

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

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**FORM 8-K**

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**CURRENT REPORT**

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

**Date of report (Date of earliest event reported): June 9, 2010**

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**ALLSCRIPTS-MISYS HEALTHCARE SOLUTIONS,  
INC.**

**(Exact Name of Registrant as Specified in Its Charter)**

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**000-32085**  
(Commission  
File Number)

**36-4392754**  
(IRS Employer  
Identification No.)

**222 Merchandise Mart Plaza, Suite 2024, Chicago, Illinois**  
(Address of Principal Executive Offices)

**60654**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: (312) 506-1200**  
(Former Name or Former Address, if Changed Since Last Report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

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

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**Item 8.01. Other Events.**

As previously reported, on June 9, 2010, Allscripts-Misys Healthcare Solutions, Inc., a Delaware corporation (“Allscripts”), entered into an Agreement and Plan of Merger (the “Merger Agreement”) with Eclipsys Corporation, a Delaware corporation (“Eclipsys”), and Arsenal Merger Corp., a Delaware corporation and wholly owned subsidiary of Allscripts (“Merger Sub”). The Merger Agreement provides that, upon the terms and subject to the conditions set forth in the Merger Agreement, Merger Sub will merge with and into Eclipsys, with Eclipsys surviving as a wholly owned subsidiary of Allscripts (the “Merger”).

Subject to the terms and conditions of the Merger Agreement, which has been approved and adopted by boards of directors of both Allscripts and Eclipsys, at the effective time of the Merger (the “Effective Time”), each share of Eclipsys common stock, par value \$0.01 per share, issued and outstanding immediately prior to the Effective Time, other than those shares owned by Allscripts, Eclipsys or any of their respective subsidiaries, will be converted into the right to receive 1.2 shares of Allscripts common stock, par value \$0.01 per share.

As previously reported, in connection with the Framework Agreement, dated as of June 9, 2010, among Allscripts, Misys plc and Eclipsys, Allscripts has signed a commitment letter with JPMorgan Chase Bank, N.A., Barclays Bank PLC, UBS Loan Finance LLC and certain of their affiliates for a \$570 million senior secured term loan facility and a \$150 million senior secured revolving facility, the (“Financing”).

Filed as exhibits hereto are certain historical financial statements of Eclipsys and unaudited pro forma condensed combined financial statements giving effect to the Merger, the Financing and the other transactions described in the accompanying notes. There can be no assurance that the Merger, the Financing and the other transactions described in the accompanying notes will be consummated on the terms described herein or at all.

The foregoing statements regarding Allscripts’ intentions with respect to the proposed Merger, the Financing and other transactions described above are forward-looking statements under the Private Securities Litigation Reform Act of 1995, and actual events could vary materially from the statements made.

Effective June 1, 2009, we adopted accounting guidance which states that unvested share-based payment awards that contain nonforfeitable rights to dividends or dividend equivalents (whether paid or unpaid) are considered participating securities and shall be included in the computation of earnings per share pursuant to the two-class method. We are filing updated Selected Financial Data to reflect the adoption of this accounting guidance on a retrospective basis.

**Important Information for Investors and Stockholders**

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval. This communication is being made in respect of the proposed merger transaction involving Allscripts-Misys Healthcare Solutions, Inc. (“Allscripts”) and Eclipsys Corporation (“Eclipsys”). In connection with the proposed transaction, Allscripts will file with the SEC a registration statement on Form S-4 and Allscripts and Eclipsys will mail a joint proxy statement/prospectus/information statement to their respective stockholders. **BEFORE MAKING ANY VOTING OR INVESTMENT DECISION, INVESTORS AND STOCKHOLDERS ARE URGED TO READ CAREFULLY IN THEIR ENTIRETY THE JOINT PROXY STATEMENT/PROSPECTUS/INFORMATION STATEMENT REGARDING THE PROPOSED TRANSACTION AND ANY OTHER RELEVANT DOCUMENTS FILED BY EITHER ALLSCRIPTS OR ECLIPSYS WITH THE SEC WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION.** The final joint proxy statement/prospectus/information statement will be mailed to Allscripts’ and Eclipsys’ stockholders. Investors and stockholders of Allscripts and Eclipsys will be able to obtain a free copy of the joint proxy statement/prospectus/information statement, as well as other filings containing information about Allscripts and Eclipsys, without charge, at the website maintained by the SEC (<http://www.sec.gov>). Copies of the joint proxy statement/prospectus/information statement and the filings with the SEC that will be incorporated by reference in the joint proxy statement/prospectus/information statement can also be obtained, without charge, on the investor relations portion of Allscripts’ website ([www.allscripts.com](http://www.allscripts.com)) or the investor relations portion of Eclipsys’ website ([www.eclipsys.com](http://www.eclipsys.com)) or by directing a request to Allscripts’ Investor Relations Department at 222 Merchandise Mart Plaza, Suite 2024, Chicago, Illinois 60654, or to Eclipsys’ Investor Relations Department at Three Ravinia Drive, Atlanta, Georgia 30346.

Allscripts and its directors and executive officers and other persons may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction. Information regarding Allscripts’ directors and executive officers is available in Allscripts’ proxy statement for its 2009 annual meeting of stockholders and Allscripts’ Annual Report on Form 10-K for the year ended May 31, 2009, which were filed with the SEC on August 27, 2009 and July 30, 2009, respectively. Eclipsys and its directors and executive officers and other persons may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction. Information

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regarding Eclipsys' directors and executive officers is available in Eclipsys' proxy statement for its 2010 annual meeting of stockholders and Eclipsys' Annual Report on Form 10-K for the year ended December 31, 2009, which were filed with the SEC on March 26, 2010 and February 25, 2010, respectively. Investors and stockholders can obtain free copies of these documents from Allscripts and Eclipsys using the contact information above. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the joint proxy statement/prospectus/information statement and other relevant materials to be filed with the SEC when they become available.

### **Forward-Looking Statements**

This communication contains forward-looking statements within the meaning of the federal securities laws. Statements regarding the benefits of the proposed transaction, including future financial and operating results, the combined company's plans, objectives, expectations and intentions, platform and product integration, the connection and movement of data among hospitals, physicians, patients and others, merger synergies and cost savings, client attainment of "meaningful use" and accessibility of federal stimulus payments, enhanced competitiveness and accessing new client opportunities, market evolution, the benefits of the combined companies' products and services, the availability of financing, future events, developments, future performance, as well as management's expectations, beliefs, intentions, plans, estimates or projections relating to the future are forward-looking statements within the meaning of these laws. These forward-looking statements are subject to a number of risks and uncertainties, some of which are outlined below. As a result, no assurances can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do so, what impact they will have on the results of operations or financial condition of Allscripts, Eclipsys or the combined company or the proposed transaction.

