BARCLAYS PLC
Form 424B3
September 20, 2007

Filed by Barclays PLC
Pursuant to Rule 424(b)(3)
Registration Statement No. 333-143666

SUPPLEMENT, DATED SEPTEMBER 20, 2007
(To Offer Document/Prospectus dated August 6, 2007)

Offer to Exchange

Each Ordinary Share		Each American Depositary Share
	of	
	ABN AMRO Holding N.V.	
	for	
2.13 Ordinary Shares		0.5325 American Depositary Shares
and 13.15 in cash		and 13.15 in cash (paid in US dollars)
	of	
	Barclays PLC	

This document supplements the offer document/prospectus, dated August 6, 2007 (the Prospectus), previously provided to you in connection with the proposed combination of Barclays PLC, a public limited company organized under the laws of England (Barclays), and ABN AMRO Holding N.V., a public limited liability company organized under the laws of The Netherlands (ABN AMRO). This document includes the following information:

The audited interim financial statements of Barclays (Netherlands) N.V. (Barclays (Netherlands)), and certain related additional information;

Certain additional information about Barclays;

Selected US GAAP financial data of Barclays and ABN AMRO as at and for the six months ended June 30, 2007;

Unaudited pro forma combined condensed financial information of Barclays as at and for the six months ended June 30, 2007; and

Comparative historical and pro forma per share information for Barclays and ABN AMRO.

On April 23, 2007, Barclays entered into a merger protocol (the Merger Protocol) with ABN AMRO, providing for a combination of their businesses. The terms under which the proposed combination would take place, as well as the Merger Protocol, were revised on July 23, 2007, and the Merger Protocol was further revised on July 30, 2007 and, by a letter agreement, on August 3, 2007. The proposed combination of ABN AMRO and Barclays will create one of the world s leading universal banks. Barclays will be the holding company of the combined group. ABN AMRO s business will be brought under the combined group umbrella through an exchange offer by Barclays for all outstanding ABN AMRO ordinary shares, nominal value 0.56 per share, including all ABN AMRO American Depositary Shares, each representing one ABN AMRO ordinary share (ABN AMRO ADSs).

This document is being sent to holders of ABN AMRO ordinary shares located in the United States and Canada and holders of ABN AMRO ADSs located in any Offer Jurisdiction (as defined on page i of this document) to effect the exchange offer. Subject to a mix-and-match facility described in the Prospectus, Barclays is offering to exchange in the manner set out in the Prospectus (a) 2.13 Barclays ordinary shares, nominal value 25p per share, and 13.15 in cash for each ABN AMRO ordinary share, and (b) 0.5325 Barclays American Depositary Shares, each representing four Barclays ordinary shares (Barclays ADSs), and 13.15 in cash (paid in US dollars) for each ABN AMRO ADS, in each case that is validly tendered (or defectively tendered provided that such defect has been waived by Barclays) and not properly withdrawn. The cash consideration paid in respect of each ABN AMRO ADS that is validly tendered (or defectively tendered provided that such defect has been waived by Barclays) and not properly withdrawn, will be US dollars, based on the conversion of the Euro consideration into US dollars, net of any applicable fees and expenses, at

the average exchange rate obtainable by The Bank of New York, as the ADS exchange agent, for the five business days preceding the date on which the cash consideration is received by the ADS exchange agent for delivery in respect of such ABN AMRO ADSs.

The exchange offer commenced in the United States and Canada at 9:00 a.m. New York City Time (3:00 p.m. Amsterdam Time), on August 7, 2007, and will expire at 9:00 a.m. New York City Time (3:00 p.m. Amsterdam Time), on October 4, 2007, unless the exchange offer is extended or terminated prior to that time.

The date of this supplement is September 20, 2007

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ADDITIONAL INFORMATION

The Prospectus incorporates important business and financial information about ABN AMRO and Barclays from documents filed with the SEC that have not been included in, or delivered with, the Prospectus or this document. See Where You Can Find More Information in the Prospectus. Documents filed with or furnished to the SEC by Barclays or ABN AMRO on or after September 10, 2002 are available on the website maintained by the SEC at www.sec.gov. You may also request copies of these documents, without charge, upon written or oral request to Barclays information agent in the United States, Georgeson, at (212) 440-9800 or toll free at (888) 605-7547. **In order to ensure timely delivery, any request should be submitted no later than September 27, 2007.**

You can also get more information by visiting ABN AMRO s website at www.abnamro.com and Barclays website at www.barclays.com. Information contained in, or otherwise accessible through, these internet sites is not a part of this document and is not incorporated by reference in the Prospectus or herein. All references in the Prospectus or in this document to these internet sites are inactive textual references to these URLs and are for your information only. See Where You Can Find More Information .

No person is authorized to give any information or to make any representation with respect to the matters that the Prospectus or this document describes other than those contained in the Prospectus or this document, and, if given or made, the information or representation must not be relied upon as having been authorized by ABN AMRO or Barclays. The Prospectus or this document does not constitute an offer to sell or a solicitation of an offer to buy securities in any jurisdiction where, or to any person to whom, it is unlawful to make such an offer or a solicitation. Neither the delivery of the Prospectus or this document nor any distribution of securities made under the Prospectus and this document shall, under any circumstances, create an implication that there has been no change in the affairs of ABN AMRO or Barclays since the date of the Prospectus or this document, as the case may be, or that any information contained in the Prospectus or herein is correct as of any time subsequent to the respective dates thereof.

This document is being sent to holders of ABN AMRO ordinary shares located in the United States and Canada and holders of ABN AMRO ADSs located in every Offer Jurisdiction (as defined below) to effect the exchange offer. Separate offering documentation is being made available to holders of ABN AMRO ordinary shares located in Offer Jurisdictions other than the United States and Canada. The distribution of this document and any other documentation regarding the exchange offer may, in some jurisdictions, be restricted by law. Offering documentation regarding the exchange offer may not be distributed, directly or indirectly, in or into any jurisdiction other than The Netherlands, the United Kingdom, the United States, Austria, Belgium, Canada, France, Germany, Ireland, Luxembourg, Norway, Singapore, Spain and Switzerland, and any other jurisdictions in which Barclays determines that it may lawfully distribute offering documentation regarding the exchange offer in accordance with local law (together the Offer Jurisdictions). However, acceptances by holders of ABN AMRO ordinary shares or ABN AMRO ADSs not resident in the Offer Jurisdictions will be accepted by Barclays if such acceptance complies with the acceptance procedure and requirements set out in this document (see The Exchange Offer Procedure for Tendering and Electing). Persons not resident in the Offer Jurisdictions who come into possession of this document should inform themselves of and observe any laws and regulations applicable to such persons regarding acceptance of the exchange offer and receipt of the offer consideration. Neither Barclays nor any person acting on its behalf assumes any responsibility for any violation by any person of any such laws or regulations. Any holder of ABN AMRO ordinary shares or ABN AMRO ADSs who is in any doubt as to its position should consult an appropriate professional advisor without delay.

This document must not be distributed in whole or in part into Japan. This document and other documents related to the exchange offer may not be electronically provided to, nor accessed by, residents of Japan or persons who are in Japan. Copies of this document and any other documents related to the

exchange offer are not being, and must not be, mailed or otherwise distributed or sent to any person or

company in or from Japan. Persons receiving this document (including custodians, nominees and trustees) or other documents related to the exchange offer must not distribute or send them to any person or company in or from Japan. The exchange offer is not being made, directly or indirectly, in or into or by the use of the mails or any other means or instrumentality (including, without limitation, facsimile transmission, telex, telephone or internet) of interstate or foreign commerce of, or any such facilities of a national securities exchange of, Japan and is not capable of acceptance by such use, means, instrumentality or facilities from or within Japan.

