

# HUMANCAPITAL

MERGERS & ACQUISITIONS | PUBLIC & PRIVATE FINANCINGS | FINANCIAL ADVISORY SERVICES



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## SECTOR SPOTLIGHT

Software/Internet  
Outsourcing Services  
Transaction/Data Processing  
Staffing/Recruiting Services

## Representative Transactions

### SELL-SIDE M&A / RECAPITALIZATIONS

 <p>Has been acquired by</p>  <p>July 2016</p>	 <p>Has been acquired by</p>  <p>March 2016</p>	 <p>Has been acquired by</p>  <p>February 2016</p>	 <p>Has been acquired by</p>  <p>September 2015</p>	 <p>Has been acquired by</p>  <p>A portfolio company of</p>  <p>August 2015</p>	 <p>Has been acquired by</p>  <p>August 2015</p>
 <p>Has been acquired by</p>  <p>July 2015</p>	 <p>Has been acquired by</p>  <p>October 2014</p>	 <p>Has been acquired by</p>  <p>December 2011</p>	 <p>Has been acquired by</p>  <p>April 2011</p>	 <p>Has been acquired by</p>  <p>January 2011</p>	 <p>Has been acquired by</p>  <p>July 2010</p>

### PRIVATE PLACEMENTS

 <p>Has received an equity investment from</p>  <p>June 2016</p>	 <p>Has received an equity investment from</p>  <p>March 2016</p>	 <p>Has received an equity investment from</p>  <p>February 2016</p>	 <p>Has received an investment from</p>  <p>June 2015</p>	 <p>Has received an equity investment from</p>  <p>December 2014</p>	 <p>Has received an equity investment from</p>  <p>April 2014</p>
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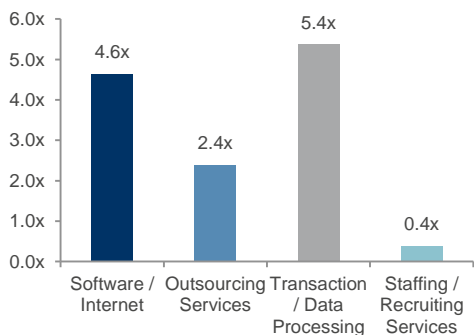
### PUBLIC EQUITY RAISES

 <p><b>\$89,625,000</b> Follow-On Offering Bookrunner October 2016</p>	 <p><b>\$80,960,000</b> Initial Public Offering Co-Manager November 2015</p>	 <p><b>\$33,000,000</b> Follow-On Offering Bookrunner October 2015</p>	 <p><b>\$111,265,000</b> Follow-On Offering Co-Manager <b>\$130,200,000</b> Follow-On Offering Co-Manager Sept. 2015 / Dec. 2014</p>	 <p><b>\$73,500,000</b> Follow-On Offering Co-Manager <b>\$109,900,560</b> Follow-On Offering Co-Manager August 2015 / July 2014</p>	 <p><b>\$115,000,000</b> Follow-On Offering Senior Co-Manager <b>\$146,510,000</b> Initial Public Offering Senior Co-Manager May 2015 / July 2014</p>
 <p><b>\$90,010,000</b> Follow-On Offering Bookrunner May 2015</p>	 <p><b>\$61,042,000</b> Initial Public Offering Co-Manager December 2014</p>	 <p><b>\$202,240,000</b> Initial Public Offering Co-Manager March 2014</p>	 <p><b>\$137,729,750</b> Initial Public Offering Co-Manager March 2014</p>	 <p><b>\$150,394,125</b> Initial Public Offering Co-Manager September 2013</p>	 <p><b>\$21,000,000</b> Follow-On Offering Underwriter <b>\$63,480,000</b> Initial Public Offering Senior Co-Manager Sept. 2013 / May 2013</p>

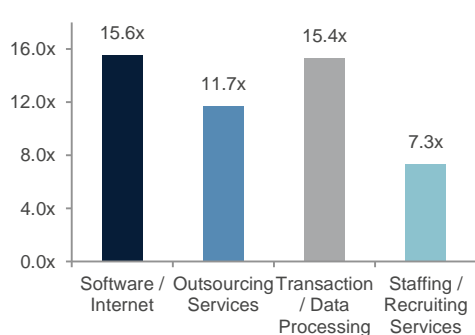
Past performance is not indicative of future results.