Such risks, uncertainties and other factors include, among other things: the ability to obtain governmental approvals of the merger on the proposed terms and schedule contemplated by the parties; the failure of Eclipsys' stockholders to approve the Merger Agreement; the failure of Allscripts' stockholders to approve the issuance of shares in the merger; the possibility that the proposed transaction does not close, including due to the failure to satisfy the closing conditions; the possibility that the expected synergies, efficiencies and cost savings of the proposed transaction will not be realized, or will not be realized within the expected time period; potential difficulties or delays in achieving platform and product integration and the connection and movement of data among hospitals, physicians, patients and others; the risk that the contemplated financing is unavailable; the risk that the Allscripts and Eclipsys businesses will not be integrated successfully; disruption from the proposed transaction making it more difficult to maintain business and operational relationships; competition within the industries in which Allscripts and Eclipsys operate; failure to achieve certification under the Health Information Technology for Economic and Clinical Health Act could result in increased development costs, a breach of some customer obligations and could put Allscripts and Eclipsys at a competitive disadvantage in the marketplace; unexpected requirements to achieve interoperability certification pursuant to the Certification Commission for Healthcare Information Technology could result in increased development and other costs for Allscripts and Eclipsys; the volume and timing of systems sales and installations, the length of sales cycles and the installation process and the possibility that Allscripts' and Eclipsys' products will not achieve or sustain market acceptance; the timing, cost and success or failure of new product and service introductions, development and product upgrade releases; competitive pressures including product offerings, pricing and promotional activities; Allscripts' and Eclipsys' ability to establish and maintain strategic relationships; undetected errors or similar problems in Allscripts' and Eclipsys' software products; the outcome of any legal proceeding that has been or may be instituted against Allscripts, Misys plc or Eclipsys and others; compliance with existing laws, regulations and industry initiatives and future changes in laws or regulations in the healthcare industry, including possible regulation of Allscripts' and Eclipsys' software by the U.S. Food and Drug Administration; the possibility of product-related liabilities; Allscripts' and Eclipsys' ability to attract and retain qualified personnel; the implementation and speed of acceptance of the electronic record provisions of the American Recovery and Reinvestment Act of 2009; maintaining Allscripts' and Eclipsys' intellectual property rights and litigation involving intellectual property rights; risks related to third-party suppliers and Allscripts' and Eclipsys' ability to obtain, use or successfully integrate third-party licensed technology; and breach of Allscripts' or Eclipsys' security by third parties. See Allscripts' and Eclipsys' Annual Reports on Form 10-K and Annual Reports to Stockholders for the fiscal years ended May 31, 2009 and December 31, 2009, respectively, and other public filings with the SEC for a further discussion of these and other risks and uncertainties applicable to Allscripts' and Eclipsys' respective businesses. The statements herein speak only as of their date and neither Allscripts nor Eclipsys undertakes any duty to update any forward-looking statement whether as a result of new information, future events or changes in their respective expectations.

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**Item 9.01. Financial Statements and Exhibits.**

(a) *Financial Statements of Business Acquired.*

The audited consolidated financial statements of Eclipsys Corporation as of December 31, 2009 and 2008 and for each of the three years in the period ended December 31, 2009, and the notes related thereto are incorporated by reference from Eclipsys' Annual Report on Form 10-K for the year ended December 31, 2009, and the unaudited condensed consolidated financial statements of Eclipsys Corporation as of March 31, 2010 and 2009 and for the three-month periods ended March 31, 2010 and 2009, and the notes related thereto are incorporated by reference from Eclipsys' Quarterly Report on Form 10-Q for the quarter ended March 31, 2010.

(b) *Pro Forma Financial Information.*

The pro forma financial information for the nine months ended February 28, 2010 and as of and for the year ended May 31, 2009 with respect to the Merger is filed as Exhibit 99.2.

(d) *Exhibits.*

<u>Exhibit No.</u>	<u>Description</u>
23.1	Consent of PricewaterhouseCoopers LLP
99.1	The audited consolidated financial statements of Eclipsys Corporation as of December 31, 2009 and 2008 and for each of the three years in the period ended

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December 31, 2009, and the notes related thereto are incorporated by reference from Eclipsys' Annual Report on Form 10-K for the year ended December 31, 2009, and the unaudited condensed consolidated financial statements of Eclipsys Corporation as of March 31, 2010 and 2009 and for the three-month periods ended March 31, 2010 and 2009, and the notes related thereto are incorporated by reference from Eclipsys' Quarterly Report on Form 10-Q for the quarter ended March 31, 2010.

99.2 Unaudited pro forma condensed combined financial information.

99.3 Selected Financial Data adjusted to reflect adoption of accounting guidance effective June 1, 2009 with retrospective application to prior periods.

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**SIGNATURE**

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

ALLSCRIPTS-MISYS HEALTHCARE  
SOLUTIONS, INC.

Date: June 9, 2010

By: \_\_\_\_\_ /s/ WILLIAM J. DAVIS

**William J. Davis**  
**Chief Financial Officer**

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## EXHIBIT INDEX

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99.2	Unaudited pro forma condensed combined financial information.
99.3	Selected Financial Data adjusted to reflect adoption of accounting guidance effective June 1, 2009 with retrospective application to prior periods.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Form S-3 (Nos. 333-119351, 333-52470 and 333-129816) and Form S-8 (Nos. 333-37238, 333-90129, 333-104416, 333-107793, 333-59212, 333-135282, 333-141600 and 333-154775) of Allscripts-Misys Healthcare Solutions, Inc. of our report dated February 24, 2010 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting of Eclipsys Corporation, which is incorporated by reference in this Current Report on Form 8-K of Allscripts-Misys Healthcare Solutions, Inc. dated June 9, 2010.

/s/ PricewaterhouseCoopers LLP  
Atlanta, Georgia  
June 9, 2010

**UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION**

The following unaudited pro forma condensed combined financial information combines the historical consolidated financial statements of Allscripts-Misys Healthcare Solutions, Inc. (“Allscripts”) and Eclipsys Corporation (“Eclipsys”) as adjusted for the Transactions, which are described further below. The merger of Allscripts and Eclipsys will be accounted for as a business combination under ASC 805, *Business Combinations*. For this purpose, Allscripts will be deemed the accounting acquirer, and Eclipsys will be deemed the accounting acquiree. The pre-acquisition combined financial statements of Allscripts will be treated as the historical financial statements of the combined company.

Allscripts has a fiscal year end as of May 31, and Eclipsys has a fiscal year end as of December 31. As permitted by SEC rules and regulations, Allscripts has combined the Allscripts consolidated statement of operations for the twelve-months ended May 31, 2009 and nine-months ended February 28, 2010 with Eclipsys’ combined statement of operations for the twelve-months ended June 30, 2009 and nine-months ended March 31, 2010, for purposes of the unaudited pro forma condensed combined financial statements.

The unaudited pro forma condensed combined statement of operations for the year ended May 31, 2009 and the nine-months ended February 28, 2010 give effect to the Transactions as if they had occurred on June 1, 2008. The unaudited pro forma condensed combined balance sheet assumes that the Transactions were consummated on February 28, 2010 and combines Allscripts’ historical consolidated balance sheet as of February 28, 2010 with Eclipsys’ historical consolidated balance sheet as of March 31, 2010.