The exchange offer has not received clearance from the *Commissione Nazionale per le Società e la Borsa* pursuant to Italian securities laws and implementing regulations (in particular under Section 102 of Italian Legislative Decree No. 58 dated 24 February 1998). Consequently, any form of solicitation (i.e. any offer, invitation to offer or promotional advertisement) of acceptances of the exchange offer by holders of ABN AMRO ordinary shares and/or ABN AMRO ADSs based in Italy will be contrary to Italian laws and regulations. Application for authorization by the relevant Italian authorities for the launching of an offer for ABN AMRO ordinary shares and/or ABN AMRO ADSs in the Republic of Italy has not yet been and is not currently intended to be made. Accordingly, Italian holders of ABN AMRO ordinary shares and/or ABN AMRO ADSs are hereby notified that, to the extent such holders of ABN AMRO ordinary shares and/or ABN AMRO ADSs are persons or entities resident and/or located in the Republic of Italy and until and to the extent that the relevant authorization has been obtained from the Italian authorities, the exchange offer is not made in or into Italy, as such would not be in compliance with local laws. Neither this document nor any other offering material related to the exchange offer or the ABN AMRO ordinary shares or ABN AMRO ADSs may be distributed or made available in the Republic of Italy.

SELECTED HISTORICAL INTERIM FINANCIAL INFORMATION OF BARCLAYS (NETHERLANDS)

The following selected interim financial information as at May 31, 2007, and for the period from May 2, 2007 through May 31, 2007, of Barclays (Netherlands) have been prepared in accordance with IFRS.

The following selected interim financial information of Barclays (Netherlands) has been derived from Barclays (Netherlands) audited interim financial statements included in this document. The data below should be read in conjunction with the interim financial statements, related notes and other financial information of Barclays included in this document. See Barclays (Netherlands) Interim Financial Statements .

With respect to the interim financial statements of Barclays (Netherlands), there are no significant differences between IFRS and US GAAP accounting policies, and US GAAP net income and shareholders equity would not be materially different from that presented in the IFRS financial statements.

Selected Interim Balance Sheet Data of Barclays (Netherlands) as at May 31, 2007

	May 31, 2007	
	£	**£**
Assets		
Current assets		
Cash and cash equivalents	204,744,559	
		204,744,559
Total assets		204,744,559
Shareholders Equity and Liabilities		
Shareholders equity		
Share capital	204,630,000	
Result for the period	(79,416)	
Total equity		204,550,584
Current liabilities		
Payable corporate income tax	176,292	
Accrued expenses	17,683	
Total liabilities		193,975
Total equity and liabilities		204,744,559

Selected Interim Income Statement of Barclays (Netherlands) for the period from May 2, 2007 through May 31, 2007

	May 2, 2007- May 31, 2007	
	£	**£**
Financial income and expenses		
Interest received	715,924	
Foreign exchange loss	(601,365)	
		114,559
Operating expenses		
Management and service fees	4,081	
Audit fee	6,801	
Other operating expenses	6,801	
Operating expenses		(17,683)
Profit before taxation		96,876
Corporate income tax		(176,292)
Result for the period		(79,416)
Attributable to the parent company		(79,416)

Selected Interim Statement of Changes in Shareholder s Equity of Barclays (Netherlands) for the period from May 2, 2007 through May 31, 2007

	Share Capital	Result for the Period	Total Shareholder s Equity
	£	£	£
Shares issued on incorporation (May 2, 2007)	204,630,000		204,630,000
Result for the period		(79,416)	(79,416)
Balance at May 31, 2007	204,630,000	(79,416)	204,550,584

Selected Interim Cash Flow Statement of Barclays (Netherlands) for the period from May 2, 2007 through May 31, 2007

	May 2, 2007- May 31, 2007
	£
Reconciliation of profit before tax to net cash flows from operating activities	
Profit before taxation	96,876
Adjustments for	
Foreign exchange loss	601,365
Changes in the working capital	
Increase in accrued expenses	17,683
Net cash flow from operating activities	715,924
Cash flow from financing activities	
Proceeds from issues of shares	204,630,000
Cash flow for the period	205,345,924
Cash and Cash equivalents at the beginning of the period	
Cash flow for the period	205,345,924
Exchange rate differences	(601,365)
Cash and Cash equivalents at the end of the period	204,744,559

ADDITIONAL INFORMATION ABOUT BARCLAYS AND BARCLAYS (NETHERLANDS)

Certain Additional Information About Barclays

US laws and regulations require compliance with US economic sanctions, administered by the Office of Foreign Assets Control, against designated foreign countries, nationals and others. Barclays has been conducting an internal review of US dollar payments involving countries, persons or entities subject to these sanctions and has been reporting to regulators about the results of that review. Barclays has received inquiries relating to these sanctions and certain US dollar payments processed by its New York branch from the New York County District Attorney s Office and the US Department of Justice, which, along with other authorities, has been reported to be conducting a broader review of sanctions compliance by non-US financial institutions. Barclays has been cooperating with regulators, the Department of Justice and the District Attorney s Office in connection with their inquiries. Barclays review is ongoing. It is currently not possible to predict the ultimate resolution of the issues covered by Barclays review and the inquiries, including the timing of any resolution.

Barclays (Netherlands) Legal Matters

The legality of the Barclays (Netherlands) ordinary shares will be passed upon by Clifford Chance LLP, Droogbak 1A, 1013 GE Amsterdam, The Netherlands.

Experts

The interim financial statements of Barclays (Netherlands) have been audited by PricewaterhouseCoopers Accountants N.V., independent registered accounting firm, as set forth in their report, included herein. Such interim financial statements are incorporated herein by reference in reliance upon such report given on the authority of such firm as experts in accounting and auditing.

SELECTED US GAAP FINANCIAL DATA OF BARCLAYS AND ABN AMRO AS AT AND FOR THE SIX MONTHS ENDED JUNE 30, 2007

Selected US GAAP Financial Data of Barclays as at and for the six months ended June 30, 2007 and 2006

	As at and for the six months ended June 30,			
	2007[(a)]	**2007**	**2006[(b)]**	**2006**
	¢	**p**	**¢**	**p**
(US GAAP)				
Barclays PLC Group				
Earnings per 25p ordinary share (basic)	84.1	41.9	67.5	36.5
Dividends per 25p ordinary share	41.1	20.5	32.2	17.4
Book value per 25p ordinary share	877	437	738	399
		%		%
Net income as a percentage of:				
average total assets		0.5		0.5
average shareholders equity		25.6		24.6
Dividends as a percentage of net income		50.3		48.7
Average shareholders equity as a percentage of average total assets		1.9		1.9
Barclays Bank PLC Group				
Net income as a percentage of:				
average total assets		0.5		0.5
average shareholders equity		21.7		20.7
Average shareholders equity as a percentage of average total assets		2.4		2.5

	As at and for the six months ended June 30,			
	2007[(a)]	**2007**	**2006[(b)]**	**2006**
	$m	**£m**	**$m**	**£m**
(US GAAP)				
Net income:				
Barclays PLC Group	5,349	2,666	4,294	2,322
Barclays Bank PLC Group	5,672	2,827	4,580	2,477
Shareholders equity:				
Barclays PLC Group	43,228	21,546	35,571	19,237
Barclays Bank PLC Group	54,102	26,966	45,941	24,845
Total assets:				
Barclays PLC Group	2,363,006	1,177,793	1,857,721	1,004,662
Barclays Bank PLC Group	2,363,562	1,178,070	1,858,185	1,004,913

(a) The US dollar financial information has been translated for convenience at the rate of $2.0063 to £1, the Noon Buying Rate for cable transfers in New York City, payable in Sterling, at June 30, 2007.

(b) The US dollar financial information has been translated for convenience at the rate of $1.8491 to £1, the Noon Buying Rate for cable transfers in New York City, payable in Sterling, at June 30, 2006.

