



February 24, 2015

WebMD Announces Fourth Quarter and Year End Financial Results

NEW YORK, Feb. 24, 2015 /PRNewswire/ -- WebMD Health Corp. (NASDAQ: WBMD), the leading source of health information, today announced fourth quarter and full year financial results for 2014.

"We are pleased to report financial results for 2014 that are at the high end of our revenue and earnings expectations," said David Schlanger, Chief Executive Officer, WebMD. "We deliver our content and tools on the platforms that our users and advertisers are interested in, and the result has been strong growth in both our mobile traffic and revenue. In 2014, 34% of our advertising revenue was delivered on a mobile device."

Financial Highlights

For the three months ended December 31, 2014:

- Revenue was \$162.7 million, compared to \$146.3 million in the prior year period, an increase of 11%. Advertising and sponsorship revenue was \$127.0 million compared to \$120.2 million in the prior year period. Private portal services revenue was \$28.6 million compared to \$21.9 million in the prior year period. Information services revenue was \$7.1 million compared to \$4.2 million in the prior year period.
- Earnings before interest, taxes, non-cash and other items ("Adjusted EBITDA") was \$48.1 million, compared to \$40.6 million in the prior year period, an increase of 18%.
- Net income was \$16.3 million or \$0.38 per diluted share, compared to \$10.8 million, or \$0.25 per diluted share in the prior year period. Net income in the current year period would have been \$15.2 million, or \$0.36 per diluted share, without the effect of a \$1.1 million after tax gain on discontinued operations resulting from the resolution of tax indemnification liabilities related to the 2009 sale of Porex. Net income in the prior year period would have been \$11.8 million, or \$0.27 per diluted share, without the effect of an after-tax loss on convertible notes of \$1.0 million.

For the twelve months ended December 31, 2014:

- Revenue was \$580.4 million compared to \$515.3 million in the prior year period, an increase of 13%. Advertising and sponsorship revenue was \$454.0 million compared to \$417.0 million in the prior year. Private portal services revenue was \$103.2 million compared to \$82.1 million in the prior year. Information services revenue was \$23.3 million compared to \$16.2 million in the prior year.
- Adjusted EBITDA was \$158.6 million compared to \$122.9 million in the prior year, an increase of 29%.
- Net income was \$42.1 million or \$1.00 per diluted share compared to \$15.1 million or \$0.31 per diluted share in the prior year. In the current year, net income would have been \$40.9 million, or \$0.97 per diluted share, without the effect of the \$1.1 million after tax gain on discontinued operations noted above. In the prior year, net income would have been \$18.9 million, or \$0.39 per diluted share, without the effect of an after-tax loss on convertible notes of \$3.0 million and after-tax severance expenses of \$0.8 million.

Traffic Highlights

Traffic to the WebMD Health Network during the fourth quarter reached an average of 190 million unique users per month generating 3.70 billion page views for the quarter, increases of 22% and 17%, respectively, from the prior year period.

Balance Sheet Highlights

During the quarter, WebMD used \$25.1 million in cash to repurchase 676 thousand shares of its common stock under its stock repurchase program. Under the repurchase program, WebMD may repurchase shares from time to time in the open market, through block trades or in private transactions, depending on market conditions and other factors.

As of December 31, 2014, WebMD had: approximately \$707 million in cash and cash equivalents; \$952 million in aggregate principal amount of convertible notes outstanding; and approximately 37.2 million shares of its common stock outstanding (including approximately 900 thousand unvested shares of restricted stock).

Subsequent to the end of the fourth quarter, WebMD used \$3.2 million in cash to repurchase 84 thousand shares. As of today, approximately \$32 million remains available for repurchases under its stock repurchase program.

Financial Guidance

Today WebMD issued financial guidance for the first quarter and full year 2015.

For the full year ending December 31, 2015, WebMD expects:

- Revenue to be approximately \$615 million to \$635 million, an increase of approximately 6% to 9% from the prior year.
 - Approximately \$486 million to \$502 million of revenue is expected to be from advertising and sponsorship, an increase of 7% to 11% from the prior year. Growth in advertising and sponsorship will be driven by growth in revenue from biopharma customers of approximately 12% to 15% in 2015.
 - Approximately \$105 million to \$108 million of revenue is expected to be from private portals services, an increase of 2% to 5%

from the prior year.