The unaudited pro forma condensed consolidated balance sheet and statement of operations of Allscripts as of and for the nine-months ended February 28, 2010 were derived from its unaudited consolidated financial statements as of February 28, 2010 (as filed on Form 10-Q with the SEC on April 8, 2010). The unaudited pro forma condensed combined consolidated statement of operations of Allscripts for the twelve-months ended May 31, 2009 was derived from the audited consolidated financial statements of Allscripts for the year ended May 31, 2009 (as filed on Form 10-K with the SEC on July 30, 2009).

The unaudited pro forma condensed consolidated balance sheet and statement of operations of Eclipsys as of and for the nine-months ended February 28, 2010 were derived from its audited consolidated financial statements as of and for the year ended December 31, 2009 (as filed on Form 10-K with the SEC on February 25, 2010), the unaudited consolidated financial statements for the three-months ended March 31, 2010 (as filed on Form 10-Q with the SEC on May 5, 2010) and the unaudited consolidated financial statements for the six-months ended June 30, 2009 (as filed on Form 10-Q with the SEC on August 6, 2009). The unaudited pro forma condensed consolidated statement of operations of Eclipsys for the twelve-months ended May 31, 2009 was derived from the unaudited consolidated financial statements of Eclipsys for the six-months ended June 30, 2009 (as filed on Form 10-Q with the SEC on August 6, 2009) and the audited consolidated financial statements of Eclipsys for the twelve-months ended December 31, 2008 (as filed on Form 10-K with the SEC on February 24, 2009).

The pro forma adjustments are based upon available information, preliminary estimates and certain assumptions that Allscripts believes are reasonable and are described in the accompanying notes to the unaudited pro forma condensed combined financial information. The unaudited pro forma condensed combined financial information does not take into account (i) any synergies or cost savings that may or are expected to occur as a result of the Transactions or (ii) any non-recurring cash or non-cash charges that Allscripts may incur in connection with the Transactions, the level and timing of which cannot yet be determined. The unaudited pro forma condensed combined financial statements have been prepared in accordance with SEC rules and regulations.

The unaudited pro forma condensed combined financial information assumes that the merger transaction would be accounted for using the acquisition method of accounting in accordance with ASC 805, and the resultant goodwill and other intangible assets will be accounted for under ASC 350, *Intangibles, Goodwill and Other*. The total purchase price has been preliminarily allocated based on available information and preliminary estimates and assumptions that management believes are reasonable. However, the allocation of purchase price has not been finalized and the actual adjustments to our financial statements upon the closing of the merger transaction will depend on a number of factors, including additional information available and the net assets on the closing date of the Transaction. Additionally, the value of the identified intangibles is also preliminary and has not been valued at the reporting unit level and potentially, other intangible assets may exist, such as in-process research and development and unfavorable/favorable contracts. Accordingly, there can be no assurance that the final allocation of purchase price will not materially differ from the preliminary allocations reflected in the unaudited pro forma combined financial information.

The unaudited pro forma condensed combined financial information is provided for informational purposes only, is subject to a number of uncertainties and assumptions and does not purport to represent what the combined company’s actual performance or financial position would have been if the Transactions had occurred on the dates indicated and does not purport to indicate financial position or results of operations as of any future date or for any future period.

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Please refer to the following information in conjunction with this unaudited pro forma condensed combined financial information: the accompanying notes to these unaudited pro forma condensed combined financial statements, Allscripts' and Eclipsys' historical financial statements and the accompanying notes thereto, "Management's Discussion and Analysis of Financial Condition and Results of Operations" from Eclipsys' Annual Report on Form 10-K for the years ended December 31, 2009 and December 31 2008, from Eclipsys' Quarterly Reports on Form 10-Q as of and for the six months ended June 30, 2009 and June 30, 2008, from Eclipsys' Quarterly Report on Form 10-Q as of and for the three months ended March 31, 2010, from Allscripts' Annual Report on Form 10-K for the year ended May 31, 2009 and from Allscripts' Quarterly Report on Form 10-Q as of and for the nine-months ended February 28, 2010.

As used herein, (i) the terms "we", "our", "us", "Allscripts" and the "Company" refer to Allscripts-Misys Healthcare Solutions, Inc. and its consolidated subsidiaries and (ii) the term "Eclipsys" refers to Eclipsys Corporation.

## **Description of the Transactions and acquisition and basis of presentation**

### ***The Transactions***

On June 9, 2010, Allscripts entered into an Agreement and Plan of Merger (the "Merger Agreement") with Eclipsys and Arsenal Merger Corp., a Delaware corporation and wholly owned subsidiary of Allscripts ("Merger Sub"). The Merger Agreement provides that, upon the terms and subject to the conditions set forth in the Merger Agreement, Merger Sub will merge with and into Eclipsys, with Eclipsys surviving as a wholly owned subsidiary of Allscripts (the "Merger").

Subject to the terms and conditions of the Merger Agreement, which has been approved and adopted by boards of directors of both Allscripts and Eclipsys, at the effective time of the Merger (the "Effective Time"), each share of Eclipsys common stock, par value \$0.01 per share ("Eclipsys Common Stock"), issued and outstanding immediately prior to the Effective Time, other than those shares owned by Allscripts, Eclipsys or any of their respective subsidiaries, will be converted into the right to receive 1.2 shares (the "Exchange Ratio") of Allscripts common stock, par value \$0.01 per share ("Allscripts Common Stock").

On June 9, 2010, Allscripts entered into a Framework Agreement (the "Framework Agreement") with Misys plc, a public limited company formed under the laws of England and Wales ("Misys"), and Eclipsys, solely as a third party beneficiary of certain provisions of the Framework Agreement. Pursuant to the Framework Agreement, Allscripts and Misys agreed, among other things and subject to certain conditions, to reduce Misys' existing indirect ownership interest in Allscripts. As of June 8, 2010, Misys held indirectly 79.8 million shares of Allscripts Common Stock, representing approximately 54.5% of the aggregate voting power of Allscripts' capital stock. Upon completion of the Coniston Transactions described below and in the event Misys elects to exercise its right to require Allscripts to repurchase shares from Misys after the closing of the Merger pursuant to the Contingent Share Repurchase described below, Misys' equity stake in Allscripts is expected to be approximately 8%.

Subject to the terms and conditions of the Framework Agreement, Misys and Allscripts have agreed that:

- 100% of the issued and outstanding shares of an indirect subsidiary of Misys ("Newco"), which will hold 61.3 million shares of Allscripts Common Stock, will be transferred to Allscripts in exchange for 61.3 million newly issued shares of Allscripts Common Stock (such shares being referred to as the "Exchange Shares" and the transaction described in this bullet being referred to as the "Exchange");
- Allscripts will repurchase from Misys or from one or more of its indirect subsidiaries 24.4 million Exchange Shares at an aggregate purchase price of \$577.4 million (the "Share Repurchase"), which includes a payment of a premium of \$117.4 million in connection with the sale by Misys of its controlling interest in Allscripts;
- Misys, directly or through one or more of its subsidiaries, will sell additional shares of Allscripts Common Stock in an underwritten secondary public offering (the "Secondary Offering"); and
- if the Merger is completed, Misys will have the right to require that Allscripts repurchase from Misys or from one or more of its indirect subsidiaries approximately 5.3 million additional shares of Allscripts Common Stock at an aggregate purchase price of \$101.6 million (the "Contingent Share Repurchase"), which right may be exercised for up to 10 days after the closing of the Merger.