Selected US GAAP Financial Data of ABN AMRO as at and for the six months ended June 30, 2007 and 2006

	As at and for the six months ended June 30,			
	2007[(a)]	2007	2006[(b)]	2006
	$m	m	$m	m
		(except per share data)		
(US GAAP)				
Income Statement Data				
Net profit	1,605	2,159	780	2,191
Balance Sheet Data				
Shareholders equity	21,265	28,750	21,974	28,080
Share Information				
Basic earnings per Ordinary Share (in)	0.86	1.16	0.96	1.18
Diluted earnings per Ordinary Share (in)	0.85	1.15	0.96	1.18
Shareholders equity per Ordinary Share (in)	11.15	15.08	11.53	14.73

(a) Solely for your convenience, Euro amounts have been translated into US dollars for income statement items at an exchange rate of $1 = 1.3451, the rate equal to the average of the daily noon buying rates for cable transfers in New York City, payable in Euro, for the six months ended June 30, 2007, and for balance sheet items at an exchange rate of $1 = 1.3520, the noon buying rate for cable transfers in New York City, payable in Euro, on June 30, 2007.

(b) Solely for your convenience, Euro amounts have been translated into US dollars for income statement items at an exchange rate of $1 = 1.2309, the rate equal to the average of the daily noon buying rates for cable transfers in New York City for the six months ended June 30, 2006, and for balance sheet items at an exchange rate of $1 = 1.2779, the noon buying rate for cable transfers in New York City, payable in Euro, on June 30, 2006.

UNAUDITED PRO FORMA COMBINED CONDENSED FINANCIAL INFORMATION AS AT AND FOR THE SIX MONTHS ENDED JUNE 30, 2007

Introduction

The following unaudited pro forma combined condensed balance sheet as at, and unaudited pro forma combined condensed income statement for the period ended, June 30, 2007 and the notes thereto (together, the pro forma financial information) are based on the interim financial information of ABN AMRO and Barclays after giving effect to the proposed combination using the purchase method of accounting by applying the estimates, assumptions and adjustments described in the accompanying notes to the pro forma financial information.

The interim financial information of both ABN AMRO and Barclays for the period ended, June 30, 2007 have been prepared in accordance with IFRS and reconciled to US GAAP.

For the purposes of the preparation of the pro forma financial information:

The consolidated balance sheet of Barclays at June 30, 2007 has been combined with the consolidated balance sheet of ABN AMRO at June 30, 2007, both of which are prepared in accordance with IFRS and reconciled to US GAAP, as if the proposed combination giving effect to the sale of LaSalle had occurred on June 30, 2007;

The consolidated income statement of Barclays for the period ended, June 30, 2007 has been combined with the consolidated income statement of ABN AMRO for the period ended, June 30, 2007, both of which are prepared in accordance with IFRS and reconciled to US GAAP, as if the proposed combination giving effect to the sale of LaSalle had occurred on January 1, 2007; and

The presentation currency of the combined group is pound sterling as this is consistent with the presentation currency of the Barclays 2006 Form 20-F and Form 6-K. The presentation currency of the combined group will be euro should the proposed combination occur.

The pro forma financial information includes appropriate adjustments to account for the events directly associated with the proposed combination. Any potential synergy benefits are not included within the pro forma financial information. Only costs which are expected to be directly incurred as part of the proposed combination have been included within the pro forma financial information.

The pro forma adjustments directly relating to the proposed combination are based on effecting the pre-acquisition disposal of LaSalle, an estimate of the fair value of the consideration to be provided, and preliminary assessments of the fair values of assets acquired and liabilities assumed and available information and assumptions. If the proposed combination did occur, a final determination of these fair values will be based on Barclays management s estimates of the fair values of the remaining assets and liabilities and an assessment of the fair values of the intangible assets as at the actual date of the combination. The final determination of these fair values will result in potentially material changes to the pro forma adjustments and the pro forma financial information included herein.

The actual purchase price allocation will also be subject to change as a result of finalisation of asset and liability valuations. These final valuations will be based on the actual net tangible and intangible assets that existed as of the closing dates of the proposed combination. The effect of the final fair valuation of assets and liabilities and the determination of the final consideration may cause material differences to the following pro forma financial information.

The final consideration will be determined based on the exchange ratio of ABN AMRO ordinary shares to Barclays ordinary shares and the fair value of Barclays ordinary shares at the date at which the offer is declared unconditional. As such, any changes in the fair value of the shares prior to that date may also cause material differences to the pro forma financial information. In addition, any changes in the foreign exchange rate prior to the date at which the offer is declared unconditional, may cause material differences.

The pro forma financial information and accompanying notes should be read in conjunction with the interim financial information and the related notes thereto of Barclays for the period ended June 30, 2007. This data should also be read in conjunction with;

ABN AMRO 2006 20-F; and

ABN AMRO interim financial information and related notes thereto for the period ended, June 30, 2007 as filed with the SEC on a Current Report on Form 6-K on July 30, 2007.

The unaudited pro forma combined condensed financial information is presented for information purposes only and does not represent what the results of operations would actually have been if the combination had occurred on the dates indicated nor does it project the results of operations for any future period.

Unaudited Pro Forma Combined Condensed Balance Sheet as at June 30, 2007
IFRS basis

	Barclays	ABN AMRO[1]	Pre Acquisition Disposal[2]	Acquisition Adjustments[3]	Share Options Adjustments	New share issuance CDB & TH Adjustments[3]	Notes to Adjustments[3]	Pro forma Combined
	£m	£m	£m	£m	£m	£m		£m
Assets								
Cash and other short-term funds	7,318	9,722	10,353	(16,960)				

&nb0pt 0pt 0pt 18pt;font-family:Calibri;font-size: 8pt"> Total current liabilities

12,722

13,070

Long-term debt

6,031

6,658

Long-term portion of contingent liabilities

—

60

Capital lease obligations

51

63

Other long-term liabilities

155

166

Total non-current liabilities

6,237

6,947

Total liabilities

18,959

20,017

SHAREHOLDERS' EQUITY

Cumulative preferred stock, par value $.001 per share, 1,000,000 shares authorized; 0 shares issued and outstanding at October 31, 2016 and July 31, 2016, respectively

—

—

Junior preferred stock, par value $.001 per share, 100,000 shares authorized; 0 shares issued and outstanding at October 31, 2016 and July 31, 2016, respectively

—

—

Common stock, par value $.001 per share, 25,000,000 shares authorized; 17,445,532 and 17,310,763 shares issued and outstanding at October 31, 2016 and July 31, 2016, respectively

17

17

Additional paid-in capital

115,571

115,364

Accumulated deficit

(85,694)

(86,050)

Other accumulated comprehensive income

(6)

(5)

Total shareholders' equity

29,888

29,326

Total liabilities and shareholders' equity

$

48,847

$

49,343

See accompanying notes

ARI Network Services, Inc.
Consolidated Statements of Operations
(Dollars in Thousands, Except per Share Data)
(Unaudited)

	Three months ended October 31	
	2016	2015
Net revenue	$ 12,272	$ 11,737
Cost of revenue	2,289	2,069
Gross profit	9,983	9,668
Operating expenses:		
Sales and marketing	2,687	2,765
Customer operations and support	2,755	2,446
Software development and technical support (net of capitalized software product costs)	1,256	1,255
General and administrative	1,942	1,785
Depreciation and amortization (exclusive of amortization of software product costs included in cost of revenue)	575	609
Net operating expenses	9,215	8,860
Operating income	768	808
Other income (expense):		
Interest expense	(108)	(112)
Other, net	1	(8)
Total other income (expense)	(107)	(120)
Income before provision for income tax	661	688
Income tax expense	(305)	(299)
Net income	$ 356	$ 389
Weighted average common shares outstanding:		
Basic	17,424	17,152
Diluted	17,929	17,604

Net income per common share:		
Basic	$ 0.02	$ 0.02
Diluted	$ 0.02	$ 0.02

See accompanying notes

Consolidated Statements of Comprehensive Income
(Dollars in Thousands)
(Unaudited)

	Three months ended October 31	
	2016	2015
Net income	$ 356	$ 389
Other comprehensive income (loss), net of tax:		
Foreign currency translation adjustments	(1)	(2)
Total other comprehensive income (loss)	(1)	(2)
Comprehensive income	$ 355	$ 387

See accompanying notes

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ARI Network Services, Inc.