- Approximately \$24 million to \$25 million of revenue is expected to be from information services, an increase of 3% to 7% from the prior year.
- Adjusted EBITDA to be approximately \$180 million to \$190 million, an increase of approximately 13% to 20% from the prior year.
- Net income to be approximately \$50.5 million to \$59.5 million.

For the first quarter of 2015, WebMD expects:

- Revenue to be approximately \$141 million to \$143 million, an increase of approximately 5% to 7% from the prior year period.
- Adjusted EBITDA is expected to be approximately \$37 million to \$38 million, an increase of approximately 11% to 14% from the prior year period.
- Net income to be approximately \$8.5 million to \$9.5 million.

"The external environment for biopharma advertisers, our largest customer base, is robust and sales activity with these customers has been strong in recent quarters," said Mr. Schlanger. "As a result, we expect revenue from biopharma to grow 12% to 15% in 2015."

A schedule summarizing the Company's financial guidance is attached to this press release.

Analyst and Investor Conference Call

WebMD will hold a conference call with investors and analysts at 4:45 p.m. (Eastern) today. The call can be accessed at www.wbmd.com (in the Investor Relations section). A replay of the audio webcast will be available at the same web address.

About WebMD

WebMD Health Corp. (NASDAQ: WBMD) is the leading provider of health information services, serving consumers, physicians, healthcare professionals, employers, and health plans through our public and private online portals, mobile platforms and health-focused publications.

The WebMD Health Network includes WebMD.com, Medscape.com, MedicineNet.com, eMedicineHealth.com, RxList.com, Medscape Education (Medscape.org) and other WebMD owned sites and apps.

All statements contained in this press release and the related analyst and investor conference call, other than statements of historical fact, are forward-looking statements, including those regarding: guidance on our future financial results and other projections or measures of our future performance; market opportunities and our ability to capitalize on them; and the benefits expected from new or expected contracts with customers, new or updated products or services and from other potential sources of additional revenue. These statements speak only as of the date of this press release, are based on our current plans and expectations, and involve risks and uncertainties that could cause actual future events or results to be different than those described in or implied by such forward-looking statements. These risks and uncertainties include those relating to: market acceptance of our products and services; our relationships with customers and other factors affecting their use of our services, including regulatory matters affecting their products and services; our ability to deploy new or updated services and to create new or enhanced revenue streams from those services; our ability to attract and retain qualified personnel; and changes in economic, political or regulatory conditions or other trends affecting the healthcare, Internet and information technology industries. Further information about these matters can be found in our Securities and Exchange Commission filings and this press release is intended to be read in conjunction with information contained in those filings. Except as required by applicable law or regulation, we do not undertake any obligation to update our forward-looking statements to reflect future events or circumstances.

This press release, and the accompanying tables, include both financial measures in accordance with accounting principles generally accepted in the United States of America, or GAAP, as well as certain non-GAAP financial measures. The tables attached to this press release include reconciliations of these non-GAAP financial measures to GAAP financial measures. In addition, an "Explanation of Non-GAAP Financial Measures" is attached to this press release as Annex A.

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WEBMD HEALTH CORP.
CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share data, unaudited)

	Three Months Ended		Years Ended	
	December 31,		December 31,	
	2014	2013	2014	2013
Revenue	\$ 162,727	\$ 146,277	\$ 580,449	\$ 515,293
Cost of operations	60,676	57,763	224,094	209,740
Sales and marketing	36,978	33,081	136,160	127,997
General and administrative	24,756	22,715	94,119	93,220
Depreciation and amortization	7,774	6,566	29,811	26,606
Interest income	18	22	69	76
Interest expense	6,171	5,329	24,686	22,826
Loss on convertible notes	-	1,575	-	4,871
Other expense	-	-	-	1,353

Income from continuing operations before income tax provision	26,390	19,270	71,648	28,756
Income tax provision	11,236	8,458	30,707	13,640
Income from continuing operations	15,154	10,812	40,941	15,116
Income from discontinued operations, net of tax	1,122	-	1,122	-
Net income	<u>\$ 16,276</u>	<u>\$ 10,812</u>	<u>\$ 42,063</u>	<u>\$ 15,116</u>
Basic income per common share:				
Income from continuing operations	\$ 0.42	\$ 0.27	\$ 1.08	\$ 0.32
Income from discontinued operations	0.03	-	0.03	-
Net income	<u>\$ 0.45</u>	<u>\$ 0.27</u>	<u>\$ 1.11</u>	<u>\$ 0.32</u>
Diluted income per common share:				
Income from continuing operations	\$ 0.36	\$ 0.25	\$ 0.97	\$ 0.31
Income from discontinued operations	0.02	-	0.03	-
Net income	<u>\$ 0.38</u>	<u>\$ 0.25</u>	<u>\$ 1.00</u>	<u>\$ 0.31</u>
Weighted-average shares outstanding used in computing income per common share:				
Basic	36,427	40,457	37,869	46,830
Diluted	<u>53,082</u>	<u>44,872</u>	<u>45,614</u>	<u>48,398</u>