The Exchange, Share Repurchase and Secondary Offering are referred to as the "Coniston Transactions." The Merger and the Coniston Transactions are collectively referred to as the "Transactions."

### ***Basis of presentation***

The unaudited pro forma condensed combined financial information has been prepared based on the historical financial information of Allscripts and Eclipsys giving effect to the Transactions and related adjustments described in these notes. Certain note disclosures normally included in the financial statements prepared in accordance with generally accepted accounting principles in the United States have been condensed or omitted as permitted by SEC rules and regulations.

This unaudited pro forma condensed combined financial information is not necessarily indicative of the results of operations that would have been achieved if the Transactions had actually taken place at the dates indicated and does not purport to be indicative of future position or operating results.

### ***Acquisition accounting***

The merger of Allscripts and Eclipsys has been accounted for using the acquisition method of accounting in accordance with ASC 805. Further, under the acquisition method, the purchase price is allocated to the assets acquired and liabilities assumed based on their estimated fair values, with any excess of the purchase price over the estimated fair value of the identifiable net assets acquired recorded as goodwill.

The cost of acquisition and related purchase price allocation included in the accompanying unaudited pro forma condensed combined financial statements is based on a preliminary evaluation of the fair value of the assets and liabilities assumed of Eclipsys and may change when the final valuation of certain intangible assets and acquired working capital is determined. Given a complete change in accounting basis of Eclipsys, the cost of acquisition represents the total fair value of Eclipsys at the date of acquisition. The total fair value of Eclipsys was calculated by the outstanding common shares of Eclipsys and the closing share price of Allscripts on June 8, 2010. The ultimate purchase price will change based on movements in Allscripts' share price until the final closing date.

The following represents the preliminary allocation of the cost of acquisition (in millions):

Shares eligible for conversion (including stock equivalents)	59,790
Common stock exchange ratio per share	1.2000
Equivalent new shares issued (par value \$0.01)	71,748
Allscripts common stock price on June 8, 2010	\$ 18.42
<b>Total preliminary purchase price</b>	<b>\$1,321.6</b>

The purchase price will be computed using the value of Allscripts common stock on the closing date, therefore the actual purchase price will fluctuate with the market price of Allscripts common stock until the Transaction is closed. As a result, the final purchase price could differ significantly from the current estimate, which could materially impact the pro forma financial statements.

The following table provides sensitivities to changes in purchase price due to changes in the per share price of Allscripts common stock (in millions, except per share amounts):

	Price of Allscripts Common Stock	Exchange Ratio	Calculated per Share Value of Eclipsys Common Stock	Eclipsys Shares to be Acquired	Total Purchase Price
As of June 8, 2010	\$ 18.42	1.2000	\$ 22.10	59,790	\$1,321.6
Decrease of 10%	\$ 16.58	1.2000	\$ 19.90	59,528	\$1,184.6
Increase of 10%	\$ 20.26	1.2000	\$ 24.31	60,104	\$1,461.1

Allscripts cash balances are expected to decrease by approximately \$55.5 million for deal related costs that will be paid subsequent to June 8, 2010 upon consummation of the Transactions, which primarily consist of approximately \$42.4 million in investment banker fees, \$5.9 million in executive management bonuses, \$3.3 million in legal costs, \$2.1 million integration consulting costs and \$1.8 million in professional fees and other integration related costs. Approximately \$22.9 million of the total deal related costs represent debt issuance costs that will be capitalized on the balance sheet, \$5.9 million of Eclipsys executive management bonuses which will be accounted for in acquisition accounting and the remaining \$26.7 million in deal related costs will be expensed as incurred.

The following represents the allocation of the total purchase price based on management's preliminary valuation (in millions):

Total preliminary purchase consideration	\$1,321.6
Less historical Eclipsys' net assets acquired:	
Cash and marketable securities	200.1
Accounts receivable	113.1
Fixed assets	58.6
Goodwill, intangible assets and software development costs	189.9
Deferred tax assets	82.2
Other assets	42.5
Current deferred revenue	(138.8)
Other current liabilities	(63.5)
Long-term debt	(15.7)
Other liabilities	(19.7)
<b>Total historical Eclipsys' net assets acquired</b>	<b>448.7</b>
Excess purchase price over adjusted historical net assets acquired	872.9
Deferred income taxes associated with pro forma adjustments	156.3
Reclassification of existing Eclipsys capitalized software development costs to acquired intangible assets	56.1
Liability related to Eclipsys executive management bonuses	5.9
Step-up of net intangible assets	(416.4)
Fair value adjustment to deferred revenues	(40.4)
Pro forma adjustment to goodwill	<u>\$ 634.4</u>

Net tangible assets were valued at their respective carrying amounts as management believes that these amounts approximate their current fair values. Eclipsys' net tangible assets were \$258.8 million as of March 31, 2010, excluding goodwill and other intangible assets of \$189.9 million. In addition, a liability of \$5.9 million will be established in conjunction with the Merger as a result of certain executive compensation arrangements. The following table represents the allocation of the purchase price to the condensed combined balance sheet (in millions):

Net tangible assets	\$ 258.8
Goodwill	734.4
Identifiable intangible assets	450.2
Reduction in deferred revenue	40.4
Deferred taxes on acquired identifiable intangible assets	(156.3)
Liability related to executive compensation arrangements	<u>(5.9)</u>
Total preliminary purchase price	\$1,321.6

Goodwill represents the excess of the purchase price over the fair value of net tangible and identifiable intangible assets acquired. Goodwill is not amortized; rather it is tested for impairment on an annual basis or between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value below its carrying value. In the event that we determine that the value of goodwill has become impaired, we will incur an accounting charge for the amount of impairment during the fiscal quarter in which such determination is made.

Identifiable intangible assets acquired consist of acquired technology and customer relationships. The fair value of identifiable intangible assets is based on a preliminary estimate of fair value. Net tangible assets were valued at their respective carrying amounts, which we believe approximate fair market value, except for adjustments to deferred revenues.

