	$ 35
Forfeited/Canceled	(90,360)	32.04	5.4	
Outstanding, June 30, 2013	1,409,609	$ 27.85	6.0	$ 282
Vested and expected to vest, June 30, 2013	1,330,741	$ 27.91	6.0	$ 259
Exercisable, June 30, 2013	440,349	$ 29.95	4.1	$ —

The Company utilizes the Black-Scholes valuation model for estimating the fair value of share-based compensation with the following assumptions:

	Three Months Ended June 30, 2013	Three Months Ended June 30, 2012
Expected life	4.9 years	5.0 years
Expected volatility	43.7%	41.3%
Expected dividends	3.9%	2.4%
Risk-free rate	1.0%	0.7% - 0.8%

The weighted-average grant date fair value of stock options granted during the three months ended June 30, 2013 and 2012 was $4.87 and $8.56 per share, respectively.

The Company issues new shares to satisfy option exercises. Based on historical experience of option cancellations, the Company has estimated an annualized forfeiture rate of 8.1% and 3.8% for employee options for the three months ended June 30, 2013 and 2012, respectively, and 0.0% for director options for the three months ended June 30, 2013 and 2012. Forfeiture rates are adjusted over the requisite service period when actual forfeitures differ, or are expected to differ, from the estimate.

During the three months ended June 30, 2013, a total of 356,000 options to purchase shares of common stock were granted under the 2005 Plan at an exercise price equal to the market price of the Company's common stock on the date of grant. A summary of stock options granted under the 2005 Plan during fiscal years 2014 and 2013 is as follows:

Option Grant Date	Number of Shares	Exercise Price	Vesting Terms (1)	Expires
May 29, 2013	356,000	$ 17.95	Five years	May 29, 2021
Fiscal year 2014 option grants	356,000			
January 23, 2013	40,000	$ 19.00	Five years	January 23, 2021
November 5, 2012	5,000	$ 17.68	Five years	November 5, 2020
September 25, 2012	20,000	$ 18.42	Five years	September 25, 2020
May 24, 2012	346,000	$ 29.17	Five years	May 24, 2020
May 24, 2012	30,000	$ 29.17	Four years	May 24, 2020
May 23, 2012	115,500	$ 29.45	Five years	May 23, 2020
Fiscal year 2013 option grants	556,500			

(1) Options vest in equal annual installments on each grant anniversary date commencing one year following the date of grant.

Performance-Based Awards

On May 22, 2013, the Board of Directors approved its fiscal year 2014 equity incentive program for certain employees to be awarded options to purchase the Company's common stock. The maximum number of options available under the equity incentive program plan is 600,000, of which 210,000 are reserved for the Company's named executive officers and 390,000 for non-executive employees of the Company. Under the program, executive officers are eligible to receive cash bonuses and options based on meeting certain target increases in revenue, EPS and operating income growth for fiscal year 2014. Under the program, non-executive employees are eligible to receive options based on meeting certain target increases in revenue and EPS growth for fiscal year 2014 and the recommendations of senior management. The options shall be issued pursuant to the 2005 Plan, have an exercise price equal to the closing price of the Company's shares on the date of grant, a term of eight years and vesting in five equal annual installments commencing one year following the date of grant.

Compensation expense associated with the performance based awards under the Company's equity incentive plans are initially based on the number of options expected to vest after assessing the probability that certain performance criteria will be met. Cumulative adjustments are recorded quarterly to reflect subsequent changes in the estimated outcome of performance-related conditions. The Company utilized the Black-Scholes option valuation model and recorded stock compensation expense related to the performance based awards of approximately $92 and $111 during the three months ended June 30, 2013 and 2012, respectively, using the assumptions below.

	Three Months Ended June 30, 2013	Three Months Ended June 30, 2012
Expected life	4.9 years	5.0 years
Expected volatility	43.5%	41.7%
Expected dividends	3.7%	2.5%
Risk-free rate	1.4%	0.7%

Non-vested stock option award activity, including employee stock options and performance-based awards, during the three months ended June 30, 2013 is summarized as follows:

	Non-Vested Number of Shares	Weighted-Average Grant-Date Fair Value per Share
Outstanding, April 1, 2013	804,340	$ 9.89
Granted	356,000	4.87
Vested	(100,720)	10.49
Forfeited/Canceled	(90,360)	10.05
Outstanding, June 30, 2013	969,260	$ 7.97

As of June 30, 2013, $6,506 of total unrecognized compensation costs related to stock options is expected to be recognized over a weighted-average period of 3.9 years. This amount does not include the cost of new options that may be granted in future periods or any changes in the Company's forfeiture percentage. The total fair value of options vested during the three months ended June 30, 2013 and 2012 was $1,057 and $1,284, respectively.

Restricted Stock

On May 22, 2013, the Board of Directors approved its 2014 Director Compensation Program, pursuant to which each non-employee director is to be awarded shares of restricted stock upon election or re-election to the Board of Directors. Additionally, as part of the 2014 equity incentive program, each executive officer received, as a component of his or her base salary, a grant of restricted stock. The shares of restricted stock are awarded under the 2005 Plan. Such shares of restricted stock vest in two equal, annual installments on the first and second anniversaries of the grant date and are nontransferable for one year following vesting. The weighted-average grant date fair value for the restricted stock was estimated using the market price of the common stock on the date of grant. The fair value of the restricted stock is amortized on a straight-line basis over the vesting period.

The Company recorded compensation expense related to restricted stock of approximately $92 and $147 for the three months ended June 30, 2013 and 2012, respectively. Restricted stock activity for the three months ended June 30, 2013 is summarized as follows:

	Number of Shares	Weighted-Average Grant-Date Fair Value per Share
Outstanding, April 1, 2013	30,385	$ 27.09
Granted	23,516	20.60
Vested	(566)	34.80
Canceled	(3,000)	24.81
Outstanding, June 30, 2013	50,335	$ 22.96

As of June 30, 2013, $785 of total unrecognized compensation costs related to restricted stock is expected to be recognized over a weighted-average period of 1.7 years. This amount does not include the cost of new restricted stock that may be granted in future periods.

10. Concentration of Credit Risk

The Company had cash deposits at U.S. banks and financial institutions which exceeded federally insured limits at June 30, 2013. The Company is exposed to credit loss for amounts in excess of insured limits in the event of non-performance by the institutions; however, the Company does not anticipate non-performance by these institutions.

11. Commitments, Guarantees and Contingencies

Commitments and Guarantees

The Company's software license agreements include a performance guarantee that the Company's software products will substantially operate as described in the applicable program documentation for a period of 365 days after delivery. To date, the Company has not incurred any significant costs associated with its performance guarantee or other related warranties and does not expect to incur significant warranty costs in the future. Therefore, no accrual has been made for potential costs associated with these warranties. Certain arrangements also include performance guarantees related to response time, availability for operational use, and other performance-related guarantees. Certain arrangements also include penalties in the form of maintenance credits should the performance of the software fail to meet the performance guarantees. To date, the Company has not incurred any significant costs associated with these warranties and does not expect to incur significant warranty costs in the future. Therefore, no accrual has been made for potential costs associated with these warranties.

The Company has historically offered short-term rights of return in certain sales arrangements. If the Company is able to estimate returns for these types of arrangements and all other criteria for revenue recognition have been met, revenue is recognized and these arrangements are recorded in the consolidated financial statements. If the Company is unable to estimate returns for these types of arrangements, revenue is not recognized in the consolidated financial statements until the rights of return expire, provided also, that all other criteria of revenue recognition have been met.

Certain standard sales agreements contain a money back guarantee providing for a performance guarantee that is already part of the software license agreement as well as training and support. The money back guarantee also warrants that the software will remain robust and flexible to allow participation in the federal health incentive programs. The specific elements of the performance guarantee pertain to aspects of the software, which the Company has already tested and confirmed to consistently meet using the Company's existing software without any modifications or enhancements. To date, the Company has not incurred any costs associated with this guarantee and does not expect to incur significant costs in the future. Therefore, no accrual has been made for potential costs associated with this guarantee.

The Company's standard sales agreements contain an indemnification provision pursuant to which it shall indemnify, hold harmless, and reimburse the indemnified party for losses suffered or incurred by the indemnified party in connection with any United States patent, any copyright or other intellectual property infringement claim by any third-party with respect to its software. As the Company has not incurred any significant costs to defend lawsuits or settle claims related to these indemnification agreements, the Company believes that its estimated exposure on these agreements is currently minimal. Accordingly, the Company has no liabilities recorded for these indemnification obligations.

