

**Table I****CommVault Systems, Inc.****Consolidated Statements of Income  
(In thousands, except per share data)  
(Unaudited)**

	<b>Three Months Ended September 30,</b>		<b>Six Months Ended September 30,</b>	
	<b>2013</b>	<b>2012</b>	<b>2013</b>	<b>2012</b>
Revenues:				
Software	\$ 70,831	\$ 59,219	\$ 136,130	\$ 113,454
Services	71,032	58,943	140,141	115,975
Total revenues	<u>141,863</u>	<u>118,162</u>	<u>276,271</u>	<u>229,429</u>
Cost of revenues:				
Software	636	644	1,291	1,322
Services	17,520	14,699	34,643	29,311
Total cost of revenues	<u>18,156</u>	<u>15,343</u>	<u>35,934</u>	<u>30,633</u>
Gross margin	123,707	102,819	240,337	198,796
Operating expenses:				
Sales and marketing	67,147	55,700	134,348	112,087
Research and development	13,344	11,431	26,195	22,382
General and administrative	15,298	12,161	29,026	23,251
Depreciation and amortization	1,498	1,174	2,951	2,307
Income from operations	26,420	22,353	47,817	38,769
Interest income	213	261	455	497
Income before income taxes	26,633	22,614	48,272	39,266
Income tax expense	9,279	8,715	17,456	15,242
Net income	<u>\$ 17,354</u>	<u>\$ 13,899</u>	<u>\$ 30,816</u>	<u>\$ 24,024</u>
Net income per common share:				
Basic	<u>\$ 0.37</u>	<u>\$ 0.31</u>	<u>\$ 0.66</u>	<u>\$ 0.53</u>
Diluted	<u>\$ 0.35</u>	<u>\$ 0.29</u>	<u>\$ 0.62</u>	<u>\$ 0.50</u>
Weighted average common shares outstanding:				
Basic	<u>46,910</u>	<u>45,106</u>	<u>46,727</u>	<u>44,934</u>
Diluted	<u>49,745</u>	<u>47,815</u>	<u>49,533</u>	<u>47,720</u>

**Table II****CommVault Systems, Inc.****Condensed Consolidated Balance Sheets  
(In thousands)  
(Unaudited)**

	<u>September 30, 2013</u>	<u>March 31, 2013</u>
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 462,167	\$ 433,964
Short-term investments	22,982	1,948
Trade accounts receivable, net	86,785	85,033
Prepaid expenses and other current assets	13,154	15,225
Deferred tax assets, net	21,698	19,328
Total current assets	<u>606,786</u>	<u>555,498</u>
Deferred tax assets, net	23,761	21,166
Property and equipment, net	50,919	21,112
Other assets	6,845	7,078
Total assets	<u>\$ 688,311</u>	<u>\$ 604,854</u>
<b>Liabilities and stockholders' equity</b>		
Current liabilities:		
Accounts payable	\$ 4,129	\$ 3,860
Accrued liabilities	54,841	55,577
Deferred revenue	157,103	152,967
Total current liabilities	<u>216,073</u>	<u>212,404</u>
Deferred revenue, less current portion	34,117	31,303
Other liabilities	7,203	7,130
Total stockholders' equity	430,918	354,017
Total liabilities and stockholders' equity	<u>\$ 688,311</u>	<u>\$ 604,854</u>