**Unaudited Pro Forma Condensed Combined Balance Sheet**  
**As of February 28, 2010**

	Historical Allscripts	Historical Eclipsys*	Share Repurchase Pro Forma Adjs.	Eclipsys Merger Pro Forma Adjs.	Pro Forma Combined
(In thousands, except per share data)					
<b>Assets</b>					
Current assets:					
Cash and cash equivalents				A,	
	\$ 115,757	\$ 118,668	\$ (44,295)	B	\$ 141,824
Accounts receivable, net	179,169	113,141			292,310
Deferred income taxes	1,684	—			1,684
Inventories	3,606	—			3,606
Prepaid expenses and other current assets	47,602	30,379			77,981
Total current assets	347,818	262,188	(44,295)	(48,306)	517,405
Long-term marketable securities	1,876	81,395			83,271
Fixed assets, net	19,534	58,562			78,096
Software development costs, net	23,791	56,123		(56,123)	23,791
Deferred income taxes	—	82,200		(82,200)	—
Intangible assets, net	211,896	33,778		416,407	662,081
Goodwill	413,390	100,008		634,354	1,147,752
Other assets	11,511	12,105	22,294	A	45,910
Total assets	<u>\$1,029,816</u>	<u>\$ 686,359</u>	<u>\$ (22,001)</u>	<u>\$ 864,132</u>	<u>\$ 2,558,306</u>
<b>Liabilities</b>					
Current liabilities:					
Accounts payable	\$ 22,367	\$ 14,389			\$ 36,756
Accrued expenses	49,397	—			49,397
Accrued compensation	14,904	24,568			39,472
Deferred revenue	103,719	138,790		(38,772)	203,737
Other current liabilities	1,028	24,615		15,121	40,764
Total current liabilities	191,415	202,362	—	(23,651)	370,126
Long-term debt	13,995	15,676	556,005	A	570,000
Deferred income taxes	33,447	—		58,989	92,436
Other liabilities	3,732	19,653		(1,740)	21,645
Total liabilities	242,589	237,691	556,005	17,922	1,054,207
Stockholders' equity and net parent investment:					
Preferred stock	—	—			—
Common stock	1,461	574		143	2,178
Treasury stock	—	—	(577,400)	A	(577,400)
Additional paid in capital	885,876	605,876		715,014	2,206,766
Accumulated deficit	(100,110)	(156,578)	(606)	A	(127,446)
Accumulated other comprehensive loss	—	(1,204)		1,204	—
Total stockholders' equity and net parent investment	787,227	448,668	(578,006)	846,209	1,504,098
Total liabilities and stockholders' equity and net parent investment	<u>\$1,029,816</u>	<u>\$ 686,359</u>	<u>\$ (22,001)</u>	<u>\$ 864,132</u>	<u>\$ 2,558,306</u>

\* As of March 31, 2010.

See accompanying notes to the unaudited pro forma condensed combined financial information.

**Unaudited Pro Forma Condensed Combined Statement of Operations**  
**For the Twelve-Months Ended May 31, 2009**

	<u>Historical Allscripts</u>	<u>Historical Eclipsys*</u>	<u>Share Repurchase Pro Forma Adjs.</u>	<u>Eclipsys Merger Pro Forma Adjs.</u>	<u>Pro Forma Combined</u>
(In thousands, except per share data)					
<b>Revenue:</b>					
Software and related services (including maintenance)	\$ 294,634	\$ 399,481			\$ 694,115
Professional services	51,827	119,773			171,600
Transaction processing	187,557	—			187,557
Total software and services revenue	534,018	519,254	—	—	1,053,272
Prepackaged medications	14,421	—			14,421
Total revenue	548,439	519,254	—	—	1,067,693
<b>Cost of revenue:</b>					
Software and related services (including maintenance)	123,952	216,866		\$ 7,854 C	348,671
Professional services	51,327	91,115			142,442
Transaction processing	69,479	—			69,479
Total software and services cost of revenue	244,758	307,981	—	7,854	560,592
Prepackaged medications	11,530	—			11,530
Total cost of revenue	256,288	307,981	—	7,854	572,122
Gross profit	292,151	211,273	—	(7,854)	495,571
Operating expenses:					
Selling, general and administrative expenses	199,902	140,646			340,548
Research and development	39,431	60,882			100,313
Restructuring	—	5,434			5,434
Amortization of intangible assets	6,884	2,369		8,711 C	17,964
Income from operations	45,934	1,942	—	(16,565)	31,312
Interest expense	(2,162)	(3,502)	(30,469) G	3,502 G	(32,631)
Interest income and other, net	626	5,951			6,577
Income before income taxes	44,398	4,391	(30,469)	(13,063)	5,258
Provision for income taxes	(18,376)	81,348 O	11,883 H	5,094 H	79,949
Net income	\$ 26,022	\$ 85,739	\$ (18,586)	\$ (7,968)	\$ 85,207
Net income per share—basic	\$ 0.21				\$ 0.50
Net income per share—diluted	\$ 0.21				\$ 0.49
Weighted-average shares outstanding used in computing					
basic net income per share	122,591		(24,442) I	71,749 I	169,897
Weighted-average shares outstanding used in computing					
diluted net income per share	127,012		(24,442) I	71,749 I	174,318

\* For the twelve-months ended June 30, 2009.

See accompanying notes to the unaudited pro forma condensed combined financial information

**Unaudited Pro Forma Condensed Combined Statement of Operations**  
**For the Nine-Months Ended February 28, 2010**

	<u>Historical Allscripts</u>	<u>Historical Eclipsys*</u>	<u>Share Repurchase Pro Forma Adjs.</u>	<u>Eclipsys Merger Pro Forma Adjs.</u>	<u>Pro Forma Combined</u>
(In thousands, except per share data)					
<b>Revenue:</b>					
Software and related services (including maintenance)	\$ 293,979	\$ 315,333			\$ 609,312
Professional services	51,691	72,197			123,888
Transaction processing	168,504	—			168,504
Total software and services revenue	514,174	387,530	—	—	901,704
Prepackaged medications	—	—			—
Total revenue	514,174	387,530	—	—	901,704
<b>Cost of revenue:</b>					
Software and related services (including maintenance)	121,656	168,051		\$ 5,338	C 295,045
Professional services	45,593	55,341			100,934
Transaction processing	60,637	—			60,637
Total software and services cost of revenue	227,886	223,392	—	5,338	456,617
Prepackaged medications	—	—			—
Total cost of revenue	227,886	223,392	—	5,338	456,617
Gross profit	286,288	164,138	—	(5,338)	445,088
Operating expenses:					
Selling, general and administrative expenses	163,250	93,973			257,223
Research and development	35,347	45,567			80,914
Restructuring	—	—			—
Amortization of intangible assets	7,572	2,136		6,175	C 15,883
Income from operations	80,119	22,462	—	(11,514)	91,067
Interest expense	(1,699)	(1,607)	(22,636)	G 1,607	G (24,335)
Interest income and other, net	303	1,373			1,676
Income before income taxes	78,723	22,228	(22,636)	(9,907)	68,408
Provision for income taxes	(31,542)	(9,127)	8,828	H 3,864	H (27,977)
Net income	\$ 47,181	\$ 13,101	(\$ 13,808)	(\$ 6,043)	\$ 40,431
Net income per share—basic	\$ 0.32				\$ 0.21
Net income per share—diluted	\$ 0.31				\$ 0.21
Weighted-average shares outstanding used in computing					
basic net income per share	144,782		(24,442)	I 71,749	I 192,089
Weighted-average shares outstanding used in computing					
diluted net income per share	147,158		(24,442)	I 71,749	I 194,464

\* For the nine-months ended March 31, 2010.