Consolidated Statements of Cash Flows

(Dollars in Thousands)

(Unaudited)

	Three months ended October 31			
	2016		2015	
Operating activities:				
Net income	$	356	$	389
Adjustments to reconcile net income to net cash provided by operating activities:				
Amortization of software products		522		496
Amortization of deferred loan fees and imputed interest expense		10		5
Depreciation and other amortization		575		610
Gain on change in fair value of earn-out receivable and payable		-		8
Provision for bad debt allowance		(6)		25
Deferred income taxes		279		293
Stock based compensation		149		115
Net change in assets and liabilities:				
Trade receivables		131		(102)
Work in process, prepaid expenses and other		135		115
Accounts payable		67		71
Deferred revenue		(945)		(700)
Accrued payroll and related liabilities		519		435
Accrued taxes and other accrued		(26)		(25)

liabilities				
Net cash provided by operating activities	$	1,766	$	1,735
Investing activities:				
Purchase of equipment, software and leasehold improvements		(51)		(167)
Cash paid for contingent liabilities related to acquisitions		(121)		(125)
Software development costs capitalized		(610)		(373)
Net cash used in investing activities	$	(782)	$	(665)
Financing activities:				
Payments on long-term debt	$	(541)	$	(151)
Payments of capital lease obligations		(12)		(65)
Proceeds from exercise of common stock options and warrants		72		43
Net cash used in financing activities	$	(481)	$	(173)
Effect of foreign currency exchange rate changes on cash		(4)		(2)
Net change in cash and cash equivalents		499		895
Cash and cash equivalents at beginning of period		5,118		2,284
Cash and cash equivalents at end of period	$	5,617	$	3,179
Cash paid for interest	$	103	$	113
Cash paid for income taxes	$	123	$	13

See accompanying notes

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ARI Network Services, Inc.

Notes to Consolidated Financial Statements

1. Description of the Business and Significant Accounting Policies

Description of the Business

ARI Network Services, Inc. ("ARI" or "the Company") creates software-as-a-service ("SaaS"), data-as-a-service ("DaaS") and other solutions that help equipment manufacturers, distributors and dealers in selected vertical markets to Sell More Stuff!™ – online and in-store. We remove the complexity of selling and servicing new and used whole goods inventory and PG&A for customers in the automotive tire and wheel aftermarket ("ATW"), automotive aftermarket parts and service ("AAPS"), powersports, outdoor power equipment ("OPE"), marine, home medical equipment ("HME"), recreational vehicles ("RV") and appliance industries. Our innovative products are powered by a proprietary library of enriched original equipment and aftermarket content from over 1,800 manufacturers. More than 23,500 equipment dealers, distributors and manufacturers worldwide leverage our web and eCatalog platforms to Sell More Stuff!™

We were incorporated in Wisconsin in 1981. Our principal executive office and headquarters is located in Milwaukee, Wisconsin. The office address is 10850 West Park Place, Suite 1200, Milwaukee, WI 53224, and our telephone number at that location is (414) 973-4300. Our principal website address is www.arinet.com. ARI also maintains operations in Cypress, California; Floyds Knobs, Indiana; Des Moines, Iowa; Duluth, Minnesota; Wexford, Pennsylvania; Cookeville, Tennessee; Salt Lake City, Utah; Leiden, The Netherlands; and Gurgaon, India.

Basis of Presentation

These consolidated financial statements include the consolidated financial statements of ARI and its wholly-owned subsidiaries, ARI Europe B.V. and ARI Network Services Pvt. Ltd. and have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP"). We eliminated all significant intercompany balances and transactions in consolidation. All other adjustments that, in the opinion of management, are necessary for a fair presentation of the periods presented have been reflected as required by Regulation S-X, Rule 10-01.

Fiscal Year

Our fiscal year ends on July 31. References to fiscal 2017, for example, refer to the fiscal year ending July 31, 2017, and references to fiscal 2016 refer to the fiscal year ended July 31, 2016.

Revenue Recognition

Revenues from subscription fees for use of our software, access to our catalog content, and software maintenance and support fees are all recognized ratably over the contractual term of the arrangement. The Company has customer contracts with multiple services or elements, which may be delivered at different times. The Company accounts for delivered elements in accordance with the selling price when arrangements include multiple product components or other elements and vendor-specific objective evidence exists for the value of all undelivered elements. Revenue on undelivered elements is recognized when the elements are delivered. ARI considers all arrangements with payment terms extending beyond 12 months not to be fixed or determinable and evaluates other arrangements with payment terms longer than normal to determine whether the arrangement is fixed or determinable. If the fee is not fixed or determinable, revenue is recognized as payments become due from the customer. Arrangements that include

acceptance terms beyond the standard terms are not recognized until acceptance has occurred. If collectability is not considered probable, revenue is recognized when the fee is collected.

For software license arrangements that do not require significant modification or customization of the underlying software, the Company recognizes revenue when persuasive evidence of an arrangement exists, delivery has occurred, the fee is fixed or determinable and collectability is probable.

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Revenues for professional services to customize complex features and functionality in a product's base software code or develop complex interfaces within a customer's environment are recognized as the services are performed if they are determined to have standalone value to the customer or if all of the following conditions are met (i) the customer has a contractual right to take possession of the software; (ii) the customer will not incur significant penalty if it exercises this right; and (iii) it is feasible for the customer to either run the software on its own hardware or contract with another unrelated party to host the software. When the current estimates of total contract revenue for professional services and the total related costs indicate a loss, a provision for the entire loss on the contract is made in the period the amount is determined. Professional service revenues for set-up and integration of hosted websites, or other services considered essential to the functionality of other elements of the arrangement, are amortized over the term of the contract.

Revenue for variable transaction fees, primarily for use of the shopping cart feature of our websites, is recognized as it is earned.

Amounts received for shipping and handling fees are reflected in revenue. Costs incurred for shipping and handling are reported in cost of revenue.

Amounts invoiced to customers prior to recognition as revenue, as discussed above, are reflected in the accompanying balance sheets as deferred revenue.

No single customer accounted for 10% or more of ARI's revenue during the three months ended October 31, 2016 or 2015.

Trade Receivables, Credit Policy and Allowance for Doubtful Accounts

Trade receivables are uncollateralized customer obligations due on normal trade terms, most of which require payment within thirty (30) days from the invoice date. Payments of trade receivables are allocated to the specific invoices identified on the customer's remittance advice or, if unspecified, are applied to the earliest unpaid invoices.

The carrying amount of trade receivables is reduced by an allowance that reflects management's best estimate of the amounts that will not be collected. Management individually reviews receivable balances that exceed ninety (90) days from the invoice date and, based on an assessment of current creditworthiness, estimates the portion of the balance that will not be collected. The allowance for potential doubtful accounts is reflected as an offset to trade receivables in the accompanying consolidated balance sheets.

Capitalized and Purchased Software Product Costs

Certain software development and acquisition costs are capitalized when incurred. Capitalization of these costs begins upon the establishment of technological feasibility. The establishment of technological feasibility and the on-going assessment of recoverability of software costs require considerable judgment by management with respect to certain external factors, including, but not limited to, the determination of technological feasibility, anticipated future gross revenue, estimated economic life and changes in software and hardware technologies. The Company capitalizes software enhancements on an on-going basis and all other software development and support expenditures are charged to expense in the period incurred.