WEBMD HEALTH CORP.
CONSOLIDATED SUPPLEMENTAL FINANCIAL INFORMATION
(In thousands, unaudited)

	Three Months Ended		Years Ended	
	December 31,		December 31,	
	2014	2013	2014	2013
Revenue (a)				
Advertising and sponsorship				
Biopharma and medical device	\$ 93,742	\$ 86,544	\$ 329,329	\$ 304,018
OTC, CPG and other	33,294	33,640	124,636	113,009
	127,036	120,184	453,965	417,027
Private portal services	28,570	21,924	103,182	82,111
Information services	7,121	4,169	23,302	16,155
	<u>\$ 162,727</u>	<u>\$ 146,277</u>	<u>\$ 580,449</u>	<u>\$ 515,293</u>
Earnings before interest, taxes, non-cash and other items ("Adjusted EBITDA") (b)	\$ 48,138	\$ 40,636	\$ 158,622	\$ 122,886
Interest, taxes, non-cash and other items (c)				
Interest income	18	22	69	76
Interest expense	(6,171)	(5,329)	(24,686)	(22,826)
Income tax provision	(11,236)	(8,458)	(30,707)	(13,640)
Depreciation and amortization	(7,774)	(6,566)	(29,811)	(26,606)
Non-cash stock-based compensation	(7,821)	(7,918)	(32,546)	(38,550)
Loss on convertible notes	-	(1,575)	-	(4,871)
Other expense	-	-	-	(1,353)
Income from continuing operations	15,154	10,812	40,941	15,116
Income from discontinued operations, net of tax	1,122	-	1,122	-
Net income	<u>\$ 16,276</u>	<u>\$ 10,812</u>	<u>\$ 42,063</u>	<u>\$ 15,116</u>

(a) Revenue consists of the following four groups:

- Advertising and Sponsorship - Biopharma and Medical Device consists of advertising and sponsorship revenue from pharmaceutical, biotechnology and medical device clients relating to ethical pharmaceutical products or other regulated devices or products or for sponsoring educational programs;

- Advertising and Sponsorship - OTC, CPG and Other consists of advertising and sponsorship revenue relating to non-Rx or over-the-counter medications and other healthcare products, food and beverages, beauty products and other consumer products, as well as revenue from clients such as retailers, pharmacies, hospitals, health insurance companies and government agencies;

Private Portal Services consists of revenue from employers and health plans for subscriptions to the Company's private portals solution and related

- services, including health coaching and condition management services; and
- Information Services consists of revenue from the sale of stand-alone information and data products.

(b) See Annex A-Explanation of Non-GAAP Financial Measures.

(c) Reconciliation of Adjusted EBITDA to net income.

WEBMD HEALTH CORP.
CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands)

	December 31,	
	2014	2013
Assets		
Cash and cash equivalents	\$ 706,776	\$ 824,880
Accounts receivable, net	136,806	124,232
Prepaid expenses and other current assets	13,877	13,243
Deferred tax assets	18,147	13,620
Total current assets	<u>875,606</u>	<u>975,975</u>
Property and equipment, net	59,573	64,884
Goodwill	202,980	202,980
Intangible assets, net	14,215	13,834
Deferred tax assets	18,947	38,802
Other assets	26,236	29,153
Total Assets	<u>\$ 1,197,557</u>	<u>\$ 1,325,628</u>
Liabilities and Stockholders' Equity		
Accrued expenses	\$ 72,658	\$ 73,739
Deferred revenue	89,785	85,148
Liabilities of discontinued operations	-	1,506
Total current liabilities	<u>162,443</u>	<u>160,393</u>
2.25% convertible notes due 2016	252,232	252,232
2.50% convertible notes due 2018	400,000	400,000
1.50% convertible notes due 2020	300,000	300,000
Other long-term liabilities	21,293	22,103
Stockholders' equity	61,589	190,900
Total Liabilities and Stockholders' Equity	<u>\$ 1,197,557</u>	<u>\$ 1,325,628</u>