See accompanying notes to the unaudited pro forma condensed combined financial information.

**Notes To Unaudited Pro Forma Condensed Combined Financial Statements**

- (A) Pursuant to the Framework Agreement, Allscripts will repurchase shares of its stock held by Misys in the amount of \$577.4 million. The repurchase of shares will be financed through a \$570 million senior secured term loan (the "Term Loan") and existing cash on hand. Allscripts expects debt issuance costs incurred with respect to the Term Loan and a related \$150 million revolving credit facility (the "Revolving Credit Facility") to be approximately \$22.9 million. These debt issuance costs are expected to be capitalized and amortized over the weighted average maturity date of the senior secured credit facilities and Allscripts expects to write off approximately \$0.6 million of debt issuance costs associated with its existing senior credit facility. Allscripts' existing credit facility will be terminated at the time of the share repurchase, therefore the \$14.0 million of borrowings at February 28, 2010 are assumed to be paid off with existing cash on hand. In addition, pursuant to the Merger Agreement, the \$15.7 million of borrowings under the Eclipsys credit facility will also be required to be repaid.
- (B) In connection with the acquisition of Eclipsys, Allscripts expects to incur approximately \$32.6 million of cash expenses for deal related costs that will be paid subsequent to June 8, 2010 upon consummation of the Transactions, which primarily consist of approximately \$20.5 million in investment banker fees, \$5.9 million in executive management bonuses, \$2.3 million in legal costs, \$2.1 million integration consulting costs and \$1.8 million in professional fees and other integration related costs. These costs are exclusive of the approximately \$22.9 million in debt issuance costs described in Footnote A.
- (C) Reflects the pro forma impact of the recognized intangible assets of Eclipsys. The preliminary estimate of the step up to fair value of intangible assets acquired of \$360.3 million has been allocated to developed technology with useful lives of 7-12 years and customer relationships with useful lives of 15-20 years, net of the impact from reclassifying \$56.1 million of software development costs to intangible assets. The preliminary intangible amortization related to the acquired intangible assets is as follows (in millions):

	Preliminary Allscripts intangible asset	Estimated intangible lives (straight-line amortization assumed)	Annual intangible amortization
Preliminary Eclipsys intangible asset valuation	\$ 450.2	7-20 years	\$ 43.8
Portion of amortization related to acquired technology (A)	\$ 261.8	7-12 years	\$ 32.8
Less: historical acquired intangible and capitalized software amortization			(24.9)
Amortization adjustment related to acquired technology – adjustment recorded in cost of revenue			7.9
Portion of amortization related to customer relationships and other intangibles (B)	\$ 188.4	15-20 years	\$ 11.1
Less: historical intangible amortization related to customer relationships and other intangibles			(2.4)
Amortization adjustment related to acquired customer relationships and other intangibles – adjustment recorded in operating expenses			8.7
Total amortization (A+B)			\$ 16.6

For the nine months ended February 28, 2010, pro forma adjustments of approximately \$5.3 million and \$6.2 million were recorded in cost of revenue and operating expenses, respectively.

- (D) Reflects the pro forma impact of the recognized goodwill of Eclipsys. The preliminary adjustment to estimate the fair value of goodwill is \$634.4 million.
- (E) Reflects the preliminary fair value adjustment to deferred revenues acquired of Eclipsys. The preliminary fair value represents an amount equivalent to the estimated cost plus an appropriate profit margin to perform services based on deferred revenue balances of Eclipsys as of March 31, 2010. The following adjustments represent the February 28, 2010 balance sheet adjustment (in millions):

	Eclipsys deferred revenue balance at <u>March 31, 2010</u>	Deferred revenue adj. to reflect future service	Adjusted Eclipsys deferred revenue as of <u>March 31, 2010</u>
Short-term	\$ 138.8	\$ (38.7)	\$ 100.1
Long-term (included in other liabilities)	3.9	(1.7)	2.2
Total deferred revenue	\$ 142.7	\$ (40.4)	\$ 102.3

- (F) The pro forma adjustment to deferred taxes represents the estimated impact of the pro forma adjustments at a statutory tax rate of 39%. A deferred tax liability of \$140.5 million has been recorded based on the preliminary step-up value of \$360.3 million that has been allocated to acquired intangible assets as of February 28, 2010. A deferred tax liability of \$15.8 million has been recorded based on the preliminary adjustments for deferred revenue of \$40.4 million. Additionally, an \$82.2 long-term million deferred tax asset for Eclipsys has been reclassified as a deferred tax liability.

The deferred taxes adjustments are as follows (in millions):

Long-term deferred tax liability for preliminary step-up value for acquired intangible assets	\$ 140.5
Short-term deferred tax liability for deferred revenue adjustment	15.1
Long-term deferred tax liability for deferred revenue adjustment	0.7
Reclassification of long-term deferred tax asset	(82.2)
Pro forma adjustment to deferred taxes	<u>\$ 74.1</u>

- (G) Allscripts has obtained commitments from a syndicate of banks to provide financing in the form of \$720 million of senior secured credit facilities consisting of the \$150 million Revolving Credit Facility and the \$570 million senior secured Term Loan.

The Term Loan is expected to have a six year maturity and will be payable in 24 quarterly installments with the first 23 payments equal to 0.25% of the initial aggregate principal amount with the remaining principal balance due and payable on the sixth anniversary of the closing date of the Merger.

The Term Loan will carry an initial interest rate equal to the Eurodollar Rate plus an applicable margin, which is based on the applicable corporate ratings of the borrower. For purposes of the pro forma financial statements, the resulting effective annual interest rate for the Term Loan is 4.75%. Interest expense associated with the Term Loan for the twelve-months ended May 31, 2009 and the nine-months ended February 28, 2010 is \$27.0 million and \$20.2 million, respectively.

The \$150 million Revolving Credit Facility requires a commitment fee of 0.50% on the average daily unused portion. The pro forma financial statement assumes that there were no borrowings under the Revolving Credit Facility. The commitment fee associated with the Revolving Credit Facility for the twelve-months ended May 31, 2009 and the nine-months ended February 28, 2010 is \$0.8 million and \$0.6 million, respectively.

Amortization of debt issuance costs of \$22.9 million is estimated to be \$4.0 million and \$3.0 million for the twelve-months ended May 31, 2009 and nine-months ended February 28, 2010, respectively.