12. Operating Segment Information

The Company has four reportable segments that are evaluated regularly by its chief decision making group (Chief Executive Officer, Chief Financial Officer and Chief Operating Officer) in deciding how to allocate resources and in assessing performance.

Operating segment data is as follows:

	Three Months Ended June 30,	
	2013	2012
Revenue:		
QSI Dental Division	$ 5,151	$ 4,953
NextGen Division	81,535	86,192
Hospital Solutions Division	5,467	11,365
RCM Services Division	17,376	15,786
Consolidated revenue	$ 109,529	$ 118,296
Operating income (loss):		
QSI Dental Division	$ 955	$ 469
NextGen Division	29,568	28,840
Hospital Solutions Division	(2,594)	2,347
RCM Services Division	2,840	1,853
Unallocated corporate expense	(11,216)	(10,002)
Consolidated operating income	$ 19,553	$ 23,507

Management evaluates performance based upon stand-alone segment operating income. Because the Company does not evaluate performance based upon return on assets at the operating segment level, assets are not tracked internally by segment. Therefore, segment asset information is not presented.

Effective April 1, 2013, the Company reorganized certain overhead related departments to unallocated corporate expense from the operating segments in an effort to centralize shared services functions and to be consistent with the basis in which the decision making group disaggregates financial information. The Company concluded the impact of the reorganization to prior year operating income was not material to the operating segments or unallocated corporate expense and are therefore not restated.

13. Subsequent Events

On July 24, 2013, the Board of Directors approved a quarterly cash dividend of $0.175 per share on the Company’s outstanding shares of common stock, payable to shareholders of record as of September 13, 2013 with an expected distribution date on or about October 4, 2013.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q and certain information incorporated herein by reference contain forward-looking statements within the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. All statements included or incorporated by reference in this Quarterly Report on Form 10-Q, other than statements that are purely historical, are forward-looking statements. Words such as "anticipate," "expect," "intend," "plan," "believe," "seek," "estimate," "will," "should," "would," "could," "may," and similar expressions also identify forward-looking statements. These forward-looking statements include, without limitation, discussions of our product development plans, business strategies, future operations, financial condition and prospects, developments in and the impacts of government regulation and legislation, including, without limitation, The American Recovery and Reinvestment Act ("ARRA") and The Patient Protection and Affordable Care Act, and market factors influencing our results. Our expectations, beliefs, objectives, intentions and strategies regarding our future results are not guarantees of future performance and are subject to risks and uncertainties, both foreseen and unforeseen, that could cause actual results to differ materially from results contemplated in our forward-looking statements. These risks and uncertainties include, but are not limited to, our ability to continue to develop new products and increase systems sales in markets characterized by rapid technological evolution, consolidation, and competition from larger, better-capitalized competitors. Many other economic, competitive, governmental and technological factors could affect our ability to achieve our goals, and interested persons are urged to review any risks that may be described in "Item 1A. Risk Factors" as set forth herein and other risk factors appearing in our most recent Annual Report on Form 10-K for the fiscal year ended March 31, 2013 ("Annual Report"), as supplemented by additional risk factors, if any, in our interim filings on our Quarterly Report on Form 10-Q, as well as in our other public disclosures and filings with the Securities and Exchange Commission ("SEC"). Because of these risk factors, as well as other variables affecting our financial condition and results of operations, past financial performance may not be a reliable indicator of future performance and historical trends should not be used to anticipate results or trends in future periods. We assume no obligation to update any forward-looking statements. You are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date of the filing of this Quarterly Report on Form 10-Q.

This management's discussion and analysis of financial condition and results of operations ("MD&A") is provided as a supplement to the consolidated financial statements and notes thereto included elsewhere in this Quarterly Report on Form 10-Q in order to enhance your understanding of our results of operations and financial condition and should be read in conjunction with, and is qualified in its entirety by, the consolidated financial statements and related notes thereto included elsewhere in this Quarterly Report on Form 10-Q. Historical results of operations, percentage margin fluctuations and any trends that may be inferred from the discussion below are not necessarily indicative of the operating results for any future period.

Our MD&A is organized as follows:

- *Management Overview.* This section provides a general description of our Company and operating segments, a discussion as to how we derive our revenue, background information on certain trends and developments affecting our Company, a summary of our acquisition transactions and a discussion on management's strategy for driving revenue growth.

- *Critical Accounting Policies and Estimates.* This section discusses those accounting policies that are considered important to the evaluation and reporting of our financial condition and results of operations, and whose application requires us to exercise subjective or complex judgments in making estimates and assumptions. In addition, all of our significant accounting policies, including our critical accounting policies, are summarized in Note 1, "Summary of Significant Accounting Policies," of our notes to consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q.

- *Company Overview.* This section provides a more detailed description of our Company, its operating segments, and the products and services we offer.

- *Overview of Results of Operations and Results of Operations by Operating Divisions.* These sections provide our analysis and outlook for the significant line items on our consolidated statements of income, as well as other information that we deem meaningful to understand our results of operations on both a consolidated basis and an operating division basis.

- *Liquidity and Capital Resources.* This section provides an analysis of our liquidity and cash flows.

- *New Accounting Pronouncements.* This section provides a summary of the most recent authoritative accounting standards and guidance that have either been recently adopted by our Company or may be adopted in the future.

Management Overview

Quality Systems, Inc. and its wholly-owned subsidiaries operate as four business divisions (each, a "Division") which are comprised of: (i) the QSI Dental Division, (ii) the NextGen Division, (iii) the Hospital Solutions Division (formerly Inpatient Solutions) and (iv) the RCM Services Division (formerly Practice Solutions). In fiscal year 2011, we opened a captive entity in India called Quality Systems India Healthcare Private Limited (“QSIH”). We primarily derive revenue by developing and marketing healthcare information systems that automate certain aspects of medical and dental practices, networks of practices such as physician hospital organizations (“PHOs”) and management service organizations (“MSOs”), ambulatory care centers, community health centers and medical and dental schools along with comprehensive systems implementation, maintenance and support and add on complementary services such as revenue cycle management (“RCM”) and electronic data interchange (“EDI”). Our systems and services provide our clients with the ability to redesign patient care and other workflow processes while improving productivity through the facilitation of managed access to patient information. Utilizing our proprietary software in combination with third-party hardware and software solutions, our products enable the integration of a variety of administrative and clinical information operations.

The turbulence in the worldwide economy has impacted almost all industries. While healthcare is not immune to economic cycles, we believe it is more heavily influenced by US-based regulatory and national health projects than by the economic cycles of our economy. The impact of the current economic conditions on our existing and prospective clients has been mixed. While we continue to see organizations that are doing fairly well operationally, some organizations, especially those with a large dependency on Medicaid populations, have been impacted by the challenging financial conditions faced by many state governments. Various factors have had, and are anticipated to continue to have, a meaningful impact on the U.S. healthcare industry, including the Obama Administration's broad healthcare reform efforts (particularly the HITECH portion of the American Recovery and Reinvestment Act and the Patient Protection and Affordable Care Act), the individual state responses to the government-requested Medicaid expansion to address new insureds, and the increasing focus of private businesses on moving their employee health benefit offerings to a more wellness-based health platform.

We have benefited and hope to continue to benefit from the increased demands on healthcare providers for greater efficiency and lower costs, financial incentives from the ARRA to physicians who adopt electronic health records, as well as increased adoption rates for electronic health records and other technology in the healthcare arena. We also believe that healthcare reform and the movement towards pay for performance/quality initiatives will also stimulate demand for robust electronic health record solutions as well as new HIT solutions from bundled billing capabilities to patient engagement and population health management.

While we expect to benefit from the increasing demands for greater efficiency as well as government support for increased adoption of electronic health records, the market for physician based electronic health records software is becoming increasingly saturated while physician group practices are rapidly being consolidated by hospital, insurance payers and other entities. Hospital software providers are leveraging their position with their hospital customers to gain market share with hospital owned physician practices. Insurance providers and large physician groups are also consolidating physician offices creating additional opportunity for ambulatory software providers such as NextGen. Our strategy is to focus addressing upcoming needs of accountable care organizations around interoperability, patient engagements, population health, and data analytics. We believe that our core strength lies in the central role our software products and services play in the delivery of healthcare by the primary physician in an ambulatory setting. We intend to remain at the forefront of upcoming new regulatory requirements including ICD-10 and meaningful use requirements for stimulus payments. We believe that the expanded requirements for continued eligibility for incentive payments under meaningful use rules will result in an expanded replacement market for electronic health records software. We intend to continue the development and enhancement of our software solutions to support healthcare reform and the transition from fee for service to pay for performance/quality initiatives such as accountable care organizations. Key elements of our future software development will be to continue to integrate our ambulatory and inpatient products, making our products more intuitive and easy to use, and enhancing our ability to deliver our software over the cloud with the latest technology.