WEBMD HEALTH CORP.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands, unaudited)

	Years Ended	
	December 31,	
	2014	2013
Cash flows from operating activities:		
Net income	\$ 42,063	\$ 15,116
Adjustments to reconcile net income to net cash provided by operating activities:		
Income from discontinued operations, net of tax	(1,122)	-
Depreciation and amortization	29,811	26,606
Non-cash interest, net	4,511	4,192
Non-cash stock-based compensation	32,546	38,550
Deferred income taxes	14,717	13,070
Loss on convertible notes	-	4,871
Changes in operating assets and liabilities:		

Accounts receivable	(12,574)	(17,610)
Prepaid expenses and other, net	(673)	266
Accrued expenses and other long-term liabilities	(380)	8,061
Deferred revenue	4,637	(7,028)
Net cash provided by continuing operations	113,536	86,094
Net cash used in discontinued operations	(384)	-
Net cash provided by operating activities	113,152	86,094
Cash flows from investing activities:		
Cash paid in business combination	(3,182)	-
Purchases of property and equipment	(23,194)	(22,341)
Proceeds from sale of property and equipment	-	1,381
Net cash used in investing activities	(26,376)	(20,960)
Cash flows from financing activities:		
Proceeds from exercise of stock options	40,602	29,724
Cash used for withholding taxes due on stock-based awards	(33,385)	(12,526)
Net proceeds from issuance of convertible notes	-	291,823
Repurchase of convertible notes	-	(150,354)
Repurchase of shares through tender offers	(97,588)	(170,516)
Purchases of treasury stock	(128,748)	(220,298)
Excess tax benefit on stock-based awards	14,239	58
Net cash used in financing activities	(204,880)	(232,089)
Net decrease in cash and cash equivalents	(118,104)	(166,955)
Cash and cash equivalents at beginning of period	824,880	991,835
Cash and cash equivalents at end of period	<u>\$ 706,776</u>	<u>\$ 824,880</u>

WEBMD HEALTH CORP.
NET INCOME PER COMMON SHARE
(In thousands, except per share data, unaudited)

	Three Months Ended December 31,		Years Ended December 31,	
	2014	2013	2014	2013
Numerator:				
Income from continuing operations — Basic	\$ 15,154	\$ 10,812	\$ 40,941	\$ 15,116
Interest expense on 1.50% convertible notes, net of tax	864	326	3,456	-
Interest expense on 2.50% convertible notes, net of tax	1,797	-	-	-
Interest expense on 2.25% convertible notes, net of tax	1,103	-	-	-
Income from continuing operations — Diluted	<u>\$ 18,918</u>	<u>\$ 11,138</u>	<u>\$ 44,397</u>	<u>\$ 15,116</u>
Income from discontinued operations, net of tax — Basic and Diluted	<u>\$ 1,122</u>	<u>\$ -</u>	<u>\$ 1,122</u>	<u>\$ -</u>
Denominator:				
Weighted-average shares — Basic	36,427	40,457	37,869	46,830
Stock options and restricted stock	1,245	2,192	2,060	1,568
1.50% convertible notes	5,694	2,223	5,685	-
2.50% convertible notes	6,205	-	-	-
2.25% convertible notes	3,511	-	-	-
Adjusted weighted-average shares after assumed conversions — Diluted	<u>53,082</u>	<u>44,872</u>	<u>45,614</u>	<u>48,398</u>
Basic income per common share:				
Income from continuing operations	\$ 0.42	\$ 0.27	\$ 1.08	\$ 0.32
Income from discontinued operations	0.03	-	0.03	-
Net income	<u>\$ 0.45</u>	<u>\$ 0.27</u>	<u>\$ 1.11</u>	<u>\$ 0.32</u>
Diluted income per common share:				
Income from continuing operations	\$ 0.36	\$ 0.25	\$ 0.97	\$ 0.31
Income from discontinued operations	0.02	-	0.03	-
Net income	<u>\$ 0.38</u>	<u>\$ 0.25</u>	<u>\$ 1.00</u>	<u>\$ 0.31</u>

WEBMD HEALTH CORP.
2014 REVENUE
(In thousands, unaudited)