Table III

## CommVault Systems, Inc.

**Consolidated Statements of Cash Flows**  
(In thousands)  
(Unaudited)

	Three Months Ended September 30,		Six Months Ended September 30,	
	2013	2012	2013	2012
<b>Cash flows from operating activities</b>				
Net income	\$ 17,354	\$ 13,899	\$ 30,816	\$ 24,024
Adjustments to reconcile net income to net cash provided by operating activities:				
Depreciation and amortization	1,544	1,201	3,017	2,361
Noncash stock-based compensation	10,782	6,149	20,290	12,077
Excess tax benefits from stock-based compensation	(8,558)	(4,227)	(16,843)	(7,287)
Deferred income taxes	2,786	2,579	(1,208)	2,816
Changes in operating assets and liabilities:				
Trade accounts receivable	(10,452)	(11,922)	(1,402)	(1,618)
Prepaid expenses and other current assets	(1,042)	109	2,108	795
Other assets	150	(2,368)	197	(1,704)
Accounts payable	(355)	125	(138)	509
Accrued liabilities	12,716	10,204	5,524	2,819
Deferred revenue	(422)	8,611	6,760	7,371
Other liabilities	(21)	74	(65)	180
Net cash provided by operating activities	<u>24,482</u>	<u>24,434</u>	<u>49,056</u>	<u>42,343</u>
<b>Cash flows from investing activities</b>				
Purchase of short-term investments	(22,982)	—	(22,982)	(1,948)
Proceeds from maturity of short-term investments	—	—	1,948	3,146
Purchases for corporate campus headquarters	(15,157)	(390)	(23,872)	(612)
Purchase of property and equipment	(1,274)	(1,283)	(2,586)	(2,742)
Net cash used in investing activities	<u>(39,413)</u>	<u>(1,673)</u>	<u>(47,492)</u>	<u>(2,156)</u>
<b>Cash flows from financing activities</b>				
Proceeds from the exercise of stock options	6,613	4,445	9,670	7,196
Excess tax benefits from stock-based compensation	8,558	4,227	16,843	7,287
Net cash provided by financing activities	<u>15,171</u>	<u>8,672</u>	<u>26,513</u>	<u>14,483</u>
Effects of exchange rate — changes in cash	<u>3,109</u>	<u>2,417</u>	<u>126</u>	<u>227</u>
Net increase in cash and cash equivalents	3,349	33,850	28,203	54,897
Cash and cash equivalents at beginning of period	<u>458,818</u>	<u>318,135</u>	<u>433,964</u>	<u>297,088</u>
Cash and cash equivalents at end of period	<u>\$ 462,167</u>	<u>\$ 351,985</u>	<u>\$ 462,167</u>	<u>\$ 351,985</u>

Table IV

## CommVault Systems, Inc.

**Reconciliation of GAAP to Non-GAAP Financial Measures**  
**(In thousands, except per share data)**  
**(Unaudited)**

	Three Months Ended September 30,		Six Months Ended September 30,	
	2013	2012	2013	2012
<b>Non-GAAP financial measures and reconciliation:</b>				
GAAP income from operations	\$ 26,420	\$ 22,353	\$ 47,817	\$ 38,769
Noncash stock-based compensation (1)	10,782	6,149	20,290	12,077
FICA and related payroll tax expense on stock option exercises and vesting on restricted stock awards (2)	567	326	1,010	622
<b>Non-GAAP income from operations</b>	<b>\$ 37,769</b>	<b>\$ 28,828</b>	<b>\$ 69,117</b>	<b>\$ 51,468</b>
GAAP net income	\$ 17,354	\$ 13,899	\$ 30,816	\$ 24,024
Noncash stock-based compensation (1)	10,782	6,149	20,290	12,077
FICA and related payroll tax expense on stock option exercises and vesting on restricted stock awards (2)	567	326	1,010	622
Non-GAAP provision for income taxes adjustment (3)	(4,775)	(2,048)	(8,286)	(3,985)
<b>Non-GAAP net income</b>	<b>\$ 23,928</b>	<b>\$ 18,326</b>	<b>\$ 43,830</b>	<b>\$ 32,738</b>
<b>Diluted weighted average shares outstanding</b>	<b>49,745</b>	<b>47,815</b>	<b>49,533</b>	<b>47,720</b>
<b>Non-GAAP diluted net income per share</b>	<b>\$ 0.48</b>	<b>\$ 0.38</b>	<b>\$ 0.88</b>	<b>\$ 0.69</b>

**Footnotes - Adjustments**

- (1) Represents noncash stock-based compensation charges associated with stock options and restricted stock units granted as follows:

	Three Months Ended September 30,		Six Months Ended September 30,	
	2013	2012	2013	2012
Cost of services revenue	\$ 293	\$ 195	\$ 591	\$ 379
Sales and marketing	4,085	2,786	8,346	5,422
Research and development	939	638	1,896	1,262
General and administrative	5,465	2,530	9,457	5,014
Stock-based compensation expense	\$ 10,782	\$ 6,149	\$ 20,290	\$ 12,077

- (2) Represents additional FICA and related payroll tax expenses incurred by CommVault when employees exercise in the money stock options or vest in restricted stock awards.
- (3) The provision for income taxes is adjusted to reflect CommVault's estimated non-GAAP effective tax rate of approximately 37% in fiscal 2014 and fiscal 2013.