The following table provides the impact of potential changes of the interest rate on the Term Loan in both dollars and percent change (in millions):

<u>Change in Interest Rate</u>	<u>Pro Forma Interest Expense</u>	<u>% Change</u>
100 basis point increase	\$ 32.7	21.1%
50 basis point increase	29.8	10.5%
10 basis point increase	27.5	2.1%
10 basis point decrease	26.4	(2.1)%
50 basis point decrease	24.1	(10.5)%
100 basis point decrease	21.3	(21.1)%

Interest expense associated with Eclipsys' borrowings under its existing credit facility in the amount of \$3.5 million and \$1.6 million for the twelve-months ended May 31, 2009 and nine-months ended February 28, 2010, respectively, has been eliminated as this debt is required to be repaid upon consummation of the Merger. In addition, interest expense associated with Allscripts' borrowings under its existing credit facility in the amount of \$1.3 million and \$1.2 million for the twelve-months ended May 31, 2009 and nine-months ended February 28, 2010, respectively, has been eliminated.

- (H) The pro forma adjustment to income tax expense represents the estimated income tax impact of the pro forma adjustments at a statutory tax rate of 39%.
- (I) Pro forma earnings per share (EPS), basic and diluted, includes the addition of 71.7 million shares of common stock which will be issued in conjunction with the closing of the Merger and a reduction of 21.2 million shares of common stock from the share repurchase from Misys. The following adjustments represent the changes to basic and diluted weighted average shares (in millions):

	Historical weighted average shares - basic	Share Issuance	Share Repurchase	Pro forma weighted average shares - basic
For the year ended May 31, 2009	122.6	71.7	(24.4)	169.9
	Historical weighted average shares - diluted	Share Issuance	Share Repurchase	Pro forma weighted average shares - diluted
For the year ended May 31, 2009	127.0	71.7	(24.4)	174.3
	Historical weighted average			Pro forma

	<u>shares - basic</u>	<u>Share Issuance</u>	<u>Share Repurchase</u>	<u>weighted average shares – basic</u>
For the nine months ended February 28, 2010	144.8	71.7	(24.4)	192.1
	<u>Historical weighted average shares – diluted</u>	<u>Share Issuance</u>	<u>Share Repurchase</u>	<u>Pro forma weighted average shares – diluted</u>
For the nine months ended February 28, 2010	147.2	71.7	(24.4)	194.5

(J) The following table details the pro forma adjustments to the combined stockholders' equity (in millions):

	<u>Purchase Price Allocation</u>	<u>Stock Issuance for Purchase</u>	<u>Acquisition Related Expenses</u>	<u>Total Pro Forma Adjustments</u>
Common stock	\$ (0.6)	\$ 0.7	—	\$ 0.1
Additional paid in capital	(605.9)	1,320.9	—	715.0
Accumulated deficit	156.5	—	\$ (26.7)	129.8
Accumulated other comprehensive loss	1.2	—	—	1.2

- (K) Reclassification entries have been made to Eclipsys' revenue and cost of revenue to realign them with Allscripts' reported results. In addition, Allscripts' software and related services and maintenance revenue and cost of revenue have been combined for presentation purposes.
- (L) Effective June 1, 2009, Allscripts adopted accounting guidance which states that invested share-based payment awards that contain nonforfeitable rights to dividends or dividend equivalents (whether paid or unpaid) are considered participating securities and shall be included in the computation of earnings per share pursuant to the two-class method. The two-class method is an earnings allocation formula that treats a participating security as having rights to earnings that would otherwise have been available to common shareholders. The provisions of this guidance are retrospective; therefore the twelve-months ended May 31, 2009 information has been restated to reflect this change. Restricted stock units awards granted by Allscripts to certain management-level employees participate in dividends on the same basis as common shares and are nonforfeitable by the holder. As a result, these restricted stock units awards meet the definition of a participating security.

The following items are not adjusted for, but are important information to consider when evaluating, the pro forma combined financial information.

- (M) As described in "Description of the Transactions and acquisition and basis of presentation – The Transactions," Misys will receive a put option that will require, at Misys' option, Allscripts to repurchase an additional \$101.6 million of shares held by Misys subject to certain events. The pro forma combined results do not reflect the exercise of this put option since there can be no assurance that Misys will exercise its option. In the event that Misys chose to exercise the put option, the impact on the pro forma combined results would be to decrease cash and marketable securities by \$101.6 million, increase Treasury stock by a similar amount and reduce the weighted average shares outstanding. Additionally, the Secondary Offering does not have an impact on the pro forma combined financial information.
- (N) Allscripts' merger with Misys Healthcare Systems, LLC was accounted for as a reverse merger with the combined entity adopting a May 31 fiscal year end. As a result, historical Allscripts' statement of operations for the year ended May 31, 2009 does not contain a full year of legacy Allscripts' results. To restate for a full year, revenue would be increased by \$120.8 million net of deferred revenue of \$3.7 million and net income would be decreased by \$4.3 million for the period representing the full year May 31, 2009. No adjustment would be required for the nine months ended February 28, 2010. Additionally, on March 16, 2009, Allscripts completed the sale of its prepackaged medications business which would have reduced revenue and net income by \$29.7 million and \$1.5 million for the period representing full year May 31, 2009, respectively.

The following table reflects summary pro forma results after giving effect to the above items for the twelve-months ended May 31, 2009 (in millions):

	<u>Pro Forma Combined</u>	<u>Adjustments</u>	<u>Adjusted Pro Forma Combined</u>
Revenue	\$1,067.7	\$ 91.1	\$ 1,158.8
Net income	85.2	(5.8)	79.4

- (O) Eclipsys concluded, effective September 30, 2008, that it was more likely than not that substantially all of its net U.S. deferred tax assets would be realized. As a result, substantially all of the valuation allowance applied to such net deferred tax assets has been reversed in the year ended May 31, 2009. Reversal of the valuation allowance resulted in a non-cash income tax benefit totaling \$86.9 million. Eclipsys

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also had an \$82.2 million deferred tax asset as of March 31, 2010. We have not provided any adjustment to this amount and based on our preliminary analysis we expect the combined company to realize this deferred tax asset after consummation of the merger.

## Selected Financial Data

The following table sets forth summary consolidated financial data of Allscripts-Misys Healthcare Solutions, Inc. and its subsidiaries for periods presented below and earnings per share as adjusted for the retrospective application of the accounting guidance described below.

Effective June 1, 2009, we adopted accounting guidance which states that invested share-based payment awards that contain nonforfeitable rights to dividends or dividend equivalents (whether paid or unpaid) are considered participating securities and shall be included in the computation of earnings per share pursuant to the two-class method. The two-class method is an earnings allocation formula that treats a participating security as having rights to earnings that would otherwise have been available to common shareholders. The provisions of this guidance are retrospective. Restricted stock units awards granted by us to certain management-level employees participate in dividends on the same basis as common shares and are nonforfeitable by the holder. As a result, these restricted stock unit awards meet the definition of a participating security.

The selected consolidated financial data shown below should be read in conjunction with “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and our consolidated financial statements and related notes that are not included in this report. The historical results are not necessarily indicative of results to be expected for any future period.