# Human Capital Market Update

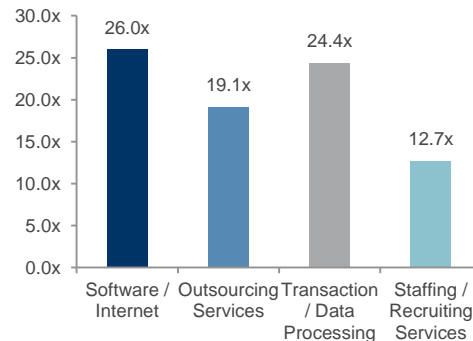
TEV / 2016E Revenue



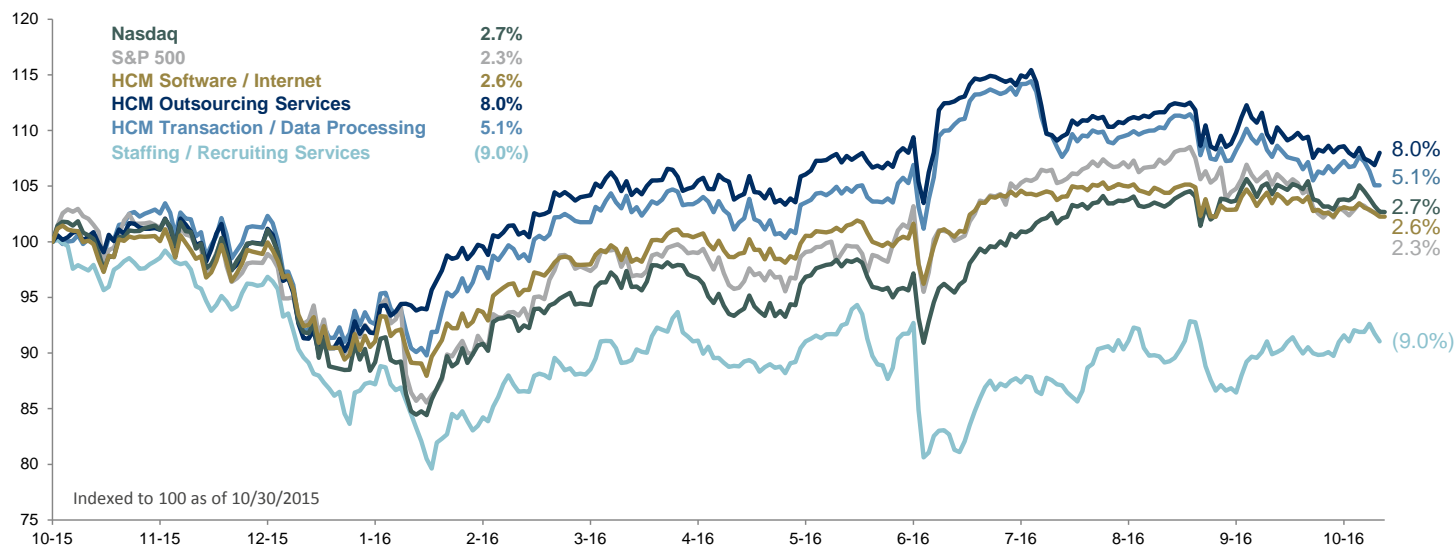
TEV / 2016E EBITDA



P/E 2016E



## 1-Year Historical Composite Stock Performance (%) as of 10/30/2016



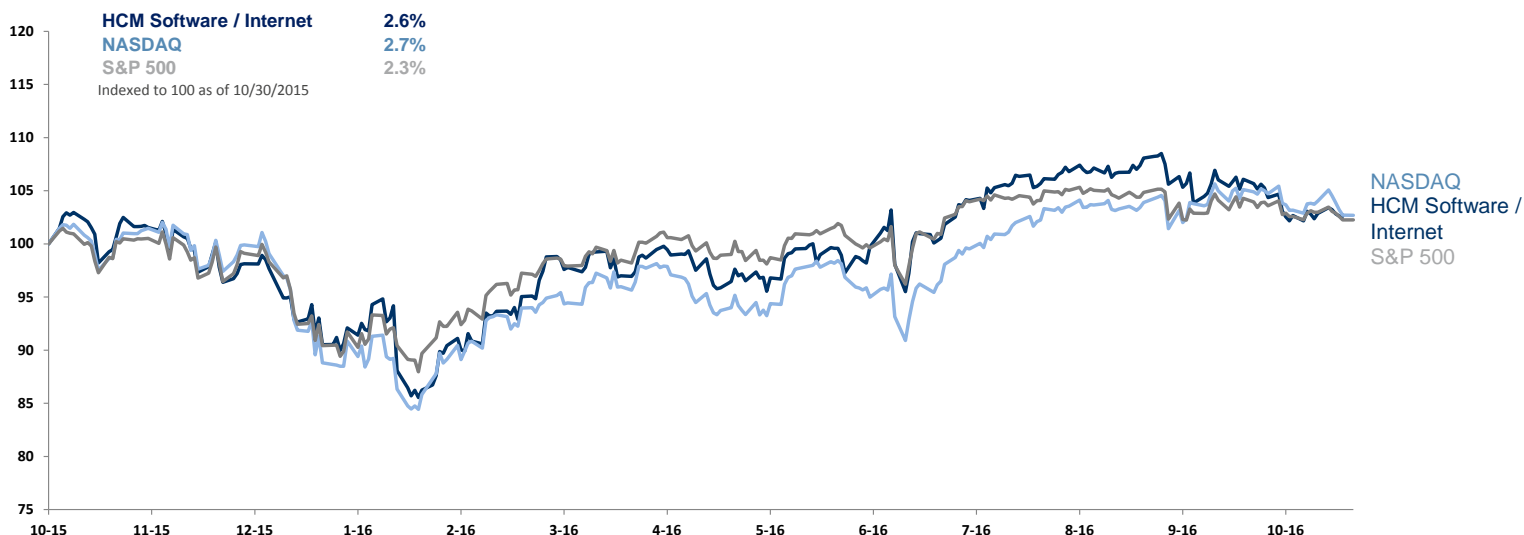
## Operating / Trading Statistics

	Software / Internet	Outsourcing Services	Transaction / Data Processing	Staffing / Recruiting Services
2016E Revenue Growth	22.8%	9.2%	8.1%	2.5%
2017E Revenue Growth	17.8%	7.3%	9.1%	3.3%
2016E EBITDA Margin	22.5%	20.6%	34.9%	5.4%
2017E EBITDA Margin	20.8%	21.6%	36%	5.3%
% 52 Week High	91.5%	91.5%	90.1%	73.5%
Debt / 2016E EBITDA	1.0x	2.2x	2.3x	1.0x

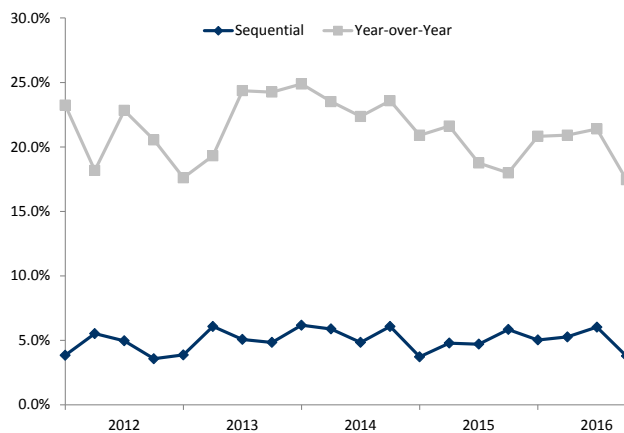
	Software / Internet	Outsourcing Services	Transaction / Data Processing	Staffing / Recruiting Services				
<b>Top 3 Performers, by Stock Performance</b>								
<i>Last Month</i>	Castlight Health, Inc.	4.6%	Insperty, Inc.	3.5%	Blackhawk Network	14.2%	Randstad Holding	12.8%
	The Ultimate Software Group, Inc.	3.2%	Morneau Shepell Inc.	3.4%	Verisk Analytics, Inc.	0.3%	CDI Corp.	8.5%
	Paycom Software, Inc.	3.2%	ADP	-1.3%	Edenred SA	-1.1%	Groupe CRIT SA	8.2%
<i>Last 3 Months</i>	Asure Software, Inc.	32.7%	Morneau Shepell Inc.	4.8%	HealthEquity, Inc.	12.6%	Pasona Group Inc.	28.6%
	Castlight Health, Inc.	16.6%	Aon plc	3.5%	Edenred SA	2.1%	Randstad Holding	19.6%
	Halogen Software Inc.	15.6%	Willis Towers Watson	1.8%	Blackhawk Network	-1.0%	ManpowerGroup Inc.	10.7%
<i>Last 12 Months</i>	Xactly Corporation	38.7%	Insperty, Inc.	61.9%	Edenred SA	25.4%	Recruit Holdings Co.,Ltd.	24.3%
	Paycom Software, Inc.	36.1%	Morneau Shepell Inc.	26.5%	WageWorks, Inc.	22.8%	Groupe CRIT SA	21.1%
	Cornerstone OnDemand, Inc.	31.1%	Aon plc	18.8%	Equifax Inc.	16.3%	Synergie SA	20.4%

# HCM Software / Internet

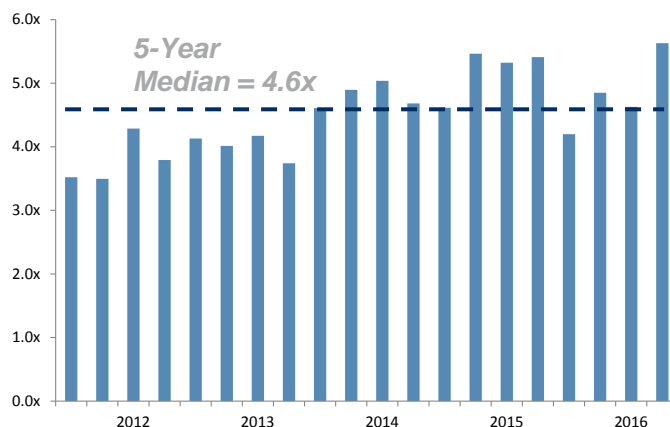
## 1- Year Historical Stock Performance



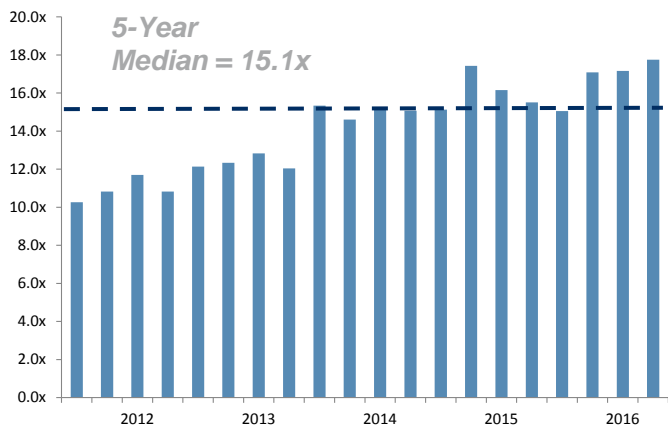
## Quarterly Revenue Growth



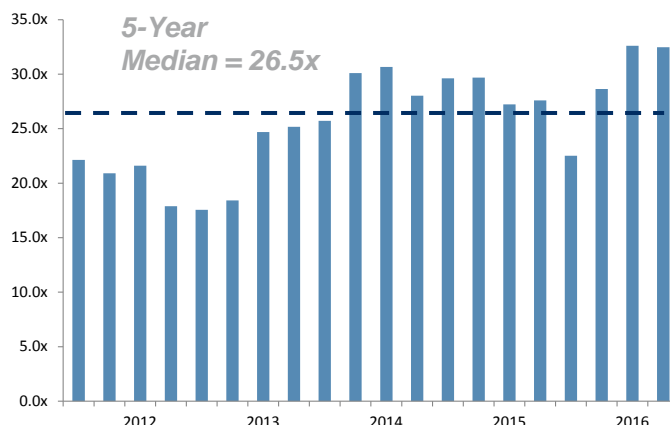
## Historical TEV / LTM Revenue Multiples



## Historical TEV / LTM EBITDA Multiples



## Historical LTM P/E Multiples



HCM Software / Internet Composite: ASUR, ASX:SEK, BNFT, CALD, CSLT, CSOD, DHX, EBIX, EHTH, HSTM, INTU, JOBS, LSE:SGE, NZSE:XRO, ORCL, PAYC, PCTY, SAP, TSX:HGN, ULTI, WDAY, XTRA:O1BC, XTLY, INST