We also want to continue investments in our infrastructure, including but not limited to adding new clients through maintaining and expanding sales, marketing and product development activities and expanding our relationship with existing clients through delivery of add-on and complementary products and services while continuing our gold-standard commitment of service in support of our client satisfaction programs. These investments in our infrastructure will continue while maintaining reasonable expense discipline. We believe that our growing customer base that is using our software on a daily basis is a strategic asset, and we intend to expand our product and service offerings towards this customer base in order to leverage this strategic asset.

Critical Accounting Policies and Estimates

The discussion and analysis of our consolidated financial statements and results of operations is based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these consolidated financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenue and expenses, and related disclosures of contingent assets and liabilities. On an on-going basis, we evaluate estimates (including but not limited to those related to revenue recognition, uncollectible accounts receivable, capitalizable software development costs, intangible assets and self-insurance accruals) for reasonableness. We base our estimates on historical experience and on various other assumptions that management believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that may not be readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

We describe our significant accounting policies in Note 2, “Summary of Significant Accounting Policies,” of our Notes to Consolidated Financial Statements included in our Annual Report. We discuss our critical accounting policies and estimates in Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” of our Annual Report. There have been no material changes in our significant accounting policies or critical accounting policies and estimates since the end of fiscal year 2013.

Company Overview

Quality Systems, Inc. was incorporated in California in 1974. Our principal offices are located at 18111 Von Karman Ave., Suite 700, Irvine, California, 92612. We operate on a fiscal year ending on March 31.

The Company was founded with an early focus on providing information systems to dental group practices. This focus area would later become the QSI Dental Division. In the mid-1980s, we capitalized on the increasing focus on medical cost containment and further expanded our information processing systems to serve the ambulatory market. In the mid-1990s, we made two acquisitions that accelerated our penetration of the ambulatory market and formed the basis for the NextGen Division. More recently in the last few years, we acquired several companies, which operate under the Hospital Solutions Division, as part of our strategy to expand into the small and specialty hospital market. Today, we serve the dental, ambulatory, hospital and RCM services markets through our QSI Dental Division, NextGen Division, Hospital Solutions Division and RCM Services Division.

The Divisions have historically operated as stand-alone operations, with each Division maintaining its own distinct product lines, product platforms, development, implementation and support teams and branding. However, there are a growing number of customers who are simultaneously utilizing software or services from more than one of our Divisions. In an effort to encourage this cross selling of our products and services between Divisions, we are in the process of further integrating our ambulatory and inpatient products to provide a more robust and comprehensive platform to offer our customers. The Divisions also share the resources of our “corporate office,” which includes a variety of accounting and other administrative functions.

In September 2012, we announced certain organizational changes to achieve greater efficiency and integration in our operations as well as to enhance our ability to cross sell products and services to our customers. The changes consolidated Sales, Marketing, Information Technology, and Software Development responsibilities into separate Company-wide roles. We also announced the hiring of a Chief Operating Officer, reporting directly to the Chief Executive Officer, responsible for the operations of the Company across all Divisions. We are continuing to evaluate the organizational structure of the Company with the objective to achieve greater synergies and further integration of our products and services.

The QSI Dental Division, NextGen Division and Hospital Solutions Division develop and market software that is designed to automate and streamline a number of the administrative functions required for operating a medical, dental, or hospital practice, such as patient scheduling and billing. It is important to note that since in both the medical and dental environments, practice management software systems have already been implemented by the vast majority of practices, we actively compete for the replacement market. These Divisions also develop and market software that automates patient records in physician practices, community health centers (CHCs) and hospital settings. In this patient records area of our business, we are typically competing to replace paper-based patient record alternatives as opposed to replacing previously purchased systems. The Hospital Solutions Division develops and markets financial management and billing software products, which perform administrative functions required for operating small and specialty hospitals as well as clinical offerings such as multi-disciplinary clinical documentation and computerized physician order entry (CPOE). The RCM Services Division provides technology solutions and outsourcing services to cover the full spectrum of healthcare providers' RCM needs, with a primary focus on outsourced billing and collection services.

In January 2011, QSIH was formed in Bangalore, India to function as our India-based captive to offshore technology application development and business processing services.

We continue to pursue product and service enhancement initiatives within each of our Divisions. The majority of such expenditures are currently targeted to the NextGen and Hospital Solutions Division product lines and client bases.

The following table reflects our reported segment revenue and segment revenue growth by Division for the three months ended June 30, 2013 and 2012:

	Segment Revenue Breakdown	
	Three Months Ended June 30,	
	2013	2012
QSI Dental Division	4.7%	4.2%
NextGen Division	74.4%	72.9%
Hospital Solutions Division	5.0%	9.6%
RCM Services Division	15.9%	13.3%
Consolidated	100.0%	100.0%

	Segment Revenue Growth	
	Three Months Ended June 30,	
	2013	2012
QSI Dental Division	4.0 %	(2.8)%
NextGen Division	(5.4)%	15.5 %
Hospital Solutions Division	(51.9)%	55.9 %
RCM Services Division	10.1 %	17.5 %
Consolidated	(7.4)%	17.8 %

QSI Dental Division. The QSI Dental Division, co-located with our corporate headquarters in Irvine, California, focuses on developing, marketing and supporting software suites sold to dental group organizations located throughout the United States. The QSI Dental Division sells additional licenses to its legacy products as existing clients expand their operations, and sells its Web-based SaaS model practice management and clinical software solutions to new customers. This software solution, QSIDental™ Web™, is marketed primarily to multi-location dental group practices in which the QSI Dental Division has historically been a dominant player. Further, QSI Dental sells its Electronic Dental Chart in conjunction with NextGen PM ("Practice Management") and EHR ("Electronic Health Record") and marketed as NextGen EDR (“Electronic Dental Record”) to Federally Qualified Health Centers (“FQHC”) and other safety net entities further defined below.

The QSI Dental Division participates jointly with the NextGen Division in providing software and services to safety-net clinics like FQHCs and other “safety net” health centers, including Public Health Centers, Community Health Centers, Free Clinics, as well as Rural and Tribal Health Centers. FQHCs are community-based organizations and are funded by the federal government, which provide medical and dental services to underprivileged and underserved communities. The Patient Protection and Affordable Care Act, which was signed into law in March 2010, reserved $11 billion over a multi-year period for FQHCs, creating unprecedented opportunities for FQHCs growth and the formation of new FQHCs. When combined and used in tandem, NextGen® Ambulatory EHR, NextGen® Electronic Dental Record and NextGen® Practice Management provides a unique product in this marketplace - an integrated patient record accessible by both physicians and dentists. On May 9, 2012, NextGen® EDR version 4.2 was ONC-ATCB certified by the Certification Commission for Health Information (CCHIT®) as a complete EHR and complies with all clinical quality measures for Eligible Providers. The additional software NextGen® EDR version 4.2 relied on to demonstrate compliance was NextGen® Ambulatory EHR version 5.6 SP1.

The QSI Dental Division's legacy practice management software suite uses a UNIX® operating system. It's Clinical Product Suite (“CPS”) can be fully integrated with the client server-based practice management software offered from each of our Divisions. When integrated and delivered with the NextGen® Practice Management solution, CPS is re-branded as NextGen® EDR. CPS/EDR incorporates a wide range of clinical tools including, but not limited to, periodontal charting and digital imaging of X-ray and inter-oral camera images as part of the electronic patient record. The QSI Dental Division also develops, markets, and provides EDI services to dental practices, including electronic submission of claims to insurance providers as well as automated patient statements.

NextGen Division. The NextGen Division, with headquarters in Horsham, Pennsylvania and a significant location in Atlanta, Georgia, provides integrated clinical, financial and connectivity solutions for ambulatory and dental provider organizations. The NextGen Division's major product categories include the NextGen Ambulatory product suite and NextGen Community Connectivity.