The annual amortization of software products is computed using the straight-line method over the estimated economic life of the product, which currently ranges from 2 to 14 years. Amortization starts when the product is available for general release to customers.

Deferred Loan Fees and Debt Discounts

Fees associated with securing debt are capitalized and shown as contra-debt, reducing the carrying amount of long-term debt on the consolidated balance sheet. Deferred loan fees and debt discounts are amortized to interest expense over the life of the debt using the effective interest method.

Deferred Income Taxes

The tax effect of the temporary differences between the book and tax bases of assets and liabilities and the estimated tax benefit from tax net operating losses is reported as deferred tax assets and liabilities in the consolidated balance sheets. An assessment of the likelihood that net deferred tax assets will be realized from future taxable income is performed at each reporting date or when events or changes in circumstances indicate that there may be a change in the valuation allowance. Because the ultimate realizability of deferred tax assets is highly subject to the outcome of future events, the amount established as a valuation allowance is considered to be a significant estimate that is subject to change. To the extent a valuation allowance is established or there is a change in the allowance during a period, the change is reflected with a corresponding increase or decrease in income tax expense in the consolidated statements of operations.

Legal Provisions

ARI may periodically be involved in legal proceedings arising from contracts, patents or other matters in the normal course of business. We reserve for any material estimated losses if the outcome is probable and reasonably estimable, in accordance with GAAP. We had no legal provisions during the three months ended October 31, 2016 or 2015 and management believes that the results of any outstanding litigation will not have a material impact on the Company's financial condition or results of operations.

Supplemental Cash Flow Information

The following table shows cash flow information related to non-cash investing and financing activities (in thousands):

	Three months ended October 31	
	2016	2015
Non-cash investing and financing activities		
Issuance of common stock related to payment of contingent liabilities	$ -	$ 60
Cashless exercise of common stock warrants	-	46
Current assets acquired in connection with acquisitions	-	32
Accrued liabilities assumed in connection with acquisitions	-	53
Contingent liabilities incurred in connection with acquisition	-	(62)

2. Basic and Diluted Net Income per Common Share

Basic net income per common share is computed by dividing net income by the basic weighted average number of common shares outstanding during the period. Diluted net income per common share is computed by dividing net income by the weighted average number of common shares outstanding during the period and reflects the potential dilution that could occur if all of ARI's outstanding stock options and warrants that are in the money were exercised

(calculated using the treasury stock method).

The following table is a reconciliation of basic and diluted net income per common share (in thousands, except per share data):

	Three months ended October 31	
	2016	2015
Net income	$ 356	$ 389
Weighted-average common shares outstanding	17,424	17,152
Effect of dilutive stock options and warrants	505	452
Diluted weighted-average common shares outstanding	17,929	17,604
Net income per share		
Basic	$ 0.02	$ 0.02
Diluted	$ 0.02	$ 0.02
Options and warrants that could potentially dilute net income per share in the future that are not included in the computation of diluted net income per share, as their impact is anti-dilutive	-	-

3. Debt

Silicon Valley Bank

On April 26, 2013, the Company entered into a Loan and Security Agreement (the “Agreement”) with Silicon Valley Bank (“SVB”), pursuant to which SVB extended to the Company credit facilities consisting of a $3,000,000 revolving credit facility with a maturity date of April 26, 2015 and a $4,500,000 term loan with a maturity date of April 26, 2018.

On September 30, 2014, in connection with the Company’s acquisition of Tire Company Solutions, LLC (“TCS”), the Company entered into the First Loan Modification Agreement (the “Modification Agreement”) with SVB, which contained substantial amendments to the terms of the Agreement.

The Modification Agreement included credit facilities consisting of a $3,000,000 revolving credit facility with a maturity date of November 30, 2016 and a $6,050,000 term loan with a maturity date of September 30, 2019.

On November 1, 2016, in connection with the Company’s acquisition of Auction123123, Inc. (“Auction123”), the Company entered into the Second Loan Modification Agreement with SVB. See Note 8, Subsequent Events for details relating to the acquisition of Auction123and the SVB Second Loan Modification Agreement.

The term loan and any loans made under the SVB revolving credit facility accrue interest at a per annum rate equal to the Prime Rate plus the Applicable Margin for Prime Rate Loans set forth in the chart below based on the Total Leverage Ratio, as defined in the Modification Agreement. The Company had $0 outstanding on the revolving credit facility and the effective interest rate was 4.00% at October 31, 2016, based upon a prime rate of 3.50%.

Total Leverage Ratio	Applicable Margin for Prime Rate Loans	
>= 2.50 to 1.0:	1.50	%
> 1.75 to 1.00 but <2.50 to 1.00:	1.00	%
<= 1.75 to 1.00:	0.50	%

Principal in respect of any loans made under the revolving facility was required to be paid in its entirety on or before November 30, 2016. Principal in respect of the term loan was required to be paid in quarterly installments on the first day of each fiscal quarter of the Company as follows: $151,250 commenced on November 1, 2014 through August 1, 2016; $226,875 commencing on November 1, 2016 through August 1, 2017; and $302,500 commencing on November

1, 2017 through August 1, 2019. All remaining principal in respect of the term loan was due and payable on September 30, 2019. The Company is permitted to prepay all of, but not less than all of, the outstanding principal amount of the term loan upon notice to SVB and, in certain circumstances, the payment of a prepayment penalty of up to $61,000. Following July 31, 2015, the Modification Agreement required the Company to make additional payments in the amount of 25% of excess cash flow, as defined in the agreement, until the Company's Total Leverage Ratio is less than 2.00 to 1.00.

The Modification Agreement contained covenants that restrict, among other things and subject to certain conditions, the ability of the Company to permit a change of control, incur debt, create liens on its assets, make certain investments, enter into merger or acquisition transactions and make distributions to its shareholders. Financial covenants include the maintenance of a minimum Total Leverage Ratio equal to or less than 3.00 to 1.00 and the maintenance of a Fixed Charge Coverage Ratio (as defined in the Modification Agreement) equal to or greater than 1.25 to 1.00. The Total Leverage Ratio was 1.04 and the Fixed Charge Ratio was 1.90 for the twelve months ended October 31, 2016. The Modification Agreement also contained customary events of default that, if triggered, could result in an acceleration of the Company's obligations under the Modification Agreement. All SVB loans are secured by a first priority security interest in substantially all assets of the Company.

TCS Promissory Notes

In connection with the acquisition of TCS, on September 30, 2014, the Company issued two promissory notes (the "TCS Notes") in the aggregate principal amount of $3,000,000 to the former owners of TCS. In February 2015, the principal amount of the TCS Notes was reduced by approximately $67,000 as a result of post-closing adjustments to the valuation of the net assets acquired, pursuant to the terms of the asset purchase agreement. The TCS Notes initially accrue interest on the outstanding unpaid principal balance at a rate per annum equal to 5.0%; however, if any amount payable under a TCS Note is not paid when due, such overdue amount will bear interest at the default rate of 7.5% from the date of such non-payment until such amount is paid in full. Accrued interest on the TCS Notes is due and payable quarterly commencing on December 29, 2014 and continuing on each 90th calendar day thereafter, until September 30, 2018, at which time all accrued interest and outstanding principal balance will be due and payable in full. The first four payments due and payable under the TCS Notes were interest-only payments, and payments of principal and interest

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commenced on December 29, 2015. The payments are subject to acceleration upon certain Events of Default, as defined in the TCS Notes.