	Year Ended May 31,				
	2009 <sup>(1)</sup>	2008 <sup>(1),(2)</sup>	2007 <sup>(1),(2)</sup>	2006 <sup>(1),(2)</sup>	2005 <sup>(1),(2)</sup>
(In thousands, except per-share data)					
<b>Consolidated Statements of Operations Data:</b>					
Revenue	\$ 548,439	\$ 383,771	\$ 379,693	\$ 381,736	\$ 362,515
Cost of revenue	256,288	176,870	189,128	196,763	194,043
Gross profit	292,151	206,901	190,565	184,973	168,472
Operating expenses:					
Selling, general and administrative expenses	199,902	117,566	121,101	112,135	105,825
Research and development	39,431	37,784	40,880	29,592	27,313
Amortization of intangibles	6,884	11,320	22,392	23,039	23,998
Income from operations	45,934	40,231	6,192	20,207	11,336
Interest expense	(2,162)	(296)	(272)	(184)	(114)
Interest and other income, net	626	219	94	32	818
Income before income taxes	44,398	40,154	6,014	20,055	12,040
Income tax expense	(18,376)	(14,755)	(2,160)	(7,519)	(4,891)
Net income	\$ 26,022	\$ 25,399	\$ 3,854	\$ 12,536	\$ 7,149
Net income per share—basic and diluted, as adjusted (4)	\$ 0.21	\$ 0.31	\$ 0.05	\$ 0.15	\$ 0.09
Weighted-average shares used in computing basic net income per share (4)	122,591	82,886	82,886	82,886	82,886
Weighted-average shares used in computing diluted net income per share (4)	127,012	82,886	82,886	82,886	82,886
<b>Other Operating Data:</b>					
System sales	\$ 98,469	\$ 64,627	\$ 71,368	\$ 93,487	\$ 96,772
Professional services	51,827	30,943	33,422	36,957	31,773
Maintenance	196,165	141,531	133,440	122,584	111,445
Transaction processing and other	187,557	146,670	141,463	128,708	122,525
Total software and services revenue	534,018	383,771	379,693	381,736	362,515
Prepackaged medications <sup>(3)</sup>	14,421	—	—	—	—
Total revenue	\$ 548,439	\$ 383,771	\$ 379,693	\$ 381,736	\$ 362,515

	As of May 31,				
	2009	2008	2007	2006	2005
<b>Consolidated Balance Sheet Data:</b>					
Cash, cash equivalents and marketable securities	\$ 73,426	\$ 325	\$ 1,370	\$ 12,449	\$ 19,702
Working capital	96,849	(6,776)	(33,875)	(27,060)	(13,332)
Goodwill and intangible assets, net	646,197	91,043	103,976	128,331	108,861
<b>Total assets</b>	<b>952,656</b>	<b>179,268</b>	<b>171,247</b>	<b>199,148</b>	<b>186,880</b>
Long-term debt and long-term capital lease obligations	63,699	548	944	1,448	922
<b>Total stockholders' equity</b>	<b>700,370</b>	<b>110,649</b>	<b>81,169</b>	<b>107,645</b>	<b>85,565</b>

- (1) Results of operations for the year ended May 31, 2009 include the results of operations of legacy Misys Healthcare Systems, LLC ("MHS") for the full year ended May 31, 2009 and the results of operations of legacy Allscripts Healthcare Solutions, Inc. are included from the completion of the merger between Allscripts and MHS on October 10, 2008 through May 31, 2009. Since the merger constitutes a reverse acquisition for accounting purposes, the pre-acquisition combined financial statements of MHS are treated as the historical financial statements of Allscripts. Results of operations for the years ended May 31, 2008, 2007, 2006, and 2005 are the results of operations of MHS only.
- (2) For the years ended May 31, 2008, 2007, 2006, and 2005, the basic and diluted share count includes only the shares issued to Misys plc in connection with the October 10, 2008 transactions. MHS did not have any shares outstanding prior to the merger, and therefore, the basic and diluted share count is comprised of the Allscripts shares issued on the October 10, 2008 acquisition date for all periods prior to the acquisition date as this reflects the Allscripts shares equivalent of MHS equity prior to the acquisition.
- (3) On March 16, 2009, Allscripts closed on the sale of its prepackaged medications business to A-S Medication Solutions LLC ("A-S"). Under terms of the sale, Allscripts received a total of \$8,000 in cash consideration during its fourth quarter of fiscal 2009. In addition, Allscripts entered into a Marketing Agreement with A-S on March 16, 2009 which provides that Allscripts will earn annual fees for providing various marketing services of \$3,600 per year over the five year term for an expected total of approximately \$18,000, subject to reduction in certain circumstances. The results of operations for fiscal 2009 include the prepackaged medications business from the completion of the Transactions on October 10, 2008 through the March 16, 2009 closing of its sale to A-S. The prepackaged medications business has not been disclosed as discontinued operations due to Allscripts' continued involvement with A-S through the Marketing Agreement.
- (4) Revised as a result of the retrospective application of accounting guidance related to participating securities as follows:

	Year Ended May 31,				
	2009	2008	2007	2006	2005
	<u>As adjusted</u>				
(In thousands, except per-share data)					
<b>Basic Earnings per Common Share:</b>					
Net income	\$ 26,022	\$ 25,399	\$ 3,854	\$ 12,536	\$ 7,149
Less: Income allocated to participating securities	(439)	—	—	—	—
<b>Net income available to common shareholders</b>	<b>\$ 25,583</b>	<b>\$ 25,399</b>	<b>\$ 3,854</b>	<b>\$ 12,536</b>	<b>\$ 7,149</b>
Average common shares outstanding	122,591	82,886	82,886	82,886	82,886
	\$ 0.21	\$ 0.31	\$ 0.05	\$ 0.15	\$ 0.09
<b>Earnings per Common Share Assuming Dilution:</b>					
Net income	\$ 26,022	\$ 25,399	\$ 3,854	\$ 12,536	\$ 7,149
Less: Income allocated to participating securities after consideration of dilutive effect of stock options and restricted stock unit awards and debentures	(432)	—	—	—	—
Add: Interest expense on debentures, net of tax	457	—	—	—	—
<b>Net income available to common shareholders</b>	<b>\$ 26,047</b>	<b>\$ 25,399</b>	<b>\$ 3,854</b>	<b>\$ 12,536</b>	<b>\$ 7,149</b>
Average common shares outstanding	122,591	82,886	82,886	82,886	82,886
Dilutive effect of stock options and restricted stock units awards (including participating securities)	1,970	—	—	—	—
Dilutive effect of debentures	2,451	—	—	—	—
<b>Average common shares outstanding assuming dilution</b>	<b>127,012</b>	<b>82,886</b>	<b>82,886</b>	<b>82,886</b>	<b>82,886</b>
	\$ 0.21	\$ 0.31	\$ 0.05	\$ 0.15	\$ 0.09

The predecessor company, Misys Healthcare Systems, LLC, did not have any shares outstanding prior to the merger, and therefore, the basic and diluted share count is comprised of the Allscripts shares issued on the October 10, 2008 acquisition date for all periods prior to the acquisition date. The predecessor company also had no such participating securities prior to the acquisition date. Based on these facts, there was no impact for the retroactive adoption of the accounting guidance for periods prior to the acquisition date.