The NextGen Ambulatory product suite streamlines patient care with standardized, real-time clinical and administrative workflows within a physician’s practice, and major product categories include NextGen Electronic Health Records (“NextGen^ehr”), NextGen Practice Management (“NextGen^pm”), NextGen Dashboard, NextGen Mobile and NextGen NextPen. NextGen Community Connectivity consists of NextGen Health Information Exchange (“NextGen HIE,” formerly Community Health Solution), NextGen Patient Portal (“NextMD.com”), and NextGen Health Quality Measures (“NextGen HQM”). The NextGen Division also offers hosting services, NextGuard – Data Protection services, and consulting services, such as strategic governance models and operational transformation, technical consulting such as data conversions or interface development. The NextGen Division products utilize Microsoft Windows technology and can operate in a client-server environment as well as via private intranet, the Internet, or in an ASP environment. The NextGen Division also provides EDI services, which include electronic submission of claims to insurance providers as well as automated patient statements.

Hospital Solutions Division. The Hospital Solutions Division, with its primary location in Austin, Texas, provides integrated clinical, financial and connectivity solutions for rural, community and specialty hospitals. This Hospital Solutions Division also develops and markets an equivalent revenue cycle management and clinical information systems software products for the small and specialty hospital market, which perform the administrative functions required for operating hospitals.

In the last few years, we have continued to acquire companies that were established developers of software and services for the inpatient market to operate under the Hospital Solutions Division. On May 1, 2012, we acquired The Poseidon Group ("Poseidon"), a provider of emergency department software. On July 26, 2011, we acquired CQI Solutions, Inc. ("CQI"), a provider of hospital systems for surgery management. On April 29, 2011, we acquired IntraNexus, Inc. ("IntraNexus"), a provider of Web-based integrated clinical and hospital information systems. On February 10, 2010, we acquired Opus Healthcare Solutions, LLC ("Opus"), a provider of Web-based clinical solutions to hospital systems and integrated health networks nationwide and on August 12, 2009 we acquired Sphere Health Systems, Inc. ("Sphere"), a provider of financial information systems to the small hospital inpatient market. These acquisitions are part of our strategy to continue to expand in the small and specialty hospital market and to add new clients by taking advantage of cross selling opportunities between the ambulatory and inpatient markets.

RCM Services Division. The RCM Services Division, with locations in St. Louis, Missouri, North Canton, Ohio and Hunt Valley, Maryland, provides technology solutions and consulting services to cover the full spectrum of healthcare providers' RCM needs, from patient access through claims denials, with a primary focus on billing and collection services. The RCM Services Division combines a Web-delivered SaaS model and the NextGen® Practice Management software platform to execute its service offerings. Execution of the plan to transition our client base onto the NextGen platform is being implemented. On April 15, 2012, we acquired Matrix Management Solutions, LLC (“Matrix”). Since 1998, North Canton, Ohio-based Matrix, a value-added reseller for NextGen Healthcare, has provided RCM services, healthcare IT solutions and training, implementation and support centered on NextGen® technology, to its clients nationwide. The acquisition has enabled our RCM Services Division to expand its footprint among private and hospital-based physicians and groups by leveraging Matrix's RCM expertise.

Overview of Our Results

- Consolidated revenue decreased 7.4% in the three months ended June 30, 2013 as compared to the prior year period. The decrease reflects a 40.5% decline in system sales revenue, mitigated by 8.2% growth in recurring services revenue (i.e. maintenance, EDI, RCM and other services revenues).
- Consolidated gross profit as a percentage of revenue decreased to 56.1% for the three months ended June 30, 2013 compared to 59.1% in the prior year period. The decline was attributable to a shift in the mix of revenue towards recurring services and a decline in the profit margin on system sales revenue. For the three months ended June 30, 2013, recurring services revenue comprised 79.4% of consolidated revenue, as compared to 68.0% in the prior year period.
- Consolidated operating income decreased 16.8% in the three months ended June 30, 2013 as compared to the prior year period primarily due to a 12.1% decrease in consolidated gross profit mitigated by a 9.7% reduction in total operating expenses.
- Total cash and cash equivalents plus marketable securities increased by $12.0 million to $130.0 million as of June 30, 2013, as compared to $118.0 million as of March 31, 2013. Contributing to this increase was significant cash inflows from operating activities for the three months ended June 30, 2013 of $31.5 million (as compared to $19.9 million of net cash inflows from operating activities for the prior year period).

QSI Dental Division

- QSI Dental Division revenue increased 4.0% in the three months ended June 30, 2013 and divisional operating income (excluding unallocated corporate expenses) increased 103.5% as compared to the same prior year period. The increase in operating income is primarily the result of an increase in total revenue in the current period. It should be noted that the QSI Dental Division's new software solution (“QSIDental™ Web”) is being sold as a SaaS solution which spreads revenue over a longer period of time rather than being recognized upfront. Revenue recognized from QSIDental Web was not significant in the three months ended June 30, 2013.
- The QSI Dental Division is well-positioned to sell to the FQHCs market and intends to continue leveraging the NextGen Division's sales force to sell its dental electronic medical records software to practices that provide both medical and dental services, such as FQHCs, which are receiving grants as part of the ARRA.
- Our goal for the QSI Dental Division is to maximize profit performance given the constraints represented by a relatively weak purchasing environment in the dental group practice market while taking advantage of opportunities with the new QSIDental™ Web product.

NextGen Division

- NextGen Division revenue decreased 5.4% in the three months ended June 30, 2013, as compared to the same prior year period. NextGen revenue was positively impacted by 12.3% growth in service revenue, which was offset by a 37.5% decline in system sales revenue. Recurring revenue, which consists primarily of maintenance and EDI revenue, increased 11.4% to $48.9 million and accounted for 60.0% of total NextGen Division revenue for the three months ended June 30, 2013. In the same period a year ago, recurring revenue of $43.9 million represented 51.0% of total NextGen Division revenue.

- NextGen Division operating income (excluding unallocated corporate expenses) grew 2.5% in the three months ended June 30, 2013, as compared to the same prior year period. The increase in operating income is primarily the result of a 16.5% decrease in total operating expenses in the current period, partially offset by a decrease in total revenue.
- Our goals include taking maximum advantage of benefits related to the ARRA and continuing to further enhance our existing products, including continued efforts to maintain our status as a qualified vendor under the ARRA, expanding our software and service offerings supporting pay-for-performance initiatives around accountable care organizations, bringing greater ease of use and intuitiveness to our software products, expanding our interoperability capabilities, integrating our inpatient and ambulatory software products and further development and enhancements of our portfolio of specialty focused templates within our EHR software. We intend to remain at the forefront of upcoming new regulatory requirements, including ICD-10 and meaningful use requirements for stimulus payments. We believe that the expanded requirements for continued eligibility for incentive payments under meaningful use rules will result in an expanded replacement market for electronic health records software. We also intend to continue selling additional software and services to existing clients, expanding penetration of connectivity and other services to new and existing clients, and capitalizing on growth and cross selling opportunities within the RCM Services Division and the Hospital Solutions Division.
- The NextGen Division’s growth is attributed to a strong brand name and reputation within a growing marketplace for electronic health records and investments in sales and marketing activities, including new marketing campaigns, trade show attendance and other expanded advertising and marketing expenditures. We have also recently expanded our relationship with certain value added resellers with significant resources both domestically and internationally.

Hospital Solutions Division

- Hospital Solutions Division revenue decreased 51.9% in the three months ended June 30, 2013. Revenue was negatively impacted by a 64.7% decline in system sales, as well as lower maintenance revenue and higher accruals for anticipated sales returns. The decline in maintenance revenue relates to a scheduled run-off related to a specific legacy customer of one of the acquired entities of the division.
- Divisional operating income/(loss) (excluding unallocated corporate expenses) was $(2.6) million for the three months ended June 30, 2013 as compared to $2.3 million for the same prior year period. Operating income was negatively impacted by significantly lower revenue during the period, partially offset by a decrease in total operating expenses.
- The Hospital Solutions Division has benefited from being able to offer both financial and CCHIT® certified clinical software, which has been packaged together, and in May 2013, the division's NextGen® Inpatient Clinicals software was certified for stage two of meaningful use. The Hospital Solutions Division has also benefited from cross sell opportunities with existing NextGen Division customers, including hospitals that are owned or affiliated with physician offices.
- The Hospital Solutions Division has incurred losses in the last several quarters and is expected to continue to incur losses for the foreseeable future while we continue to invest in implementation and training, support, and development to support our growing customer base and maximize customer satisfaction. We continue to believe in the long term opportunity in the small hospital market in spite of the recent losses which we have incurred.