DCi Promissory Note

In connection with the acquisition of Direct Communications Inc. ("DCi"), on July 13, 2015, the Company issued a promissory note (the "DCi Note") in the aggregate principal amount of $2,000,000 to the former owners of DCi. The principal amount of the DCi Note was reduced by approximately $64,000 as a result of post-closing adjustments to the estimated valuation of the net assets acquired, pursuant to the terms of the asset purchase agreement. The DCi Note initially accrues interest on the outstanding unpaid principal balance at a rate per annum equal to 4.0%. Accrued interest on the DCi Note is due and payable quarterly commencing on October 13, 2015 and continuing on each 90th calendar day thereafter, until July 13, 2019, at which time all accrued interest and outstanding principal balance will be due and payable in full. The first four payments due and payable under the DCi Note were interest only payments, and payments of principal and interest commenced on October 13, 2016. The payments are subject to acceleration upon certain Events of Default, as defined in the DCi Note.

The following table sets forth certain information related to the Company's long-term debt as of October 31, 2016 and July 31, 2016 (in thousands):

	October 31 2016	July 31 2016
Notes payable principal	$ 8,626	$ 9,168
Less debt issuance costs	(85)	(93)
Less current maturities	(2,510)	(2,417)
Notes payable - non-current	$ 6,031	$ 6,658

Minimum principal payments due on the SVB Term Note, the TCS Notes and the DCi Note as of October 31, 2016 were as follows for the fiscal years ending (in thousands):

Fiscal year ending July 31:	SVB Term Note	TCS Notes	DCi Notes	Total Notes Payable
2017	$ 681	$ 728	$ 467	$ 1,876
2018	1,134	1,014	645	2,793
2019	1,210	261	671	2,142
2020	1,815	—	—	1,815
	$ 4,840	$ 2,003	$ 1,783	$ 8,626

4. Contingent Liabilities

Consideration for the April 2015 TASCO acquisition included a $138,000 (as adjusted) holdback which was paid in April 2016.

Consideration for the September 2014 TCS acquisition includes a contingent earn-out purchase price, originally contingent upon the attainment of specific revenue goals. The fair value of the earn-out was originally estimated at $711,000. On March 7, 2016, the TCS Asset Purchase Agreement was amended in relation to the contingent earn-out, whereas four quarterly payments of $120,905 commenced on December 31, 2015, followed by four quarterly payments of $70,000, commencing December 31, 2016. Payments for the quarter ended October 31, 2015 included the final earn-out payment related to the Ready2Ride acquisition, composed of $125,000 and 15,000 shares of common stock.

The following table shows changes in the holdback and earn-out payable related to the TCS and TASCO acquisitions (in thousands):

	Three months ended October 31	
	2016	2015
Beginning balance	$ 391	$ 1,116
Adjustments	-	(62)
Payments	(121)	(186)
Imputed interest recognized	3	8
Gain on change in fair value of earn-out	-	8
Ending balance	$ 273	$ 884
Less current portion	$ (273)	$ (639)
Ending balance, long-term	$ 0	$ 245

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The following table shows the remaining estimated payments of contingent liabilities related to the TCS acquisition at October 31, 2016, (in thousands):

2017	$ 210
2018	70
Total estimated payments	280
Less imputed interest	(7)
Present value of contingent liabilities	$ 273

5. Other Intangible Assets

Amortizable intangible assets include customer relationships and other intangibles including trade names and non-compete agreements. Amortizable intangible assets are composed of the following at October 31, 2016 and 2015 (in thousands):

	Three months ended October 31, 2015			
Customer relationships	Cost Basis	Accumulated Amortization	Net Value	Wtd. avg. remaining life
Beginning balance	$ 11,947	$ (4,418)	$ 7,529	
Activity	-	(285)	(285)	
Ending balance	$ 11,947	$ (4,703)	$ 7,244	11.84
Other intangibles				
Beginning balance	$ 3,203	$ (616)	$ 2,587	
Activity	-	(112)	(112)	
Ending balance	$ 3,203	$ (728)	$ 2,475	3.09

Total intangibles				
Beginning balance	$ 15,150	$ (5,034)	$ 10,116	
Activity	-	(397)	(397)	
Ending balance	$ 15,150	$ (5,431)	$ 9,719	11.13

	Three months ended October 31, 2016			
Customer relationships	Cost Basis	Accumulated Amortization	Net Value	Wtd. avg. remaining life
Beginning balance	$ 11,727	$ (5,558)	$ 6,169	
Activity	-	(263)	(263)	
Ending balance	$ 11,727	$ (5,821)	$ 5,906	11.70
Other intangibles				
Beginning balance	$ 2,739	$ (1,018)	$ 1,721	
Activity	-	(109)	(109)	
Ending balance	$ 2,739	$ (1,127)	$ 1,612	8.37
Total intangibles				
Beginning balance	$ 14,466	$ (6,576)	$ 7,890	
Activity	-	(372)	(372)	
Ending balance	$ 14,466	$ (6,948)	$ 7,518	10.98

6. Stock-based Compensation Plans

The Company uses the Black-Scholes model to value stock options granted. Volatility is calculated as management's estimate of future volatility over the expected term of the option based on historical volatility of the Company's stock. The expected life of options granted represents the period of time that options granted are expected to be outstanding. The risk-free rate for periods within the contractual term of the options is based on the United States Treasury yields in effect at the time of grant.

Stock options granted to employees under the Company's stock option plan typically vest 25% on the first anniversary of the grant and 25% on the one-year anniversary of each of the three following years. Stock options granted to non-employee directors under the Company's stock option plan typically vest 50% on the first anniversary of the grant and 50% on the next one-year anniversary. The Company recognizes stock option expense over the vesting period for each vesting tranche.

As recognizing stock-based compensation expense is based on awards ultimately expected to vest, the amount of recognized expense has been reduced for estimated forfeitures based on the Company's historical experience. The Company recognized a benefit for stock option compensation $5,000 in the first quarter of fiscal 2017 due to forfeitures, and expense of $24,000 for the quarter ended October 31, 2015. There was approximately $22,000 and $112,000 of total unrecognized compensation costs related to non-vested options granted under the Company's stock option plans as of October 31, 2016 and 2015, respectively. Total unrecognized compensation cost will be adjusted for any future changes in estimated and actual forfeitures. There were no capitalized stock-based compensation costs during the periods presented.

The following table shows the weighted average assumptions used to estimate the fair value of options granted:

	Three months ended October 31, 2016
Expected life (years)	n/a
Risk-free interest rate	n/a
Expected volatility	n/a
Expected forfeiture rate	11.1 %
Expected dividend yield	-
Weighted-average estimated fair value per share of options granted during the year	n/a
Cash received from the exercise of stock options	$ 5,000

2000 Stock Option Plan

The Company's 2000 Stock Option Plan (the "2000 Plan") had 1,950,000 shares of common stock authorized for issuance. Each incentive stock option that was granted under the 2000 Plan is exercisable for a period of not more than ten years from the date of grant (five years in the case of a participant who is a 10% shareholder of the Company, unless the stock options are nonqualified), or such shorter period as determined by the Compensation Committee, and shall lapse upon the expiration of said period, or earlier upon termination of the participant's employment with the Company. The 2000 Plan expired on December 13, 2010, at which time it was terminated except for outstanding options. While options previously granted under the 2000 Plan will continue to be effective through the remainder of their terms or until exercised, no new options may be granted under the 2000 Plan.

Changes in option shares under the 2000 Plan during the three months ended October 31, 2016 were as follows:

Number of Options	Wtd. Avg. Exercise	Wtd. Avg. Remaining Contractual Period (Years)	Aggregate Intrinsic Value

		Price		
Outstanding at 7/31/2016	384,750	$ 1.46	1.89	$ 1,408,027
Granted	-	n/a	n/a	n/a
Exercised	-	n/a	n/a	n/a
Forfeited	-	n/a	n/a	n/a
Outstanding at 10/31/2016	384,750	$ 1.46	1.64	$ 1,350,314
Exercisable at 10/31/2016	384,750	$ 1.46	1.64	$ 1,350,314

The range of exercise prices for options outstanding under the 2000 Plan was $0.49 to $1.96 at October 31, 2016.