	Three Months Ended				Year Ended December 31, 2014
	March 31, 2014	June 30, 2014	September 30, 2014	December 31, 2014	
Revenue					
Advertising and sponsorship					
Biopharma and medical device	\$ 68,488	\$ 81,981	\$ 85,118	\$ 93,742	\$ 329,329
OTC, CPG and other	34,469	29,503	27,370	33,294	124,636
	<u>102,957</u>	<u>111,484</u>	<u>112,488</u>	<u>127,036</u>	<u>453,965</u>
Private portal services	24,629	24,188	25,795	28,570	103,182
Information services	6,246	4,728	5,207	7,121	23,302
	<u>\$ 133,832</u>	<u>\$ 140,400</u>	<u>\$ 143,490</u>	<u>\$ 162,727</u>	<u>\$ 580,449</u>

- See Consolidated Supplemental Financial Information for descriptions of the above revenue groups.

WebMD Health Corp.
Financial Guidance for the Year Ending December 31, 2015
(in millions, except per share amounts)

	Guidance Range	
Revenue:		
Advertising and sponsorship		
Biopharma and medical device	\$ 369.0	\$ 380.0
OTC, CPG and other	117.0	122.0
	<u>486.0</u>	<u>502.0</u>
Private portal services	105.0	108.0
Information services	24.0	25.0
	<u>\$ 615.0</u>	<u>\$ 635.0</u>
Earnings before interest, taxes, non-cash and other items ("Adjusted EBITDA") (a)	\$ 180.0	\$ 190.0
Interest, taxes, non-cash and other items (b)		
Interest expense, net	(25.0)	(25.0)
Depreciation and amortization	(33.0)	(31.0)
Non-cash stock-based compensation	(37.0)	(34.0)
Pre-tax income	85.0	100.0
Income tax provision	(34.5)	(40.5)
Net income	<u>\$ 50.5</u>	<u>\$ 59.5</u>
Income per share:		
Basic	<u>\$ 1.38</u>	<u>\$ 1.59</u>
Diluted (c)	<u>\$ 1.23</u>	<u>\$ 1.35</u>
Calculation of income per share:		
Net income (numerator for basic income per share)	\$ 50.5	\$ 59.5
Add-back of interest expense, net of tax, related to:		
1.50% Notes	3.5	3.5
2.50% Notes	7.2	7.2
2.25% Notes	-	4.4
Numerator for diluted income per share	<u>\$ 61.2</u>	<u>\$ 74.6</u>
Weighted average shares outstanding (denominator for basic income per share)	36.5	37.5
Stock options and restricted stock	1.5	2.5

Weighted average shares issuable upon conversion of:		
1.50% Notes	5.7	5.7
2.50% Notes	6.2	6.2
2.25% Notes	-	3.5
Denominator for diluted income per share	49.9	55.4

(a) See Annex A - Explanation of Non-GAAP Financial Measures

(b) Reconciliation of Adjusted EBITDA to net income

(c) See Supplemental 2015 Guidance for Income Per Share Calculation below

Additional information regarding forecast for the quarter ending March 31, 2015:

- Revenue is forecasted to be between \$141 million to \$143 million
- Revenue distribution is forecasted to be approximately 53% to 54% to Biopharma and medical device; 20% to 21% to OTC, CPG and other; 20% to private portal services and 5.5% to information services
- Adjusted EBITDA is forecasted to be between \$37 million to \$38 million
- Net income is forecasted to be between \$8.5 million to \$9.5 million

The above guidance does not include the impact if any, of future deployment of capital for items such as share repurchases, acquisitions, any future gains or losses from discontinued operations, and other future non-recurring, one-time or unusual items.

WebMD Health Corp.
Supplemental 2015 Guidance for Income Per Share Calculation

Based on the Company's Financial Guidance for the Year Ending December 31, 2015, the 1.50% Notes and 2.50% Notes are expected to be dilutive to net income on both the low end and high end of the full year guidance range. The 2.25% Notes are expected to be dilutive to net income on the high end of the full year guidance range. Additionally, each of the series of Notes may be dilutive in certain quarters, depending on the amount of net income for such quarter. The following table contains the approximate level of net income for an individual quarter and for the full year 2015 at which each of the series of Notes would become dilutive to income per share. To the extent this net income is exceeded for any such period, the table also includes the amounts by which the numerator and denominator should each be adjusted for purposes of the diluted income per share calculation. The amounts below assume a weighted-average diluted share count of 38.0 million shares (prior to the effect of convertible notes) and the amounts are subject to change as such weighted average share count changes.