RCM Services Division

- RCM Services Division revenue increased 10.1% in the three months ended June 30, 2013. The RCM Services Division benefited from organic growth achieved through cross selling RCM services to existing NextGen Division clients and well as new clients added during the three months ended June 30, 2013.
- Operating income as a percentage of revenue increased to approximately 16.3% of revenue in the three months ended June 30, 2013 versus 11.7% of revenue in the same prior year period primarily as a result of an increase in the RCM Services Division's revenue and gross profit compared to the prior year period.
- The Company believes that a significant opportunity exists to cross sell revenue cycle management services to existing NextGen Division customers. The portion of existing NextGen Division customers who are using the RCM Services Division's RCM services is less than 10%. We also believe that the increased complexity related to the billing and collections process, which goes into effect with ICD-10 in October of 2014, will create additional opportunities for our RCM Services Division.
- There is also a significant opportunity to expand the RCM Services Division's services into the Hospital Solution and Dental Division's customers as well. Management is actively pursuing efforts to achieve faster growth from expanded efforts to leverage the existing NextGen Division's sales force towards selling RCM services.
- Actual and expected customer turnover may impact short term revenue for the division. However, we are encouraged by increased sales activity and a growing sales pipeline of RCM services.

The following table sets forth, for the periods indicated, the percentage of net revenue represented by each item in our consolidated statements of income (certain percentages below may not sum due to rounding):

	Three Months Ended June 30,	
(Unaudited)	2013	2012
Revenues:		
Software and hardware	14.6%	21.8%
Implementation and training services	6.0	10.2
System sales	20.6	32.0
Maintenance	35.2	32.6
Electronic data interchange services	15.2	11.7
Revenue cycle management and related services	14.6	12.2
Other services	14.3	11.5
Maintenance, EDI, RCM and other services	79.4	68.0
Total revenues	100.0	100.0
Cost of revenue:		
Software and hardware	4.5	4.9
Implementation and training services	6.5	7.7
Total cost of system sales	11.0	12.6
Maintenance	4.8	4.1
Electronic data interchange services	9.9	7.8
Revenue cycle management and related services	10.4	9.2
Other services	7.8	7.2
Total cost of maintenance, EDI, RCM and other services	32.9	28.3
Total cost of revenue	43.9	40.9
Gross profit	56.1	59.1
Operating expenses:		
Selling, general and administrative	32.0	31.0
Research and development costs	5.1	7.2
Amortization of acquired intangible assets	1.1	1.0
Total operating expenses	38.2	39.2
Income from operations	17.9	19.9
Interest income, net	0.0	0.0
Other expense, net	(0.2)	(0.2)
Income before provision for income taxes	17.7	19.7
Provision for income taxes	5.8	6.6
Net income	11.9%	13.1%

Comparison of the Three Months Ended June 30, 2013 and June 30, 2012

Net Income. Our net income for the three months ended June 30, 2013 was $12.9 million, or $0.22 per share on both a basic and fully diluted basis. In comparison, we earned $15.5 million, or $0.26 per share on both a basic and fully diluted basis for the three months ended June 30, 2012. The change in net income for the three months ended June 30, 2013 was primarily attributed to the following:

- a decline in consolidated gross profit of $8.4 million (12.1%) resulting from a 54.4% decrease in consolidated system sales gross profit, mitigated by 8.6% growth in gross profit from recurring services revenue. The decline in consolidated system sales gross profit reflects both the decline in this category of revenue, as well as lower profit margins on the revenue. The increase in gross profit from recurring services revenue reflects growth in this category of revenue.

- a $4.5 million (9.7%) reduction in total operating expenses compared to the prior year period. This decrease principally reflects a reduction in selling, general and administrative and research and development expenses driven by various cost saving initiatives enacted by the Company.
- a reduction of $1.4 million in the provision for income taxes, principally reflecting a lower level of taxable income in the current period.

Revenue. Revenue for the three months ended June 30, 2013 decreased 7.4% to $109.5 million from $118.3 million for the three months ended June 30, 2012. NextGen Division revenue decreased 5.4% to $81.5 million compared to $86.2 million in the three months ended June 30, 2012, QSI Dental Division revenue increased 4.0% to $5.2 million from $5.0 million, RCM Services Division revenue increased 10.1% to $17.4 million from $15.8 million, and Hospital Solutions Division revenue decreased 51.9% during that same period to $5.5 million from $11.4 million.

System Sales. Revenue earned from our company-wide sales of systems for the three months ended June 30, 2013 decreased 40.5% to $22.5 million from $37.9 million in the same prior year period.

Our decrease in revenue from sales of systems was principally the result of a 37.5% decrease in system sales revenue at our NextGen Division, which decreased $11.5 million to $19.2 million during the three months ended June 30, 2013 from $30.7 million during the same prior year period. The decrease in system sales was driven primarily by lower sales of software to both new and existing clients for both the NextGen and Hospital Solutions Divisions.

The following table breaks down our reported system sales into software, hardware and third-party software, and implementation and training services components on a consolidated and divisional basis for the three months ended June 30, 2013 and 2012 (in thousands):

	Software	Hardware, Third Party Software	Implementation and Training Services	Total System Sales
Three Months Ended June 30, 2013				
QSI Dental Division	$ 551	$ 391	$ 277	$ 1,219
NextGen Division	13,496	1,398	4,297	19,191
Hospital Solutions Division	(40)	83	2,001	2,044
RCM Services Division	93	—	—	93
Consolidated	$ 14,100	$ 1,872	$ 6,575	$ 22,547
Three Months Ended June 30, 2012				
QSI Dental Division	$ 480	$ 390	$ 390	$ 1,260
NextGen Division	20,693	1,265	8,715	30,673
Hospital Solutions Division	2,496	417	2,882	5,795
RCM Services Division	99	4	59	162
Consolidated	$ 23,768	$ 2,076	$ 12,046	$ 37,890

NextGen Division software license revenue decreased 34.8% in the three months ended June 30, 2013 versus the same period last year. The NextGen Division's software revenue accounted for 70.3% of divisional system sales revenue during the three months ended June 30, 2013 compared to 67.5% during the same period a year ago. Software license revenue continues to be an area of primary emphasis for the NextGen Division. Our decline in software revenue was related to a number of factors including higher adoption rates by large physician groups which resulted in a smaller number of new opportunities, the consolidation of physician offices by hospitals and other large enterprises thereby reducing the number of potential opportunities, and an extension to the deadline to adopt stage two meaningful use requirements until calendar 2014.

We believe there are other trends which may positively impact future systems sales. Many of our existing large enterprise customers have plans to grow which will create future revenue opportunities as these customers purchase additional software and services to support their growth plans. We also expect to benefit from the growth of a replacement market driven by an expected consolidation of EHR vendors. Finally, we believe many new opportunities will be created by the evolution of healthcare from a pay for services reimbursement model to a pay for performance model around the management of patient populations. We are developing new products around these new opportunities which are expected to help drive future growth. It is difficult to assess the relative impact as well as the timing of positive and negative trends, however, we believe the Company is well positioned to support the ever increasing need for healthcare information technology.

During the three months ended June 30, 2013, 7.3% of the NextGen Division's system sales revenue was represented by hardware and third-party software compared to 4.1% during same period a year ago. The number of clients who purchase hardware and third-party software and the dollar amount of hardware and third-party software revenue fluctuates each quarter depending on the needs of clients. The inclusion of hardware and third-party software in the NextGen Division's sales arrangements is typically at the request of our clients.

Implementation and training revenue related to system sales at the NextGen Division decreased 50.7% in the three months ended June 30, 2013 compared to the same prior year period primarily due to a decline in the amount of new system sales in the division. Implementation and training revenue related to system sales at the Hospital Solutions Division decreased 30.6%, in the three months ended June 30, 2013 as compared to the same prior year period. The amount of implementation and training services revenue is dependent on several factors, including timing of client implementations, the availability of qualified staff and the mix of services being rendered. It should be noted that we have experienced a decline in the level of systems sales in recent quarters which in turn have resulted in a decline in the amount of implementation services sold, specifically in the NextGen Division. We have not reduced our staffing levels in spite of the decline in revenue as we believe that the demand for services is going to increase especially as our customers implement new versions of our software related to the ICD-10 requirements. While the gross margin on implementation and training revenue was negative in the current quarter, we expect margins to improve as demand for services increases in future quarters.

Maintenance, EDI, RCM and Other Services. For the three months ended June 30, 2013, our company-wide revenue from maintenance, EDI, RCM and other services grew 8.2% to $87.0 million from $80.4 million in the same prior year period. The increase is primarily due to an increase in maintenance, EDI and other services revenue from the NextGen Division and RCM revenue from the RCM Services Division.