## Software / Internet: Detailed Valuation Multiples &amp; Metrics

Company	Price 10/31/2016	% of 52 Week High	Market Cap (\$MM)	Total Enterprise Value (\$MM)	TEV		TEV		Market Price		2016E P/E Growth Rate
					2016E Revenue	2017E Revenue	2016E EBITDA	2017E EBITDA	2016E EPS	2017E EPS	
Oracle Corporation	\$ 38.42	91.5 %	\$ 157,738.7	\$ 143,795.7	3.8 x	3.8 x	8.6 x	8.2 x	14.7 x	14.0 x	1.7
SAP SE	88.01	97.2	105,447.9	108,434.5	4.5	4.2	13.3	12.4	21.1	18.8	1.8
Intuit Inc.	108.74	93.0	28,048.2	27,968.2	5.8	5.4	16.0	13.8	28.0	24.1	1.5
LinkedIn Corporation	189.60	73.4	25,698.2	23,523.8	6.2	5.2	20.7	18.2	44.7	41.2	1.5
Workday, Inc.	86.68	92.9	17,336.0	15,788.9	10.1	7.7	NM	NM	NM	NM	NM
Sage Group plc	8.81	94.8	9,515.5	9,905.7	5.2	4.5	17.6	15.6	26.0	22.3	1.7
The Ultimate Software Group, Inc.	210.99	94.2	6,105.6	6,005.2	7.7	6.3	31.8	25.3	NM	NM	2.2
SEEK Limited	11.14	85.3	3,858.6	4,381.0	5.9	5.2	15.1	13.7	26.4	22.8	1.2
Paycom Software, Inc.	51.73	97.7	3,094.8	3,050.4	9.3	7.3	NM	27.8	NM	NM	1.9
Comerstone OnDemand, Inc.	41.30	86.5	2,310.0	2,277.2	5.3	4.4	NM	NM	NM	NM	20.9
Paylocity Holding Corporation	43.49	87.6	2,232.6	2,146.1	8.2	6.5	NM	NM	NM	NM	4.8
Xero Limited.	12.69	79.3	1,730.5	1,602.9	8.0	5.7	NM	NM	NM	NM	NM
51job Inc.	34.00	95.8	2,022.3	1,395.0	4.1	3.5	12.3	10.4	20.0	18.2	0.8
XING AG	203.26	94.3	1,142.4	1,054.1	6.6	5.6	20.9	16.9	43.8	34.6	1.3
Benefitfocus, Inc.	32.50	72.3	963.7	970.9	4.1	3.3	NM	NM	NM	NM	NM
Callidus Software Inc.	18.25	84.3	1,136.2	950.0	4.6	3.9	NM	28.6	NM	49.8	2.3
HealthStream, Inc.	26.97	93.5	856.0	717.2	3.1	2.7	20.8	15.5	NM	NM	4.0
Instructure, Inc.	25.45	94.5	712.2	628.9	5.6	4.0	NM	NM	NM	NM	NM
Xactly Corporation	12.90	80.1	396.7	366.1	3.8	3.1	NM	NM	NM	NM	NM
DHI Group, Inc.	5.70	54.4	285.5	346.8	1.5	1.5	5.6	5.8	15.5	15.0	NA
Castlight Health, Inc.	4.35	80.7	446.7	321.0	3.2	2.5	NM	NM	NM	NM	NM
Halogen Software Inc.	7.39	94.7	158.7	123.6	1.7	1.5	27.6	20.5	NM	NM	NA
eHealth, Inc.	7.83	51.7	143.5	76.2	0.4	0.4	12.3	6.2	23.0	NM	NM
Asure Software, Inc.	6.62	91.5	43.1	73.8	2.0	1.8	9.7	8.5	31.8	22.4	0.8
<b>Mean</b>					<b>5.0 x</b>	<b>4.2 x</b>	<b>16.6 x</b>	<b>15.5 x</b>	<b>26.8 x</b>	<b>25.7 x</b>	<b>3.2</b>
<b>Median</b>					<b>4.9</b>	<b>4.1</b>	<b>15.6</b>	<b>14.6</b>	<b>26.0</b>	<b>22.4</b>	<b>1.7</b>

## Software / Internet: Selected M&amp;A and Capital Markets Activity

Date Announced	Type	Acquiror / Investor	Target / Issuer	Transaction Value (\$MM)	TEV / Revenue	EBITDA
10/27/2016	PP	WorldQuant	Untapt	NA	NA	NA
10/26/2016	PP	LDC	Mitrefinch	\$ 24.4	NA	NA
10/26/2016	PP	Draper Esprit	Perkbox	3.1	NA	NA
10/25/2016	M&A	Kronos Incorporated	Datamatics Management Services	NA	NA	NA
10/20/2016	PP	Serent Capital	Apex Payroll Software	NA	NA	NA
10/19/2016	PP	The Unofficial Syndicate, TEEC Angel Fund, Y Combinator	HigherMe	1.5	NA	NA
10/18/2016	M&A	Warburg Pincus	NeoGov	NA	NA	NA
10/18/2016	PP	Plaza Ventures	PostBeyond	0.6	NA	NA
10/14/2016	SHLF	NA	Oracle	11.0	NA	NA
10/13/2016	PP	Balderton Capital	ComplyAdvantage	8.2	NA	NA
10/11/2016	PP	Sequoia Capital	Everwise	16.0	NA	NA
10/11/2016	PP	Level Equity	simPRO Software	31.0	NA	NA
10/10/2016	M&A	Compunnel Software Group	Jobhuk, Inc.	NA	NA	NA
10/9/2016	PP	True Ventures	Atipica	2.0	NA	NA
10/4/2016	PP	GGV Capital, Toba Capital	Restless Bandit	8.0	NA	NA
9/30/2016	M&A	The Ultimate Software Group	Kanjoya, Inc.	NA	NA	NA
9/29/2016	PP	Resolute Venture Partners, Rolling Hills Ventures	ShiftWizard	3.0	NA	NA
9/28/2016	PP	SFW Capital Partners	DaySmart Software	NA	NA	NA
9/28/2016	PP	Adressen Horowitz, DCM Ventures, Nissay Capital	AnyPerk	11.5	NA	NA
9/27/2016	PP	Altos Ventures, Partech Ventures	OpenSesame	9.0	NA	NA
9/22/2016	PP	WestView Capital Partners	Collaborative Solutions	NA	NA	NA
9/21/2016	PP	Sound Ventures, GLG, Thrive Capital, Upfront Ventures	Imbellus	4.0	NA	NA

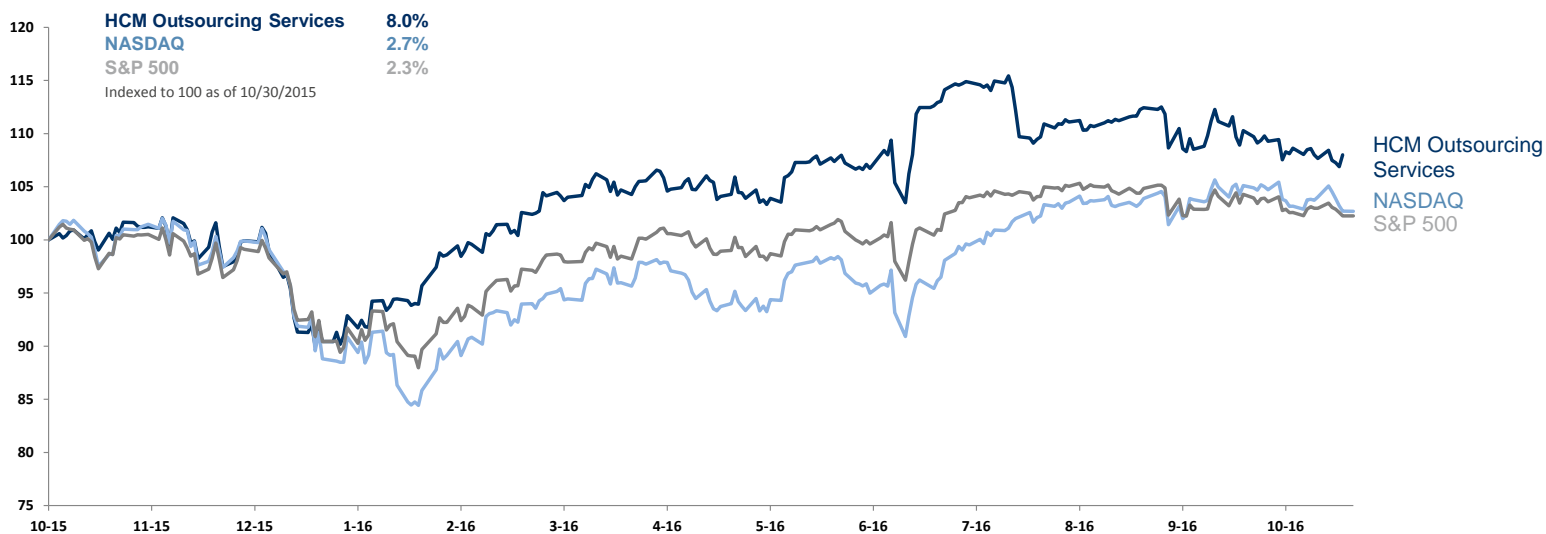
Type Key: M&A – Merger & Acquisition, PP – Private Placement, SHLF – Shelf Registration, IPO – Initial Public Offering, EQTY – Follow-on Equity Offering, DEBT – Debt Offering, CVT – Convertible Debt