	Quarterly Amounts			Annual Amounts		
	1.50% Notes	2.50% Notes	2.25% Notes	1.50% Notes	2.50% Notes	2.25% Notes
<i>All amounts in millions</i>						
Approximate net income at which convertible notes become dilutive:	\$ 5.8	\$ 11.8	\$ 13.0	\$ 23.1	\$ 47.2	\$ 52.1
Interest expense, net of tax to add-back to net income (numerator):	\$ 0.9	\$ 1.8	\$ 1.1	\$ 3.5	\$ 7.2	\$ 4.4
Additional shares to include in weighted-average diluted share count (denominator):	5.7	6.2	3.5	5.7	6.2	3.5

ANNEX A

Explanation of Non-GAAP Financial Measures

The accompanying WebMD Health Corp. press release and attachments include both financial measures in accordance with U.S. generally accepted accounting principles, or GAAP, as well as non-GAAP financial measures. The non-GAAP financial measures represent earnings before interest, taxes, non-cash and other items (which we refer to as "Adjusted EBITDA") and related per share amounts. Adjusted EBITDA should be viewed as supplemental to, and not as an alternative for net income or loss calculated in accordance with GAAP (referred to below as "net income") or income or loss from continuing operations calculated in accordance with GAAP (referred to below as "income from continuing operations"). The attachments to the press release include reconciliations of non-GAAP financial measures to GAAP financial measures.

Adjusted EBITDA is used by our management as an additional measure of our company's performance for purposes of business decision-making, including developing budgets, managing expenditures, and evaluating potential acquisitions or divestitures. Period-to-period comparisons of Adjusted EBITDA help our management identify additional trends in our company's financial results that may not be shown solely by period-to-period comparisons of net income or income from continuing operations. In addition, we may use Adjusted EBITDA in the

incentive compensation programs applicable to some of our employees in order to evaluate our company's performance. Our management recognizes that Adjusted EBITDA has inherent limitations because of the excluded items, particularly those items that are recurring in nature. In order to compensate for those limitations, management also reviews the specific items that are excluded from Adjusted EBITDA, but included in net income or income from continuing operations, as well as trends in those items. The amounts of those items are set forth, for the applicable periods, in the reconciliations of Adjusted EBITDA to net income or income from continuing operations that accompany our press releases and disclosure documents containing non-GAAP financial measures, including the reconciliations contained in the accompanying press release attachments.

We believe that the presentation of Adjusted EBITDA is useful to investors in their analysis of our results for reasons similar to the reasons why our management finds it useful and because it helps facilitate investor understanding of decisions made by management in light of the performance metrics used in making those decisions. In addition, as more fully described below, we believe that providing Adjusted EBITDA, together with a reconciliation of Adjusted EBITDA to net income or income from continuing operations, helps investors make comparisons between our company and other companies that may have different capital structures, different effective income tax rates and tax attributes, different capitalized asset values and/or different forms of employee compensation. However, Adjusted EBITDA is intended to provide a supplemental way of comparing our company with other public companies and is not intended as a substitute for comparisons based on net income or income from continuing operations. In making any comparisons to other companies, investors need to be aware that companies use different non-GAAP measures to evaluate their financial performance. Investors should pay close attention to the specific definition being used and to the reconciliation between such measures and the corresponding GAAP measures provided by each company under applicable SEC rules.

The following is an explanation of the items excluded by us from Adjusted EBITDA but included in net income and income from continuing operations:

- **Depreciation and Amortization.** Depreciation and amortization expense is a non-cash expense relating to capital expenditures and intangible assets arising from acquisitions that are expensed on a straight-line basis over the estimated useful life of the related assets. We exclude depreciation and amortization expense from Adjusted EBITDA because we believe that (i) the amount of such expenses in any specific period may not directly correlate to the underlying performance of our business operations and (ii) such expenses can vary significantly between periods as a result of new acquisitions and full amortization of previously acquired tangible and intangible assets. Accordingly, we believe that this exclusion assists management and investors in making period-to-period comparisons of operating performance. Investors should note that the use of tangible and intangible assets contributed to revenue in the periods presented and will contribute to future revenue generation and should also note that such expense will recur in future periods.
- **Stock-Based Compensation Expense.** Stock-based compensation expense is a non-cash expense arising from the grant of stock-based awards to employees. We believe that excluding the effect of stock-based compensation from Adjusted EBITDA assists management and investors in making period-to-period comparisons in our company's operating performance because (i) the amount of such expenses in any specific period may not directly correlate to the underlying performance of our business operations and (ii) such expenses can vary significantly between periods as a result of the timing of grants of new stock-based awards, including grants in connection with acquisitions. Additionally, we believe that excluding stock-based compensation from Adjusted EBITDA assists management and investors in making meaningful comparisons between our company's operating performance and the operating performance of other companies that may use different forms of employee compensation or different valuation methodologies for their stock-based compensation. Investors should note that stock-based compensation is a key incentive offered to employees whose efforts contributed to the operating results in the periods presented and are expected to contribute to operating results in future periods. Investors should also note that such expenses will recur in the future. Stock-based compensation expenses included in the Consolidated Statement of Operations are summarized as follows:

	Three Months Ended		Year Ended	
	December 31,		December 31,	
	2014	2013	2014	2013

Non-cash stock-based compensation included in:

Cost of operations	\$ 1,384	\$ 1,728	\$ 5,940	\$ 6,762
Sales and marketing	\$ 1,559	\$ 1,809	\$ 7,221	\$ 8,395
General and administrative	\$ 4,878	\$ 4,381	\$ 19,385	\$ 23,393

- **Interest Income and Expense.** Interest income is associated with the level of marketable debt securities and other interest bearing accounts in which we invest, and interest expense is related to our company's capital structure (including non-cash interest expense relating to our convertible notes). Interest income and expense varies over time due to a variety of financing transactions and due to acquisitions and divestitures that we have entered into or may enter into in the future. We have, in the past, issued convertible debentures, repurchased shares in cash tender offers and repurchased shares and convertible debentures through other repurchase transactions, and completed the divestiture of certain businesses. We exclude interest income and interest expense from Adjusted EBITDA (i) because these items are not directly attributable to the performance of our business operations and, accordingly, their exclusion assists management and investors in making period-to-period comparisons of operating performance and (ii) to assist management and investors in making comparisons to companies with different capital structures. Investors should note that interest income and expense will recur in future periods. The following provides detail regarding the components of interest expense of our convertible notes:

	Three Months Ended		Year Ended	
	December 31,		December 31,	
	2014	2013	2014	2013
Non-cash interest expense				
2.25% Convertible Notes	\$ 390	\$ 390	\$ 1,560	\$ 2,279
2.50% Convertible Notes	\$ 446	\$ 446	\$ 1,785	\$ 1,802
1.50% Convertible Notes	\$ 291	\$ 111	\$ 1,166	\$ 111
Cash interest expense				
2.25% Convertible Notes	\$ 1,419	\$ 1,457	\$ 5,675	\$ 8,207
2.50% Convertible Notes	\$ 2,500	\$ 2,500	\$ 10,000	\$ 10,000
1.50% Convertible Notes	\$ 1,125	\$ 425	\$ 4,500	\$ 425

- Income Tax Provision (Benefit).** We maintain a valuation allowance on a portion of our net deferred tax assets (including our net operating loss carryforwards), the amount of which may change from quarter to quarter based on factors that are not directly related to our results for the quarter. The valuation allowance is either adjusted through the statement of operations or additional paid-in capital. The timing of such adjustments has not been consistent and as a result, our income tax expense can fluctuate significantly from period to period in a manner not directly related to our operating performance. We exclude the income tax provision (benefit) from Adjusted EBITDA (i) because we believe that the income tax provision (benefit) is not directly attributable to the underlying performance of our business operations and, accordingly, its exclusion assists management and investors in making period-to-period comparisons of operating performance and (ii) to assist management and investors in making comparisons to companies with different tax attributes. Investors should note that income tax provision (benefit) will recur in future periods.
- Other Items.** We engage in other activities and transactions that can impact our net income or income from continuing operations. In recent periods, these other items included, but were not limited to: (i) gain or loss on investments; (ii) a restructuring charge; (iii) severance expense; and (iv) loss on repurchases of our convertible notes. We exclude these other items from Adjusted EBITDA because we believe these activities or transactions are not directly attributable to the performance of our business operations and, accordingly, their exclusion assists management and investors in making period-to-period comparisons of operating performance. Investors should note that some of these other items may recur in future periods.

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