Total NextGen Division maintenance revenue for the three months ended June 30, 2013 grew 6.4% to $33.7 million from $31.7 million for the same prior year period while NextGen Division EDI revenue grew 24.3% to $15.2 million compared to $12.3 million in the same prior year period. Other services revenue for the NextGen Division, which consists primarily of third-party annual software license renewals, consulting services, SaaS fees and hosting services, increased 15.7% to $13.4 million in the three months ended June 30, 2013 from $11.6 million in the same prior year period. Other services revenue benefited from a strong increase in consulting revenue to existing NextGen Division customers.

QSI Dental Division maintenance, EDI and other services revenue for the three months ended June 30, 2013 and 2012 was $3.9 million and $3.7 million, respectively. For the three months ended June 30, 2013, RCM revenue for the RCM Services Division increased to $16.0 million compared to $14.4 million in the same prior year period. For the Hospital Solutions Division, maintenance and other services revenue for the three months ended June 30, 2013 decreased 38.6% as compared to the same prior year period primarily due to a decrease in maintenance revenue primarily due to a scheduled roll off of an existing legacy customer of one of the acquired entities of the division.

The following table details maintenance, EDI, RCM and other services revenue by category on a consolidated and divisional basis for the three months ended June 30, 2013 and 2012 (in thousands):

	Maintenance	EDI	RCM	Other	Total
Three Months Ended June 30, 2013					
QSI Dental Division	$ 2,111	$ 1,406	$ —	$ 415	$ 3,932
NextGen Division	33,707	15,236	—	13,401	62,344
Hospital Solutions Division	2,582	37	—	804	3,423
RCM Services Division	208	13	16,015	1,047	17,283
Consolidated	$ 38,608	$ 16,692	$ 16,015	$ 15,667	$ 86,982
Three Months Ended June 30, 2012					
QSI Dental Division	$ 1,961	$ 1,385	$ —	$ 347	$ 3,693
NextGen Division	31,684	12,254	—	11,581	55,519
Hospital Solutions Division	4,747	—	—	823	5,570
RCM Services Division	176	184	14,401	863	15,624
Consolidated	$ 38,568	$ 13,823	$ 14,401	$ 13,614	$ 80,406

Maintenance revenue for the NextGen Division increased by $2.0 million for the three months ended June 30, 2013 as compared to the same prior year period, primarily as a result of net additional licenses from both new and existing clients.

The NextGen Division's EDI revenue growth has come from new clients and from further penetration of the division's existing client base while the growth in RCM revenue is primarily attributable to organic growth. We intend to continue to promote maintenance, EDI and RCM services to both new and existing clients. Growth in other services revenue is primarily due to increases in third-party annual software licenses, consulting services, SaaS fees, patient portal subscription fees and hosting services revenue.

Cost of Revenue. Cost of revenue for the three months ended June 30, 2013 decreased slightly to $48.1 million from $48.4 million in the same prior year period and the cost of revenue as a percentage of revenue increased to 43.9% from 40.9%. The increase in the cost of revenue as a percentage of revenue is due to a change in the mix of revenues toward recurring services revenue, which have historically carried a lower profit margin than system sales, as well as a decrease in the margins on system sales. Though the total cost of system sales have declined from the prior year period, that rate of cost decreases was lower than that of the related revenue decreases.

The following table details revenue and cost of revenue on a consolidated and divisional basis for the three months ended June 30, 2013 and 2012 (in thousands):

	Three Months Ended June 30,			
	2013	%	2012	%
QSI Dental Division				
Revenue	$ 5,151	100.0%	$ 4,953	100.0%
Cost of revenue	2,598	50.4%	2,428	49.0%
Gross profit	$ 2,553	49.6%	$ 2,525	51.0%
NextGen Division				
Revenue	$ 81,535	100.0%	$ 86,192	100.0%
Cost of revenue	28,678	35.2%	29,497	34.2%
Gross profit	$ 52,857	64.8%	$ 56,695	65.8%
Hospital Solutions Division				
Revenue	$ 5,467	100.0%	$ 11,365	100.0%
Cost of revenue	4,242	77.6%	4,542	40.0%
Gross profit	$ 1,225	22.4%	$ 6,823	60.0%
RCM Services Division				
Revenue	$ 17,376	100.0%	$ 15,786	100.0%
Cost of revenue	11,883	68.4%	11,246	71.2%
Gross profit	$ 5,493	31.6%	$ 4,540	28.8%
Unallocated cost of revenue	$ 671	N/A	$ 682	N/A
Consolidated				
Revenue	$ 109,529	100.0%	$ 118,296	100.0%
Cost of revenue	48,072	43.9%	48,395	40.9%
Gross profit	$ 61,457	56.1%	$ 69,901	59.1%

Gross profit margins for the QSI Dental Division, NextGen Division and the Hospital Solutions Division decreased for the three months ended June 30, 2013 compared to the same prior year period primarily due to a significant decrease in total system sales (consisting of both software and hardware sales and training and implementation services). Though the cost of sales decreased relating to each primary category of revenue within total system sales, such costs did not decrease at the same rate as the decrease in revenues. Gross profit margin in the RCM Services Division increased to 31.6% for the three months ended June 30, 2013 as compared to 28.8% for the same prior year period primarily due to improved recurring revenue profit margins during the current period.

The following table details the individual components of cost of revenue and gross profit as a percentage of total revenue on a consolidated and divisional basis for the three months ended June 30, 2013 and 2012:

	Hardware, Third Party Software	Payroll and Related Benefits	EDI	Other	Total Cost of Revenue	Gross Profit
Three Months Ended June 30, 2013						
QSI Dental Division	6.1%	19.7%	14.3%	10.3%	50.4%	49.6%
NextGen Division	1.5%	12.4%	11.4%	9.9%	35.2%	64.8%
Hospital Solutions Division	0.7%	40.9%	0.4%	35.6%	77.6%	22.4%
RCM Services Division	0.0%	42.9%	0.9%	24.6%	68.4%	31.6%
Consolidated	1.5%	19.0%	9.3%	14.1%	43.9%	56.1%
Three Months Ended June 30, 2012						
QSI Dental Division	5.3%	19.3%	14.0%	10.4%	49.0%	51.0%
NextGen Division	1.4%	11.5%	9.0%	12.3%	34.2%	65.8%
Hospital Solutions Division	4.4%	18.3%	0.0%	17.3%	40.0%	60.0%
RCM Services Division	0.0%	45.0%	1.3%	24.9%	71.2%	28.8%
Consolidated	1.6%	16.9%	7.3%	15.1%	40.9%	59.1%

During the three months ended June 30, 2013, hardware and third-party software constituted a slightly lower portion of cost of revenue compared to the same prior year period in the NextGen Division. The number of clients who purchase hardware and third-party software and the dollar amount of hardware and third-party software purchased fluctuates each quarter depending on the needs of our clients. Gross profit for the Hospital Solutions Division decreased to 22.4% for the three months ended June 30, 2013 as compared to 60.0% for the same prior year period due to significant declines in system sales revenues and maintenance gross profit. The change in maintenance gross profit was primarily a result of increased sales reserves in the current period.

Our payroll and benefits expense associated with delivering our products and services increased to 19.0% of consolidated revenue in the three months ended June 30, 2013 compared to 16.9% during the same period last year. The absolute level of consolidated payroll and benefit expenses grew from $20.0 million in the three months ended June 30, 2012 to $20.8 million in the three months ended June 30, 2013. The majority of the increase, approximately $0.3 million, is related to the RCM Services Division. RCM is a service business, which inherently has higher payroll costs as a percentage of revenue. Other increases of approximately $0.2 million in the NextGen Division and $0.2 million for the Hospital Solutions Division are primarily due to increased payroll and benefits expense associated with delivering products and services. Payroll and benefit expenses related to the QSI Dental Division increased $0.1 million period over period. The amount of share-based compensation expense included in cost of revenue was not significant for the three months ended June 30, 2013 and 2012.

Other cost of revenue, which primarily consists of third-party annual license, hosting costs and outsourcing costs, decreased to 14.1% of total revenue during the three months ended June 30, 2013 as compared to 15.1% for the same period a year ago. Other expenses decreased as a percentage of revenue primarily due to the mix of other services revenue sold compared to the prior year period.

As a result of the foregoing events and activities, our gross profit percentage decreased to 56.1% for the three months ended June 30, 2013 versus 59.1% for the same prior year period.