## Software / Internet: Other Recent News &amp; Events

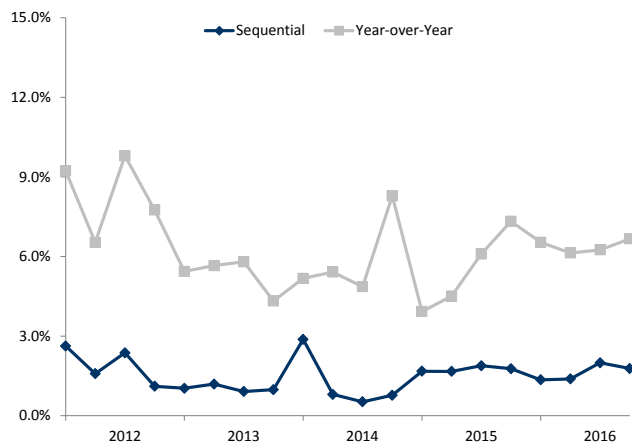
Date	Company	News
10/18	Zenefits (Private)	Human-resources startup Zenefits is seeking to put its troubled past behind it, launching redesigned software at its first customer conference on October 18 in an effort to jump-start sales and repair its corporate image. Zenefits said the new software, dubbed “Z2,” enables its small-business customers to manage more human-resources tasks, like employee payroll. It also now works with 17 business apps made by other software makers, including Intuit Inc. and Salesforce.com Inc. Zenefits, incorporated as YourPeople Inc., gives away its software free to small businesses, which use it primarily to manage employee health-care benefits. Zenefits makes money by collecting brokerage commissions from insurance carriers. The new payroll feature—which costs \$35 a month, plus \$5 monthly per employee—is among the first services offered by Zenefits for a fee, following the lead of rival Gusto Inc. which already offers a payroll service. “This is the culmination of everything the company has been building for the last three years,” said Chief Executive David Sacks in a statement ahead of a speech Tuesday morning at the company’s Z2 conference alongside insurance partners such as Aetna Inc. and MetLife Inc. (The Wall Street Journal)

# Outsourcing Services

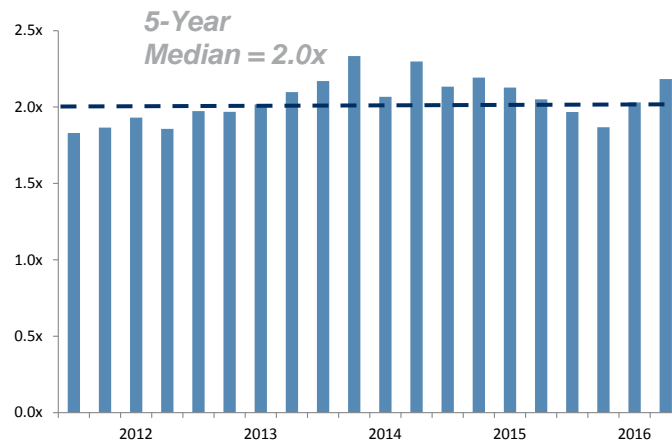
## 1- Year Historical Stock Performance



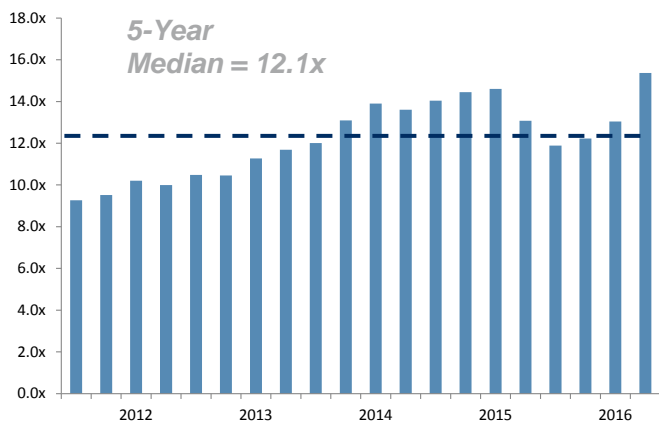
## Quarterly Revenue Growth



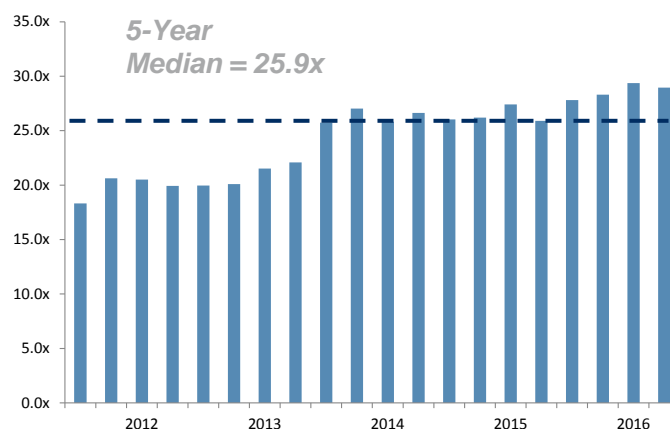
## Historical TEV / LTM Revenue Multiples



## Historical TEV / LTM EBITDA Multiples



## Historical LTM P/E Multiples



HCM Outsourcing Services Composite: ADP, AON, CBZ, NSP, PAYX, TNET, TSX:MSI

## Outsourcing Services: Detailed Valuation Multiples &amp; Metrics

Company	Price 10/31/2016	% of 52 Week High	Market Cap (\$MM)	Total Enterprise Value (\$MM)	TEV		TEV		Market Price		2016 P/E Growth Rate	
					2016E Revenue	2017E Revenue	2016E EBITDA	2017E EBITDA	2016E EPS	2017E EPS		
Automatic Data Processing, Inc.	\$ 87.06	90.7 %	\$ 39,557.9	\$ 38,748.0	3.2 x	3.0 x	15.6 x	13.8 x	25.3 x	22.9 x	2.2	
Aon plc	110.83	97.4	29,158.7	34,517.7	2.9	2.8	13.1	12.3	17.0	15.6	1.5	
Willis Towers Watson	125.90	94.4	17,380.6	20,430.6	2.5	2.4	11.5	10.6	16.3	14.7	1.7	
Paychex, Inc.	55.20	89.2	19,963.2	19,516.8	6.4	5.9	14.9	13.8	26.0	24.0	2.6	
TriNet Group, Inc.	18.77	81.7	1,318.6	1,626.1	0.5	0.5	9.1	8.1	16.2	13.6	0.7	
Insperty, Inc.	75.20	91.5	1,608.9	1,488.0	0.5	0.5	10.5	8.8	21.3	18.0	1.0	
Morneau Shepell Inc.	14.96	97.7	795.2	1,002.6	2.2	2.1	11.9	11.0	27.5	20.0	NA	
CBIZ, Inc.	11.05	93.5	580.1	799.1	1.0	0.9	8.5	7.9	14.7	13.4	1.1	
					Mean	2.4 x	2.3 x	11.9 x	10.8 x	20.5 x	17.8 x	1.5
					Median	2.4	2.3	11.7	10.8	19.1	16.8	1.5