2010 Equity Incentive Plan

The Board of Directors adopted the ARI Network Services, Inc. 2010 Equity Incentive Plan (as amended, the “2010 Plan”) on November 9, 2010. The plan was approved by the Company's shareholders in December 2010, and amendments to the 2010 Plan were approved by the Company’s shareholders in January 2014. The 2010 Plan is the successor to the Company’s 2000 Plan. There are 1,850,000 shares of Company common stock authorized for issuance under the 2010 Plan. Potential awards under the 2010 Plan include incentive stock options and non-statutory stock options, shares of restricted stock or restricted stock units, stock appreciation rights (“SARs), and shares of common stock. Up to 1,525,000 of the shares authorized for issuance under the 2010 Plan may be used for common stock, restricted stock or restricted stock unit awards.

The exercise price for options and SARs under the 2010 Plan cannot be less than 100% of the fair market value of the Company's common stock on the date of grant, and the exercise prices for options and SARs cannot be repriced without shareholder approval, except to reflect changes to the capital structure of the Company as described in the 2010 Plan. The maximum term of options and SARs under the 2010 Plan is 10 years. The 2010 Plan does not have liberal share counting provisions (such as provisions that would permit shares withheld for payment of taxes or the exercise price of stock options to be re-granted under the plan).

Changes in option shares under the 2010 Plan during the three months ended October 31, 2016 were as follows:

	Number of Options	Wtd. Avg. Exercise Price	Wtd. Avg. Remaining Contractual Period (Years)	Aggregate Intrinsic Value
Outstanding at 7/31/2016	357,626	$ 2.52	6.95	$ 930,816
Granted	-	n/a	n/a	n/a
Exercised	(1,250)	3.61	n/a	n/a
Forfeited	(13,750)	3.31	n/a	n/a
Outstanding at 10/31/2016	342,626	$ 2.48	6.25	$ 852,672
Exercisable at 10/31/2016	292,626	$ 2.34	6.25	$ 768,884

The range of exercise prices for options outstanding under the 2010 Plan was $0.59 to $3.54 at October 31, 2016.

Changes in the 2010 Plan's non-vested option shares included in the outstanding shares above during the three months ended October 31, 2016 were as follows:

	Number of Options	Wtd. Avg. Exercise Price
Non-vested at 7/31/2016	70,000	$ 3.29
Granted	-	n/a
Vested	(6,250)	3.20
Forfeited	(13,750)	3.31
Non-vested at 10/31/2016	50,000	$ 3.29

The weighted average remaining vesting period was 0.96 years at October 31, 2016.

Employee Stock Purchase Plan

The Company's 2000 Employee Stock Purchase Plan, as amended, ("ESPP") has 575,000 shares of common stock reserved for issuance, of which 300,280 and 263,974 of the shares have been issued as of October 31, 2016 and 2015, respectively. All employees with at least six months of service are eligible to participate. Shares may be purchased at the end of a specified period at the lower of 85% of the market value at the beginning or end of the specified period through accumulation of payroll deductions, not to exceed 5,000 shares per employee per year. The Company expensed $13,000 and $20,000 during the three months ended October 31, 2016, and 2015 related to the ESPP discount.

Restricted Stock

Up to 1,525,000 of the shares authorized for issuance under the 2010 Plan may be granted in the form of shares of common stock, restricted stock or restricted stock units. The Company grants restricted stock to its directors as an annual retainer, and from time to time to directors, officers or employees as incentive compensation or as discretionary compensation in place of cash.

The Compensation Committee adopted the Long-Term Executive Bonus Plan ("LTEB") for eligible executive officers of the Company beginning in fiscal 2013.

In March 2015, the Compensation Committee issued 550,000 shares of restricted stock under the LTEB, which will vest according to the following schedule:

- 30% when the volume weighted average price of the Company's common stock for the previous 30-day trading period (the "30-day VWAP") equals or exceeds $6.00
- 20% when the 30-day VWAP equals or exceeds $7.00
- 20% when the 30-day VWAP equals or exceeds $8.00
- 30% when the 30-day VWAP equals or exceeds $9.00

Under the plan described above, a target price must be reached within a four-year period starting on the date of grant for any restricted stock to vest. All unvested restricted stock will be forfeited when the four-year period expires. The initial value of the common stock granted under the LTEB was approximately $350,000, valued using a Monte Carlo Simulation with a 46% volatility rate and a 1.34% risk-free interest rate, and is expensed over the vesting period.

Restricted stock granted under the 2010 plan during fiscal 2017 was valued using the market price on the date of grant. The Company recognized compensation expense of $142,000 and $73,000 during the three months ended October 31, 2016 and 2015, respectively, related to all restricted stock. The remaining balance of unrecognized compensation expense related to restricted stock was $750,000 and $462,000 at October 31, 2016 and 2015, respectively.

Changes in unvested restricted shares of common stock under the 2010 Plan during the three months ended October 31, 2016 and 2015 were as follows:

	Three months ended October 31	
	2016	2015
Beginning balance unvested restricted stock	657,912	671,211
Granted	102,720	-
Vested	(6,474)	(6,474)
Forfeited	(2,534)	(5,460)
Ending balance unvested restricted stock	751,624	659,277

7. Income Taxes

The provision for income taxes for the three months ended October 31, 2016 and 2015 is composed of the following (in thousands):

	Three months ended October 31	
	2016	2015

Current:		
Federal	$ —	$ —
State	(25)	(6)
Deferred, net	(280)	(293)
Income tax expense	$ (305)	$ (299)

The provision for income taxes is based on taxes payable under currently enacted tax laws and an analysis of temporary differences between the book and tax bases of the Company's assets and liabilities, including various accruals, allowances, depreciation and amortization, and does not represent current taxes due. The tax effect of these temporary differences and the estimated benefit from tax net operating losses are reported as deferred tax assets and liabilities in the consolidated balance sheets. We have unused net operating loss carry forwards ("NOLs") for federal income tax purposes, and as a result, we generally only incur alternative minimum taxes at the federal level that are currently payable.

The Company also has NOLs related to tax losses incurred by its Netherlands operation. Under tax laws in the Netherlands, NOLs are able to be carried forward for a period of nine years. The Company has determined that, consistent with prior periods, it is not likely that the net operating losses will be utilized by the Company. This conclusion was primarily based on the negative evidence of a history of losses and expired NOLs related to this entity. In the opinion of the management of the Company, there is not enough positive evidence to overcome this negative evidence. Therefore, a full valuation allowance of $437,000 and $531,000 is recorded, resulting in $0 net deferred tax assets related to the Netherlands operation at October 31, 2016 and 2015.

The Company also has an NOL related to tax losses incurred by its India operation, which began operations in the second quarter of fiscal 2016. Under tax laws in India, NOLs are able to be carried forward for a period of eight years. The Company has determined that it is not likely that the net operating loss will be utilized by the Company primarily based on the start-up nature of this operation. Therefore, a full valuation allowance of $61,000 was recorded, resulting in $0 net deferred tax assets related to the India operation at October 31, 2016.

As of October 31, 2016, the Company had accumulated NOLs for federal, state and international tax purposes of approximately $2,115,000, $8,377,000 and $1,918,000, respectively.

We perform an evaluation of uncertain tax positions as a component of income tax expense on an annual basis. We determined that ARI did not have any significant risk related to income tax expense and therefore no amounts were reserved for uncertain tax positions as of October 31, 2016 or 2015. We will accrue and recognize interest and penalties related to uncertain tax positions as a component of income tax expense if it becomes necessary. Fiscal years subsequent to 2012 remain open and subject to examination by state tax jurisdictions and the United States federal tax authorities.

8. Subsequent Events

Acquisition of Auction123, Inc.