Selling, General and Administrative Expenses. Selling, general and administrative expenses for the three months ended June 30, 2013 decreased 4.3% to $35.1 million as compared to $36.7 million for the prior year period. The decrease in these expenses resulted primarily from:

- $1.1 million decrease in salaries and related benefit expenses, attributable to cost control initiatives
- $0.6 million decrease in sales commissions, reflecting the lower level of revenues
- $0.3 million decrease in acquisition related expenses, including fair value adjustments; partially offset by a
- $0.4 million increase in bad debt expense

Share-based compensation expense was approximately $0.4 million and $0.8 million for the three months ended June 30, 2013 and 2012, respectively, and is included in the aforementioned amounts. Selling, general and administrative expenses as a percentage of revenue increased from 31.0% in the three months ended June 30, 2012 to 32.0% in the three months ended June 30, 2013.

Research and Development Costs. Research and development costs for the three months ended June 30, 2013 and 2012 were $5.6 million and $8.6 million, respectively. Research and development costs as a percentage of revenue decreased to 5.1% in the three months ended June 30, 2013 from 7.2% for the prior year period. The decrease in research and development expenses was primarily due to the achievement of technological feasibility for one of our major projects intended to bring greater integration between our ambulatory and inpatient software products and solutions, therefore allowing us to begin to capitalize costs related to this project in the second quarter of fiscal 2013. We also continue to invest significantly in enhancements to our specialty template development, preparation for ICD10 requirements, new products including NextGen Mobile, NextGen NextPen, NextGen Community Connectivity consisting of NextGen Health Information Exchange (“NextGen HIE,” formerly Community Health Solution), NextGen Patient Portal (“NextMD.com”), and NextGen Health Quality Measures (“NextGen HQM”), and other enhancements to our existing products. Additions to capitalized software costs offset increases in research and development costs. For the three months ended June 30, 2013 and 2012, our additions to capitalized software were $7.3 million and $4.3 million, respectively, as we continue to enhance our software to meet the Meaningful Use definitions under the ARRA as well as further integrate both ambulatory and inpatient products. The increase in capitalized software added in the current quarter was primarily the result of greater investment in the Hospital Solutions Division. For the three months ended June 30, 2013 and 2012, total research and development expenditures including costs expensed and costs capitalized were both $12.9 million. We intend to continue to invest heavily in research and development as we develop a new integrated inpatient and outpatient, web-based software platform as well as continue to bring additional functionality and features to the medical community. Share-based compensation expense included in research and development costs was not significant for the three months ended June 30, 2013 and 2012.

Amortization of Acquired Intangible Assets. Amortization included in operating expenses related to acquired intangible assets for the three months ended June 30, 2013 and 2012 were $1.2 million and $1.1 million, respectively.

Interest and Other Income (Expense). Total interest and other income (expense) was $(0.2) million for both the three months ended June 30, 2013 and 2012. Interest and other income (expense) consists primarily of dividends and interest earned on our investments along with foreign currency gains or losses for the period.

Our investment policy is determined by our Board of Directors. We currently maintain our cash in very liquid short term assets including tax exempt and taxable money market funds, Certificates of Deposit and short term Municipal Bonds with maturities of 365 days or less at the time of purchase. Our Board of Directors continues to review alternate uses for our cash including, but not limited to, payment of a special dividend, initiation of a stock buyback program, an expansion of our investment policy and other items. Additionally, it is possible that we will utilize some or all of our cash to fund acquisitions or other similar business activities. Any or all of these programs could significantly impact our investment income in future periods.

Provision for Income Taxes. The provision for income taxes for the three months ended June 30, 2013 and 2012 were $6.4 million and $7.8 million, respectively. The effective tax rates were 33.0% and 33.6% for the three months ended June 30, 2013 and 2012, respectively. The effective rate for the three months ended June 30, 2013 decreased as compared to the same prior year period due to a net benefit from the federal research and development tax credit, an increase benefit in qualified production activities deduction, and a decreased benefit of current period discrete items.

Liquidity and Capital Resources

The following table presents selected financial statistics and information for the three months ended June 30, 2013 and 2012 (dollar amounts in thousands):

	Three Months Ended June 30,	
	2013	2012
Cash and cash equivalents and marketable securities	$ 130,026	$ 134,896
Net increase (decrease) in cash and cash equivalents and marketable securities	$ 12,015	$ (4,535)
Net income	$ 12,945	$ 15,497
Net cash provided by operating activities	$ 31,527	$ 19,880
Number of days of sales outstanding (1)	116	118

(1) Days sales outstanding is equal to net accounts receivable divided by average daily revenue.

Cash Flows from Operating Activities

Cash provided by operations has historically been our primary source of cash and has primarily been driven by our net income plus adjustments to add back non-cash expenses, including depreciation, amortization of intangibles and capitalized software costs, provisions for bad debts and inventory obsolescence, share-based compensation, changes in fair value of contingent consideration and deferred taxes.

The following table summarizes our consolidated statements of cash flows for the three months ended June 30, 2013 and 2012 (in thousands):

	Three Months Ended June 30,	
	2013	2012
Net income	$ 12,945	$ 15,497
Non-cash expenses	9,164	8,337
Change in deferred revenue	(2,416)	(12,677)
Cash from net income, as adjusted	19,693	11,157
Change in accounts receivable	7,503	(7,492)
Change in other assets and liabilities	4,331	16,215
Net cash provided by operating activities	$ 31,527	$ 19,880

Net Income. Net income makes up the majority of our cash generated from operations for the three months ended June 30, 2013 and 2012. In addition, cash flows are affected by non-cash adjustments including depreciation, amortization of intangibles and amortization of capitalized software costs, provisions for bad debts, share-based compensation, changes in fair value of contingent consideration and deferred taxes. Total non-cash expenses were $9.2 million and $8.3 million for the three months ended June 30, 2013 and 2012, respectively. The $0.9 million increase in non-cash expenses for the three months ended June 30, 2013 as compared to the same prior year period is primarily due to increases of approximately $0.3 million in depreciation, $0.2 million of amortization of capitalized software costs, $0.4 million of bad debt expense and a $0.5 million increase in deferred income tax expense, partially offset by a $0.4 million decrease in share-based compensation, a $0.1 million decrease in fair value adjustments for contingent consideration and $0.1 million of excess tax benefit from share-based compensation.

Further, cash from operations was negatively impacted by a decrease in deferred revenues of approximately $2.4 million for the three months ended June 30, 2013 versus a decrease of $12.7 million in the same prior year period. The decline in deferred revenue was primarily due to lower deferred implementation services, which was related to a decline in system sales during the period. Deferred implementation revenue was also impacted by a change in the Company's standard payment terms at the end fiscal 2012, resulting in implementation service fees not being recorded as both accounts receivable and deferred revenue upon execution of a contract. Therefore, deferred implementation and training revenue is not expected to be as significant in future periods due to this change in standard payment terms.

Accounts Receivable. Net cash inflows associated with changes in accounts receivable were approximately $7.5 million for the three months ended June 30, 2013 versus net outflows of approximately $7.5 million for the three months ended June 30, 2012. The change in cash flows attributable to accounts receivable activity is primarily due to an additional emphasis on working capital management in the current period. This emphasis is reflected as a reduction of days sales outstanding (“DSO”) in comparison to the prior year period. Specifically, DSO decreased to 116 days during the three months ended June 30, 2013, as compared to 118 days in the prior year period.

Provided that profitability and the turnover of accounts receivable remain consistent (at a minimum) with the 2013 fiscal year, we anticipate being able to continue generating cash from operations during fiscal year 2014 primarily from our net income.

Other Assets and Liabilities. Cash from operations was positively impacted by a net change in other assets and liabilities of $4.3 million and $16.2 million, respectively, for the three months ended June 30, 2013 and 2012. For the three months ended June 30, 2013, the $4.3 million change in other assets and liabilities is primarily the result of a $4.0 million decrease in other current assets (including restricted cash), a $3.8 million increase in income tax payable and a $0.6 million net increase in all other assets and liabilities, partially offset by a $4.1 million decrease in accounts payable.

Cash Flows from Investing Activities

Net cash used in investing activities for the three months ended June 30, 2013 and 2012 was $9.1 million and $14.8 million, respectively. The $5.6 million decrease in net cash used in investing activities during the three months ended June 30, 2013 as compared to the same prior year period is primarily due to expenditures of $7.3 million and $1.8 million, respectively, for capitalized software and equipment and improvements. The prior year period cash flows from investing activities primarily consists of net cash paid for the acquisitions of Matrix and Poseidon of $5.1 million and $2.0 million, respectively, in addition to investments of $4.3 million and $3.3 million, respectively, for capitalized software and equipment and improvements.