## Outsourcing Services: Selected M&amp;A &amp; Capital Markets Activity

Date Announced	Type	Acquiror / Investor	Target / Issuer	Transaction Value (\$MM)	TEV / Revenue	EBITDA
10/25/2016	PP	Propel Venture Partners	Hixme	\$ 14.1	NA	NA
10/10/2016	PP	Otium Capital	Payfit	5.6	NA	NA
9/16/2016	M&A	Oasis Outsourcing, Inc.	CEP, Inc.	NA	NA	NA
9/12/2016	M&A	OneDigital Health and Benefits	FahrenheitHR (a division of The Fahrenheit Group)	NA	NA	NA
9/1/2016	M&A	Leadership Forum Inc.	Acom Consulting	NA	NA	NA
8/15/2016	PP	NA	Genesys Talent	2.1	NA	NA
7/22/2016	M&A	FMP Global Bidco Limited	Bond HR and Payroll Software Limited and Payroll Services	38.5	NA	NA
7/11/2016	M&A	Lyons HR	Aabakus, Inc.	NA	NA	NA
7/5/2016	M&A	CBIZ, Inc.	Ed Jacobs & Associates, Inc. (Employee Benefits Business)	NA	NA	NA
6/15/2016	M&A	Ebix Inc.	Patriot National, Inc.	377.0	1.6 x	9.0 x
5/12/2016	DEBT	NA	Morneau Shepell Ltd.	75.0	NA	NA
4/7/2016	M&A	TriNet Group	Teleborder	NA	NA	NA
4/6/2016	M&A	Hire Velocity, LLC	BHS Hire, LLC	NA	NA	NA
4/1/2016	M&A	CBIZ, Inc.	The Savitz Organization, Inc.	NA	NA	NA
3/30/2016	PP	THL, Fidelity National Financial Ventures	Ceridian	150.0	NA	NA
3/14/2016	M&A	SD Worx	fidelis HR	NA	NA	NA
3/10/2016	PP	Redpoint Ventures, existing investors	Justworks	33.0	NA	NA
2/23/2016	DEBT	NA	Aon plc	749.8	NA	NA
1/26/2016	M&A	Orion International Consulting Group, LLC	Novotus, LLC	NA	NA	NA
1/11/2016	M&A	PeopleScout Inc. (TrueBlue)	Aon Hewitt RPO Business	NA	NA	NA
1/5/2016	M&A	Reed Group, Ltd.	Aon Hewitt Absence-Management Administration Business	NA	NA	NA
1/5/2016	M&A	Mercer, Inc.	CPSG Partners LLC	NA	NA	NA
1/5/2016	M&A	HR Outsourcing Holdings, Inc.	Fortune Financial Inc.	NA	NA	NA
12/21/2015	M&A	Oasis Outsourcing, Inc.	Doherty Employment Group, Inc.	NA	NA	NA
12/14/2015	M&A	Oasis Outsourcing, Inc.	A1HR, LLC	NA	NA	NA
12/1/2015	M&A	Paychex	Advance Partners	NA	NA	NA
12/1/2015	M&A	Morneau Shepell	Bensinger, DuPont & Associates	NA	NA	NA
12/1/2015	M&A	CBIZ, Inc.	The Cottonwood Group	NA	NA	NA
11/24/2015	M&A	Entertainment Benefits Group	Working Advantage	NA	NA	NA
11/13/2015	M&A	Goldman Sachs, Park Square Capital	Northgate NGA	NA	NA	NA
11/9/2015	DEBT	NA	Aon	399.2	NA	NA
10/23/2015	SHLF	NA	Paychex, Inc.	387.0	NA	NA

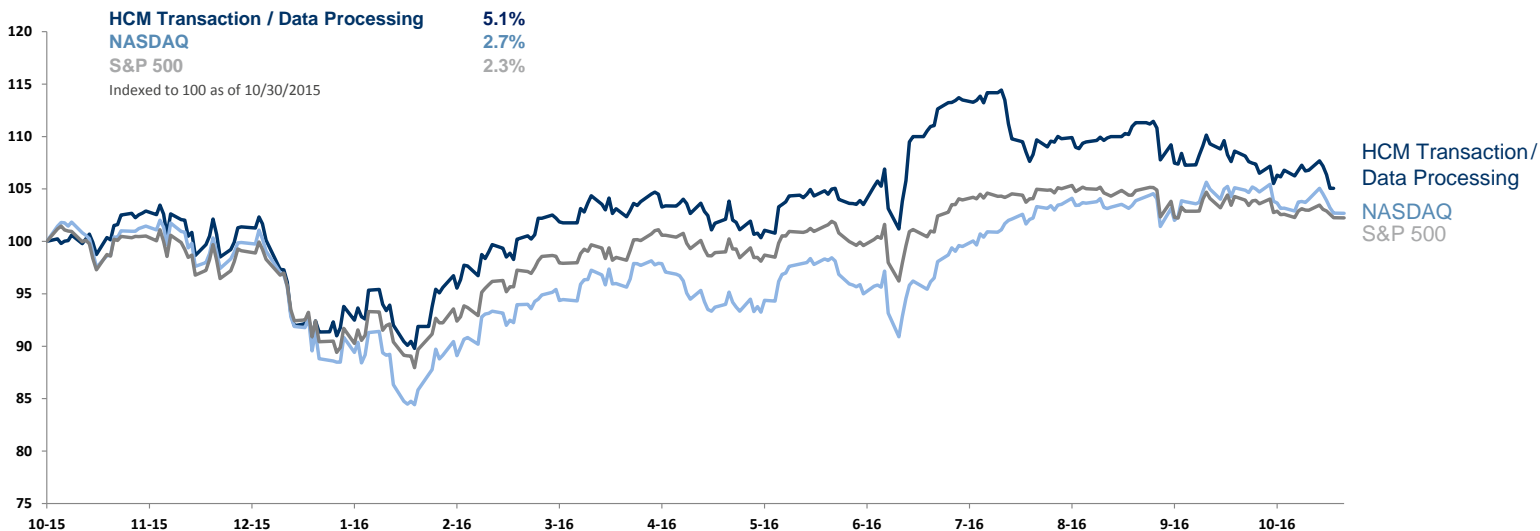
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## Outsourcing Services: Other Recent News &amp; Events

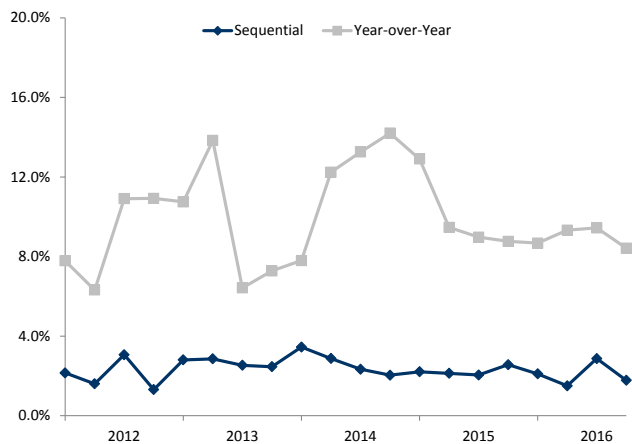
Date	Company	News
10/26	Willis Towers Watson (NASDAQ: WLTW)	Willis Towers Watson, a leading global advisory, broking and solutions company, confirmed that Dominic Casserley, President and Deputy CEO, will be leaving the company when his employment agreement ends on December 31, 2016. Casserley joined the Willis Group in January 2013 as CEO, a position he held until January 2016, when Willis and Towers Watson merged and he took on his present position. From 2013 to 2015, Willis advanced the core organic “Analytical Broker” and “Connecting Willis” strategies, introduced industry specialization, deepened its broking capabilities and reengineered many core processes. In parallel, the company expanded inorganically further into health care advisory and brokerage, executed the ground breaking partnership with Miller in London, and completed the acquisition of Gras Savoye to create the leading franchise in France and Africa. During the three years when Casserley was CEO, the total return to Willis shareholders was 58%. From January this year, at the newly merged Willis Towers Watson, Casserley was a member of the Board, co-led the integration process and was head of one of the global business segments, Investment Risk and Reinsurance (IRR). (willistowerswatson.com)