Cash Flows from Financing Activities

Net cash used in financing activities for the three months ended June 30, 2013 and 2012 was $10.2 million and $9.6 million, respectively. During the three months ended June 30, 2013, we received proceeds of $0.3 million from the exercise of stock options, paid $10.4 million in dividends to shareholders and paid $0.1 million in contingent consideration related to acquisitions compared to proceeds of $0.8 million from the exercise of stock options and payment of $10.4 million in dividends to shareholders during the same prior year period. The contingent consideration paid in the prior year period was not significant.

Further, we recorded a reduction in our tax benefit from share-based compensation of $0.1 million during the three months ended June 30, 2013 related to tax deductions received from stock option exercises. The benefit was recorded as additional paid in capital. No reduction was recorded in the prior year period.

Cash and Cash Equivalents and Marketable Securities

At June 30, 2013, we had combined cash and cash equivalents and marketable securities totaling $130.0 million. We may use a portion of these funds towards future acquisitions although the timing and amount of funds to be used has not been determined. We intend to expend some of these funds for the development of products complementary to our existing product line as well as new versions of certain of our products. These developments are intended to take advantage of more powerful technologies and to increase the integration of our products. Such expenditures will be funded from cash on hand and cash flows from operations.

In January 2007, our Board of Directors adopted a policy whereby we intend to pay a regular quarterly dividend on our outstanding common stock, subject to further review and approval and the establishment of record and distribution dates by our Board of Directors prior to the declaration of each such quarterly dividend. We anticipate that future quarterly dividends, if and when declared by our Board of Directors pursuant to this policy, would likely be distributable on or about the fifth day of each January, April, July and October.

On July 24, 2013, the Board of Directors approved a quarterly cash dividend of $0.175 per share on our outstanding shares of common stock, payable to shareholders of record as of September 13, 2013 with an expected distribution date on or about October 4, 2013.

Our Board of Directors declared the following dividends during the periods presented:

Declaration Date	Record Date	Payment Date	Per Share Dividend	
May 22, 2013	June 14, 2013	July 5, 2013	$	0.175
Fiscal year 2014			$	0.175
May 24, 2012	June 15, 2012	July 3, 2012	$	0.175
July 25, 2012	September 14, 2012	October 5, 2012	$	0.175
October 25, 2012	December 14, 2012	December 28, 2012	$	0.175
January 23, 2013	March 15, 2013	April 5, 2013	$	0.175
Fiscal year 2013			$	0.700

Management believes that its cash and cash equivalents on hand at June 30, 2013, together with its marketable securities and cash flows from operations, if any, will be sufficient to meet its working capital and capital expenditure requirements as well as any dividends to be paid in the ordinary course of business for the remainder of fiscal year 2014.

Contractual Obligations

The following table summarizes our significant contractual obligations at June 30, 2013 and the effect that such obligations are expected to have on our liquidity and cash in future periods:

		For the year ended March 31,				
Contractual Obligations	Total	2014 (remaining nine months)	2015	2016	2017	2018 and beyond
Operating lease obligations	$ 30,895	$ 6,047	$ 7,043	$ 6,520	$ 4,595	$ 6,690
Contingent consideration and other acquisition related liabilities	2,644	1,373	646	313	312	—
Total	$ 33,539	$ 7,420	$ 7,689	$ 6,833	$ 4,907	$ 6,690

Recent Accounting Pronouncements

Refer to Note 1, “Summary of Significant Accounting Policies,” of our notes to consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q for a discussion of new accounting standards.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISKS

There is little to no market risk as we currently maintain our cash in very liquid short term assets including tax exempt and taxable money market funds and short-term U.S. Treasury securities with maturities of 90 days or less at the time of purchase.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our Chief Executive Officer and Chief Financial Officer (our principal executive officer and principal financial officer, respectively) have evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Security Exchange Act of 1934, as amended, the "Exchange Act") as of June 30, 2013, the end of the period covered by this Quarterly Report on Form 10-Q (the “Evaluation Date”). They have concluded that, as of the Evaluation Date, these disclosure controls and procedures were effective to ensure that material information relating to the Company and its consolidated subsidiaries would be made known to them by others within those entities and would be disclosed on a timely basis. The Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures are designed, and are effective, to give reasonable assurance that the information required to be disclosed by us in reports that we file under the Exchange Act is recorded, processed, summarized and reported within the time period specified in the rules and forms of the SEC. They have also concluded that the our disclosure controls and procedures are effective to ensure that information required to be disclosed in the reports that are filed or submitted under the Exchange Act are accumulated and communicated to our management, including the Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

During the quarter ended June 30, 2013, there were no changes in our “internal control over financial reporting” (as defined in Rule 13a-15(f) under the Exchange Act) that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Management, including our Chief Executive Officer and Chief Financial Officer, has concluded that our disclosure controls and procedures and internal control over financial reporting are designed to provide reasonable assurance of achieving their objectives and are effective at that reasonable assurance level. However, management can provide no assurance that our disclosure controls and procedures or our internal control over financial reporting can prevent all errors and all fraud under all circumstances. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been or will be detected. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, controls may become inadequate because of changes in conditions, or the degree of compliance with policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We have experienced legal claims by customers regarding product and contract disputes and from time to time, claims by other third parties asserting that we have infringed their intellectual property rights. We believe that these claims are without merit and intend to defend against them vigorously; however, we could incur substantial costs and diversion of management resources even if we are ultimately successful in the defense of such claims. Litigation is inherently uncertain and always difficult to predict. We refer you to the discussion of infringement and litigation risks in our “Item 1A. Risk Factors” section of our Annual Report.

ITEM 1A. RISK FACTORS

Our business is subject to many risks and uncertainties, which may materially and adversely affect our future business, prospects, financial condition and results of operations. These risk factors are disclosed in “Item 1A. Risk Factors” in our Annual Report.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE AND SAFETY DISCLOSURES

Not Applicable

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

Exhibit Number	Description
10.1	Agreement by and among Quality Systems, Inc., the Clinton Group, Inc. and certain of its affiliates, dated as of July 17, 2013 (incorporated by reference from Exhibit 10.1 of the registrant's Current Report on Form 8-K filed July 17, 2013).
31.1*	Certification of Principal Executive Officer Required by Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of Principal Financial Officer Required by Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1*	Certification of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS**	XBRL Instance
101.SCH**	XBRL Taxonomy Extension Schema
101.CAL**	XBRL Taxonomy Extension Calculation
101.LAB**	XBRL Taxonomy Extension Label
101.PRE**	XBRL Taxonomy Extension Presentation

* Filed herewith.

** XBRL information is furnished and not filed or a part of a registration statement or prospectus for purposes of section 11 or 12 of the Securities and Exchange Act of 1933, as amended, is deemed not filed for purposes of section 18 of the Securities and Exchange Act of 1934, as amended, and otherwise is not subject to liability under these section.

SIGNATURES

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

QUALITY SYSTEMS, INC.

Date:	July 30, 2013	By:	/s/ Steven T. Plochocki
			Steven T. Plochocki
			Chief Executive Officer (Principal Executive Officer)
Date:	July 30, 2013	By:	/s/ Paul A. Holt
			Paul A. Holt
			Chief Financial Officer (Principal Accounting Officer)

EXHIBIT 31.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER REQUIRED BY RULE 13A-14(A) OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Steven T. Plochocki, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Quality Systems, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(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 registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 30, 2013

By: /s/ Steven T. Plochocki
Steven T. Plochocki
Chief Executive Officer
(Principal Executive Officer)

EXHIBIT 31.2

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER REQUIRED BY
RULE 13A-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Paul A. Holt, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Quality Systems, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(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 registrant and have:

    (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 30, 2013

By: /s/ Paul A. Holt
Paul A. Holt
Chief Financial Officer
(Principal Accounting Officer)

EXHIBIT 32.1

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

In connection with the Quarterly Report on Form 10-Q of Quality Systems, Inc. (the “Company”) for the quarterly period ended June 30, 2013 (the “Report”), the undersigned hereby certify in their capacities as Chief Executive Officer and Chief Financial Officer of the Company, respectively, pursuant to 18 U.S.C. section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; 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:	July 30, 2013	By:	/s/ Steven T. Plochocki
			Steven T. Plochocki
			Chief Executive Officer (Principal Executive Officer)
Date:	July 30, 2013	By:	/s/ Paul A. Holt
			Paul A. Holt
			Chief Financial Officer (Principal Accounting Officer)

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signatures that appear in typed form within the electronic version 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.