# Transaction / Data Processing

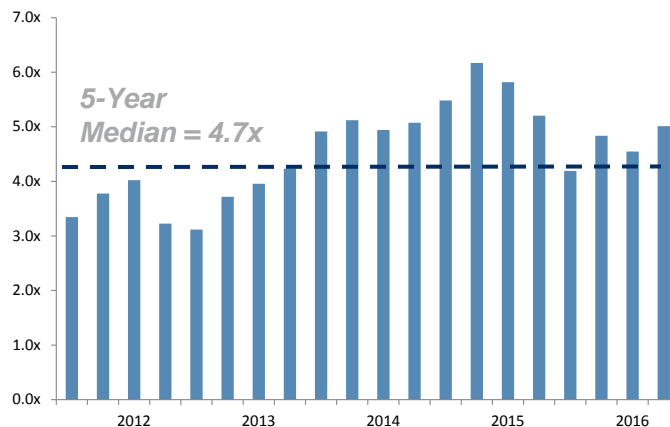
## 1- Year Historical Stock Performance



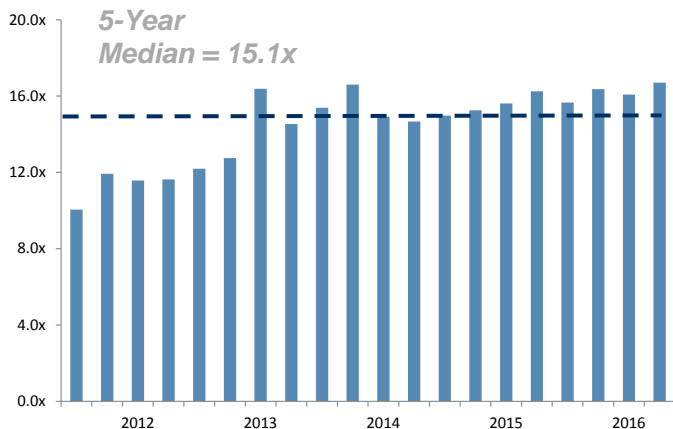
## Quarterly Revenue Growth



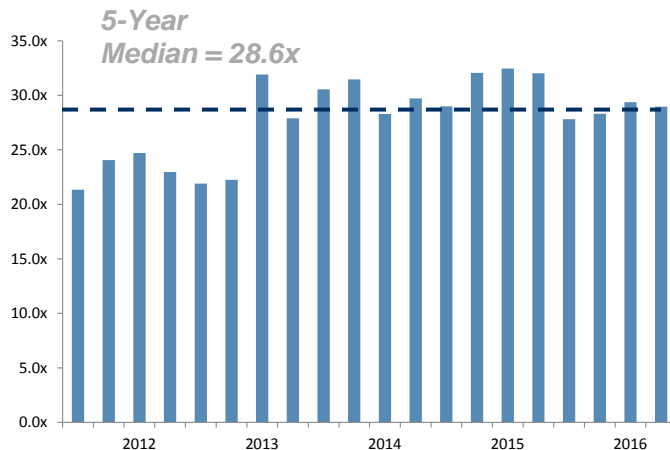
## Historical TEV / LTM Revenue Multiples



## Historical TEV / LTM EBITDA Multiples



## Historical LTM P/E Multiples



HCM Transaction / Data Processing Composite: ADP, CEB, EFX, ENXTPA: EDEN, HAWK, HQY, PAYX, VRSK, WAGE



## Transaction / Data Processing: Detailed Valuation Multiples &amp; Metrics

Company	Price 10/31/2016	% of 52 Week High	Market Cap (\$MM)	Total Enterprise Value (\$MM)	TEV		TEV		Market Price		2016E P/E Growth Rate	
					2016E Revenue	2017E Revenue	2016E EBITDA	2017E EBITDA	2016E EPS	2017E EPS		
Automatic Data Processing, Inc.	\$ 87.06	90.7 %	\$ 39,557.9	\$ 38,748.0	3.2 x	3.0 x	15.6 x	13.8 x	25.3 x	22.9 x	2.2	
Paychex, Inc.	55.20	89.2	19,963.2	19,516.8	6.4	5.9	14.9	13.8	26.0	24.0	2.6	
Equifax Inc.	123.97	90.5	14,846.8	17,619.6	5.6	5.1	15.7	14.2	22.6	20.6	1.6	
Verisk Analytics, Inc.	81.55	94.8	13,779.5	15,897.6	8.0	7.5	15.9	14.9	27.3	24.5	2.1	
Edenred SA	23.13	94.0	5,357.7	6,699.2	5.4	4.9	14.7	12.9	23.5	20.5	1.9	
CEB Inc.	48.65	62.2	1,566.8	2,317.3	2.4	2.4	9.5	9.2	12.9	12.4	1.2	
Blackhawk Network Holdings, Inc.	34.45	71.2	1,907.7	2,188.2	1.1	1.0	10.6	8.6	22.1	18.1	1.3	
HealthEquity, Inc.	33.23	85.6	1,969.0	1,819.5	10.2	8.2	29.3	22.9	NM	NM	1.7	
WageWorks, Inc.	58.95	90.1	2,157.3	1,667.4	4.6	4.2	15.4	13.0	42.2	35.4	2.5	
					Mean	5.2 x	4.7 x	15.7 x	13.7 x	25.2 x	22.3 x	1.9
					Median	5.4	4.9	15.4	13.8	24.4	21.7	1.9

## Transaction / Data Processing: Selected M&amp;A &amp; Capital Markets Activity

Date Announced	Type	Acquiror / Investor	Target / Issuer	Transaction Value (\$MM)	TEV /	
					Revenue	EBITDA
10/19/2016	EQTY	NA	HealthEquity, Inc.	\$ 89.6	NA	NA
9/13/2016	M&A	Relo Group	Associates for International Research, Inc.	20.4	NA	NA
9/9/2016	M&A	CIP Capital	CARCO Group Inc.	NA	NA	NA
9/7/2016	M&A	Sterling Talent Solutions	Verified Person Inc.	NA	NA	NA
9/7/2016	M&A	Sodexo Benefits and Rewards Services	Inspirus, LLC	NA	NA	NA
8/31/2016	M&A	Blackhawk Network Holdings	Grass Roots Group Holdings	118.1	0.3 x	9.8 x
8/15/2016	M&A	Terryberry Company	Kelleher Enterprises	NA	NA	NA
6/16/2016	M&A	Cast & Crew Payroll, LLC	CAPS Payroll	NA	NA	NA
6/2/2016	M&A	CBIZ, Inc.	Flex-Pay Business Services, Inc.	NA	NA	NA
5/5/2016	DEBT	NA	Equifax, Inc.	274.9	NA	NA
4/4/2016	M&A	CEB Inc.	Evanta Inc.	275.0	NA	NA
3/31/2016	M&A	Blackhawk Network Holdings, Inc.	extrameasures LLC	NA	NA	NA
3/2/2016	M&A	CareerBuilder	Aurico Reports Inc.	NA	NA	NA
2/9/2016	M&A	PSI Services	EnlightKS	NA	NA	NA
2/1/2016	M&A	PrismHR	Summit Software	NA	NA	NA
1/4/2016	M&A	PSI Services	Applied Measurement Professionals, Inc.	NA	NA	NA
11/17/2015	PP	Recruit	DataRobot	NA	NA	NA
11/16/2015	M&A	Protiviti (Robert Half International)	Decision First Technologies	NA	NA	NA
11/3/2015	M&A	SterlingBackcheck	EmployeeScreenIQ	NA	NA	NA
10/23/2015	M&A	HealthEquity	The Bancorp Bank, Health Savings Account Portfolio	34.4	NA	NA
9/30/2015	M&A	Mercer	Comptryx	NA	NA	NA
9/21/2015	EQTY	NA	HealthEquity	88.5	NA	NA
9/18/2015	M&A	Equifax	Veda Group Limited	1,786.6	7.3	19.2
9/11/2015	M&A	CEB Inc.	Wanted Technologies	29.4	3.9	27.9
9/9/2015	SHLF	NA	HealthEquity	564.6	NA	NA

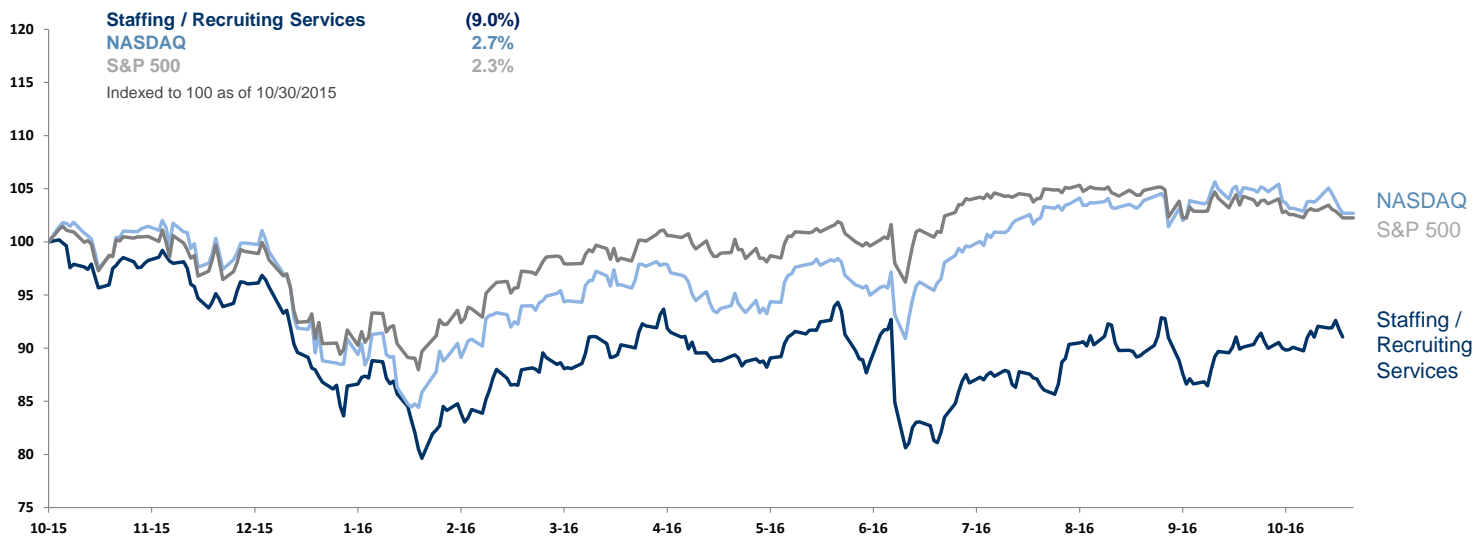
Type Key: M&A – Merger & Acquisition, PP – Private Placement, SHLF – Shelf Registration, IPO – Initial Public Offering, EQTY – Follow-on Equity Offering, DEBT – Debt Offering, CVT – Convertible Debt

## Transaction / Data Processing: Other Recent News And Events

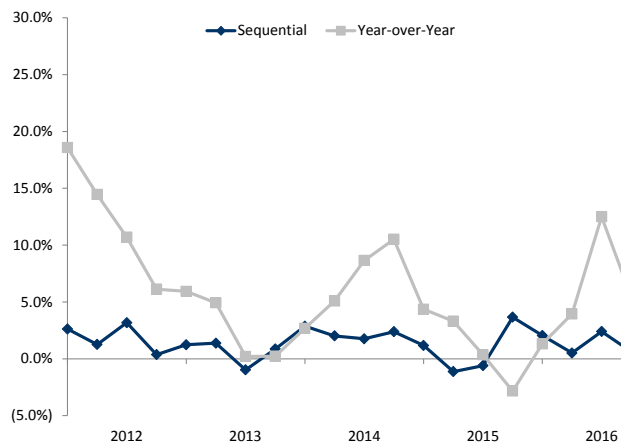
Date	Company	News
10/25	Engage Partners (Private)  PayScale (Private)	<p>ENGAGE, the sourcing intelligence platform that utilizes predictive analytics to identify potential target candidates and their likely availability, announced its partnership with PayScale to provide compensation intelligence on passive candidates. Built for active recruiters, sourcers, and executive search firms, ENGAGE provides access to over 100 million passive candidate profiles, complete with contact information, work history, likelihood to engage in a career change discussion, and now, market salary intelligence. Compensation expectations is one of the largest misalignments between employers and candidates. By understanding a candidate's market salary range upfront, employers are able to gauge how likely a candidate is to accept an offer the company is prepared to make, thus adding more efficiency to the recruiting process. "PayScale is always looking for innovative partners who can leverage our market leading compensation insights," said Preston Heffernan, VP of Business Development of PayScale. "This intel will enable ENGAGE customers to make better salary decisions and build more trusting relationships with candidates." The candidate salary and compensation data, displayed directly on a candidate's profile, reduces the need for compensation analysis teams, long hours of government data combing, and many other sources. "Predictive compensation data makes this exceptional product even stronger," said Paul Moran, Managing Partner at Allen Austin, a global executive search firm and leadership consulting firm and ENGAGE customer. "The ability to consult our clients before launching any search project with analytic driven compensation data is a tremendous competitive advantage for us." (Yahoo Finance)</p>

# Staffing / Recruiting Services

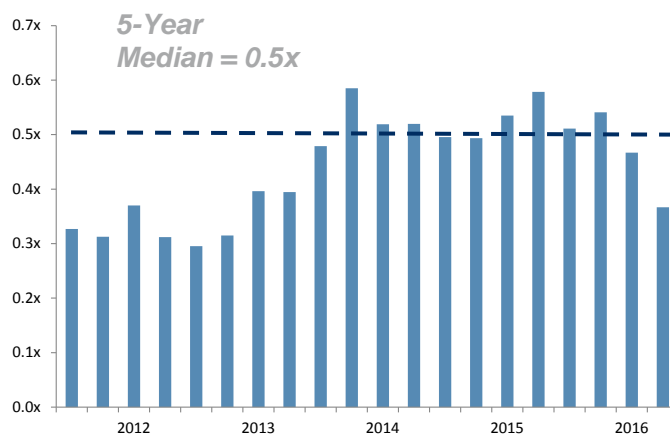
## 1- Year Historical Stock Performance



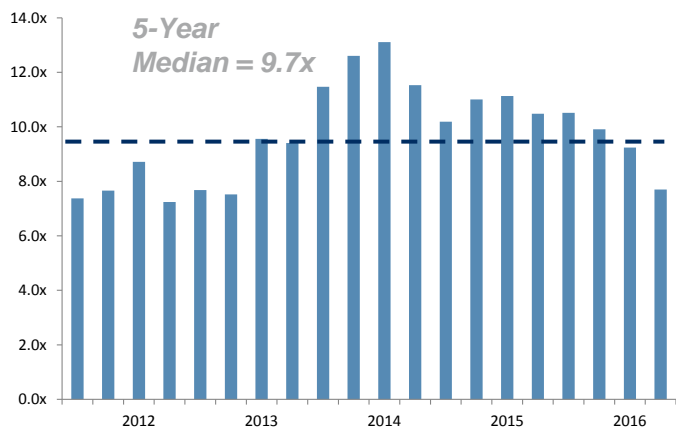
## Quarterly Revenue Growth



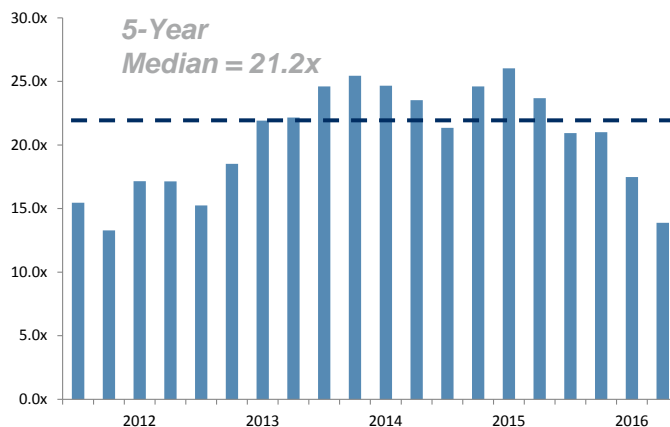
## Historical TEV / LTM Revenue Multiples



## Historical TEV / LTM EBITDA Multiples



## Historical LTM P/E Multiples



HCM Staffing / Recruiting Services Composite: AHS, AIM:IPEL, AIM:GATC, AIM:STAF, ASGN, CCRN, CDI, CTG, ENXTAM:BRNL, ENXTAM:RAND, ENXTPA:CEN, ENXTPA:SDG, HSII, HSON, ISE:DQ5, KELY.A, KFRC, KFY, LSE:HAS, LSE:HVN, LSE:MPI, LSE:RWA, LSE:STHR, MAN, RECN, RHI, SWX:ADEN, TBI, TSE:2168, TSE:2181, TSE:6098

## Staffing / Recruiting Services: Detailed Valuation Multiples & Metrics

Company	Price 10/31/2016	% of 52 Week High	Market Cap (\$MM)	Total Enterprise Value (\$MM)	TEV		TEV		Market Price		2016E P/E Growth Rate
					2016E Revenue	2017E Revenue	2016E EBITDA	2017E EBITDA	2016E EPS	2017E EPS	
<b>North American Staffing / Recruiting Services</b>											
ManpowerGroup Inc.	\$ 76.80	82.3 %	\$ 5,263.2	\$ 5,716.6	0.3 x	0.3 x	7.0 x	7.0 x	12.5 x	12.0 x	1.1
Robert Half International Inc.	37.42	69.3	4,793.4	4,555.7	0.9	0.8	7.3	7.1	13.9	13.3	1.0
On Assignment Inc.	34.41	71.2	1,835.7	2,477.4	1.0	1.0	8.6	7.9	13.0	12.1	1.1
AMN Healthcare Services Inc.	32.80	72.9	1,576.0	1,981.1	1.0	1.0	8.6	7.7	14.2	12.7	0.8
Korn/Ferry International	20.39	52.4	1,180.6	1,206.5	0.8	0.7	5.3	4.9	9.1	8.6	0.7
TrueBlue, Inc.	17.50	57.9	721.8	836.4	0.3	0.3	5.7	6.1	8.7	9.7	NA
Kelly Services, Inc.	18.73	89.3	712.0	705.6	0.1	0.1	7.0	6.2	11.9	10.7	NA
Kforce Inc.	17.35	60.2	454.5	558.5	0.4	0.4	7.3	7.0	11.7	10.4	NA
Cross Country Healthcare, Inc.	11.17	59.5	368.4	438.5	0.5	0.5	9.9	7.9	18.1	13.6	1.0
Resources Connection, Inc.	14.85	79.4	536.1	433.2	0.7	0.7	8.4	8.1	20.6	18.8	NA
Heidrick & Struggles International Inc.	18.50	60.4	343.8	243.8	0.4	0.4	4.5	4.2	19.6	17.1	1.5
CDI Corp.	6.15	69.8	114.4	135.6	0.1	0.1	NM	NM	NM	NM	NA
Computer Task Group Inc.	4.36	56.5	70.7	61.4	0.2	0.2	NM	8.7	21.4	20.1	2.2
Hudson Global, Inc	1.44	48.4	46.4	37.3	NA	NA	NA	NA	NA	NA	NA
				<b>Mean</b>	<b>0.5 x</b>	<b>0.5 x</b>	<b>7.2 x</b>	<b>6.9 x</b>	<b>14.6 x</b>	<b>13.3 x</b>	<b>1.2</b>
				<b>Median</b>	<b>0.4</b>	<b>0.4</b>	<b>7.3</b>	<b>7.1</b>	<b>13.4</b>	<b>12.4</b>	<b>1.1</b>
<b>International Staffing / Recruiting Services</b>											
Recruit Holdings Co.,Ltd.	\$ 40.14	97.3 %	\$ 22,361.7	\$ 21,709.0	1.3 x	1.1 x	10.5 x	9.4 x	37.9 x	31.2 x	2.8
Adecco Group AG	59.49	78.6	10,182.8	11,752.0	0.5	0.5	8.8	8.9	12.0	12.3	NM
Randstad Holding	51.42	78.6	9,402.7	10,042.8	0.4	0.4	9.1	9.0	12.9	12.8	2.3
Temp Holdings Co., Ltd.	16.95	87.8	3,975.2	3,733.3	0.7	0.6	9.5	8.7	20.7	17.9	1.6
Hays plc	1.67	90.5	2,405.8	2,356.9	0.4	0.4	9.3	9.2	15.3	15.7	1.3
PageGroup plc	4.43	70.2	1,381.5	1,283.6	0.9	0.9	9.3	9.6	16.7	17.4	1.3
Groupe CRIT SA	65.82	97.7	730.5	804.1	0.3	0.3	5.9	5.6	9.0	8.6	NM
Synergie SA	32.33	98.2	775.9	770.8	0.4	0.3	6.1	5.6	10.3	9.3	NM
Brunel International NV	16.29	74.1	821.2	669.5	0.7	0.7	15.6	12.7	31.0	25.2	NA
Impellam Group PLC	8.70	81.9	431.7	577.3	0.2	0.2	6.6	6.1	7.1	6.3	NA
SThree Plc.	2.92	65.4	375.6	382.0	0.3	0.3	7.0	6.8	11.7	12.4	0.7
Pasona Group Inc.	8.48	92.1	316.4	378.3	0.1	0.1	5.1	4.5	NM	NM	NA
Staffline Group plc	10.23	51.1	259.3	317.4	0.3	0.3	6.1	5.9	7.4	7.2	NA
Robert Walters PLC	4.21	85.7	310.3	296.8	0.3	0.2	8.1	7.5	15.1	14.4	NA
Gattaca plc	4.21	59.2	131.0	166.1	0.2	0.2	6.2	NA	8.0	8.0	NA
CPL Resources plc	6.14	84.8	187.5	150.7	0.3	0.3	8.0	7.4	11.5	11.5	NA
Harvey Nash Group plc	0.69	59.3	50.1	59.2	0.1	0.1	4.5	4.5	6.8	6.7	NA
				<b>Mean</b>	<b>0.4 x</b>	<b>0.4 x</b>	<b>8.0 x</b>	<b>7.6 x</b>	<b>14.6 x</b>	<b>13.5 x</b>	<b>1.7</b>
				<b>Median</b>	<b>0.3</b>	<b>0.3</b>	<b>8.0</b>	<b>7.5</b>	<b>11.9</b>	<b>12.3</b>	<b>1.5</b>

## Staffing / Recruiting Services: Selected M&A & Capital Markets Activity

Date Announced	Type	Acquiror / Investor	Target / Issuer	Transaction Value (\$MM)	TEV /	
					Revenue	EBITDA
10/18/2016	M&A	Bradley-Morris, Inc.	Recruitmilitary, LLC	NA	NA	NA
10/18/2016	M&A	StraussGroup, Inc.	Fiorella Search Group	NA	NA	NA
10/17/2016	M&A	Yoh Services LLC	Starpoint Solutions, LLC	NA	NA	NA
10/17/2016	M&A	BelHealth Investment Partners, LLC	AHS Staffing	NA	NA	NA
10/14/2016	SHLF	NA	Korn / Ferry International	\$ 114.4	NA	NA
10/6/2016	PP	New Heritage Capital	ExecuSearch Group	NA	NA	NA
10/3/2016	M&A	Decton Inc.	Cutting Edge Staffing	NA	NA	NA
10/3/2016	M&A	CorTech, LLC	MSI International	NA	NA	NA

Type Key: M&A – Merger & Acquisition, PP – Private Placement, SHLF – Shelf Registration, IPO – Initial Public Offering, EQTY – Follow-on Equity Offering, DEBT – Debt Offering, CVT – Convertible Debt

## Staffing / Recruiting Services: Other Recent News & Events

Date	Company	News
10/18	TeamHealth (NYSE:TMH)	Blackstone Group is the lead bidder to acquire Team Health Holdings Inc., the U.S. hospital staffing provider that has been the target of activist funds, including Jana Partners LLC, according to people familiar with the matter. The deal would allow Team Health to cope with pricing pressure as a private company, amid a wave of consolidation in its industry. Rival Amsurg Corp (AMSG.O), whose \$5 billion bid for Team Health was snubbed last year, agreed in June to merge with Envision Healthcare Holdings Inc. It would also be a rare occasion of a private equity firm returning for an investment in the same company. Blackstone acquired Team Health from a consortium of investors that included Madison Dearborn Partners LLC in 2005, and exited its investment following an initial public offering of Team Health in 2009. Blackstone, a New-York based private equity firm, has prevailed over other bidders in the auction for Team Health, and is in the process of negotiating final terms for an acquisition, the people said on Tuesday, cautioning that it is still possible that the talks end without a deal. The value of Blackstone's offer could not be learned. The sources asked not to be identified because the negotiations are confidential. Blackstone and Team Health declined to comment. (Reuters)

## RAYMOND JAMES

- Full-service financial services firm with investment banking, equity research, institutional sales and trading, and asset management operations
  - Founded in 1962; public since 1983 (NYSE: RJF)
  - \$5.4 billion in FY 2016 revenue; equity market capitalization of \$8.2 billion
  - Stable and well-capitalized platform; no government/TARP financing
- Industry-focused, knowledge-driven approach, backed by highly-ranked equity research team
- 21 domestic and international investment banking and institutional sales offices
- International operations in Brussels, Buenos Aires, Düsseldorf, Geneva, London, Paris, Sao Paulo, Toronto and Vancouver
- Acquisition of Morgan Keegan consolidated and strengthened Raymond James' leadership in the middle market

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- Over 100 institutional sales and sales traders in the U.S. and Europe:
  - Bulge-bracket distribution capability
  - Approximately 25% institutional equity commissions from Europe
- Over 6,200 financial advisors; offices in all 50 states
- Greenwich Associates ranked #2 in overall quality of analyst service

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- Services: Mergers & Acquisitions (sell-side & buy-side advisory); Public Equity and Debt Offerings; Private Placements of Equity and Debt; Divestitures; Board Advisory Services; Recapitalizations and Restructurings
- 152 completed transactions since February 2010:
  - 113 M&A advisory and private placement services transactions representing a total value of over \$15.3 billion
  - 39 public equity and debt offerings raising over \$10.0 billion in proceeds



## Human Capital Management Team

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## NOTES & DISCLOSURES

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**EBIT:** Earnings Before Interest and Taxes

**EBITDA:** Earnings Before Interest, Taxes, Depreciation and Amortization

**EPS:** Earnings per Share

**LTM:** Last Twelve Months

**NA:** Not Applicable

**NM:** Not Meaningful

**PE:** Price Earnings Ratio

**TEV:** Total Enterprise Value

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