On November 1, 2016, the Company acquired substantially all of the assets of Auction123, Inc. (“Auction123”), a leading provider of software and services to help dealers in selected vertical markets manage and feed inventory information to online marketplaces to drive more sales and leads. Auction123 serves several vertical markets including automotive dealers, powersports, recreational vehicles and marine. Consideration for the acquisition (the "Company Purchase Price") included, (1) a cash payment equal to $10,500,000; and (2) a contingent earn-out purchase price payable in two installments and contingent upon the attainment of specific revenue goals related to a specific customer. The earn-out has a maximum payout of $1,500,000. The purchase price will be adjusted based on the net asset value on the closing balance sheet being above or below the targeted amount.

The acquisition was funded from cash on hand and an increase in our term loan. Due to the timing of the acquisition, the opening balance sheet and pro-forma information is not complete as of the date of this report.

Loan Modification

On November 1, 2016, the Company entered into the Second Loan Modification Agreement, dated November 1, 2016, by and among SVB and the Company (the "Second Modification Agreement"). The Second Modification Agreement amends the Agreements with SVB dated April 26, 2013 and September 30, 2014.

The Second Modification Agreement includes credit facilities consisting of $3,000,000 revolving credit facility with a maturity date of September 30, 2018 and a $13,000,000 term loan with a maturity date of November 1, 2021. This term loan is an amendment to the existing $6,050,000 term loan with a maturity date of September 30, 2019.

The term loan and any loans made under the SVB revolving credit facility accrue interest at a per annum rate equal to the Prime rate plus the Applicable Margin for Prime Rate Loans set forth in the chart below determined based on the Total Leverage Ratio.

Total Leverage Ratio	Applicable Margin for Prime Rate Loans	
> 2.50 to 1.0:	1.50	%
> 1.75 to 1.00 but <=2.50 to 1.00:	1.00	%
<= 1.75 to 1.00:	0.50	%

Principal in respect of any loans made under the revolving facility is required to be paid in its entirety on or before September 30, 2018. Principal in respect of the term loan is required to be paid in quarterly installments on the first day of each fiscal quarter of the Company as follows: $325,000 commencing on February 1, 2017 through November 1, 2018; $487,500 commencing on February 1, 2019 through November 1, 2019; and $650,000 commencing on February 1, 2020 through August 1, 2021. All remaining principal in respect of the term loan is due and payable on November 1, 2021. The Company is permitted to prepay all of, but not less than all of, the outstanding principal amount of the term loan upon certain notice to SVB and, in certain circumstances, the payment of a prepayment penalty of up to $260,000. Following July 31, 2018, the Second Modification agreement requires the Company to make additional payments in the amount of 50% of excess cash flow until the Company’s Total Leverage Ratio is less than 2.00 to 1.00 and 25% of excess cash flow until the Company’s Total Leverage Ratio is less than 1.25 to 1.00.

The Second Modification Agreement contains covenants that restrict, among other things and subject to certain conditions, the ability of the Company to permit a change of control, incur debt, create liens on its assets, make certain investments, enter into merger or acquisition transactions and make distributions to its shareholders. Financial covenants include the maintenance of a minimum Total Leverage Ratio equal to or less than 3.00 to 1.00 through the period ending December 31, 2017 and 2.50 to 1.00 thereafter, and the maintenance of a Fixed Charge Coverage Ratio (as defined in the Agreement) equal to or greater than 1.25 to 1.00. The Agreement also contains customary events of default that, if triggered, could result in an acceleration of the Company’s

obligations under the Agreement. The loans are secured by a first priority security interest in substantially all assets of the Company.

Item 2.   Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion of our results of operations and financial condition should be read together with our unaudited consolidated financial statements for the three months ended October 31, 2016 and 2015, including the notes thereto, which appear elsewhere in this quarterly report on Form 10-Q. All amounts are in thousands, except per share data. This discussion, including, without limitation, the section titled "Summary of Operating Results", contains forward-looking statements regarding future events and our future results that are subject to the safe harbors created under the Securities Act of 1933 (the "Securities Act") and the Securities Exchange Act of 1934 (the "Exchange Act"). All statements other than statements of historical facts are statements that could be deemed to be forward-looking statements. These statements are based on current expectations, estimates, forecasts, and projections about the markets in which we operate and the beliefs and assumptions of our management. Words such as "expects," "anticipates," "targets," "goals," "projects," "intends," "plans," "believes," "seeks," "estimates," "endeavors," "strives," "may," variations of such word similar expressions are intended to identify such forward-looking statements. In addition, any statements that refer to projections of our future financial performance, our anticipated growth and trends in our businesses, and other characterizations of future events or circumstances are forward-looking statements. Readers are cautioned that these forward-looking statements are only predictions and are subject to risks, uncertainties, and assumptions that are difficult to predict, estimate, or verify, including those identified in Part I, Item 1A of our annual report on Form 10-K for the year ended July 31, 2015, and elsewhere herein. Therefore, actual results may differ materially and adversely from those expressed in any forward-looking statements. We undertake no obligation to revise or update any forward-looking statements for any reason.

Overview

ARI Network Services, Inc. offers an award-winning suite of Lead Generation and eCommerce Websites, eCatalog Solutions, Business Management Systems and Digital Marketing Services that help dealers, equipment manufacturers and distributors in select vertical markets Sell More Stuff!™ – online and in-store. Our innovative products are powered by a proprietary library of enriched electronic product content including OEM parts, aftermarket parts, garments and accessories (PG&A) and whole goods from more than 1,800 manufacturers. Business is complicated, but we believe our customers' technology tools don't have to be. We remove the complexity of selling and servicing new and used whole goods inventory and PG&A. More than 23,500 equipment dealers, distributors and manufacturers worldwide leverage our solutions to Sell More Stuff!™

We go to market under the "ARI Network Services, Inc." brand name in the powersports, outdoor power equipment (OPE), marine, home medical equipment (HME), recreational vehicles (RV) and appliance industries. We service

customers in the automotive tire and wheel aftermarket (ATW) under the "TCS Technologies, an ARI Company" brand name; and we service the automotive aftermarket parts and service (AAPS) market under the "DCi, an ARI Company" brand name.

Our Solutions

Our primary solutions include: (i) Lead Generation and eCommerce Websites, giving dealers and wholesalers an online presence optimized for today's digital path to purchase and serving as a platform to drive in-bound lead generation and eCommerce sales; (ii) eCatalogs, offering access to our proprietary library of enriched electronic product content via a suite of SaaS and DaaS solutions to enable the sale of whole goods inventory and PG&A; (iii) Business Management Software designed to streamline every aspect of a dealer's operation, drive profitability and allow them to provide better customer service; and (iv) Digital Marketing Services designed to generate leads and drive traffic both to the dealer's website and brick-and-mortar location.

Our solutions also improve our dealers' overall customer satisfaction through a highly efficient and accurate data lookup experience at the parts counter and a quicker response time to online inquiries, both of which serve to significantly improve a customer's overall experience with the dealer.

Our solutions are sold through our internal sales force and are composed primarily of recurring licenses and subscriptions and, in the case of business management software, perpetual licenses and maintenance contracts. Customers typically sign annual, auto-renewing contracts. Today, more than 90% of our revenues are recurring.

Lead Generation and eCommerce Websites

Our online solutions are tailored to each of the vertical markets we serve and are tightly integrated with our proprietary library of enriched electronic product content for major unit inventory and PG&A. Our website platform development teams continually innovate our platforms to keep up with the ever-evolving demands of our customers, online shoppers and search engines to ensure we can provide dealers with websites that perform well in search and convert online visits into leads, eCommerce sales and in-store visits. We offer a full menu of website add-ons, including a mobile inventory management application, third-party inventory integrations and business management integrations. Our lead generation tools are designed to efficiently manage and nurture leads through email campaigns, automated responses, sales team reminders and other lead generating activities, increasing conversion rates and ultimately revenues for our customers.

Lead Generation and eCommerce Websites are sold through our internal sales teams, which are aligned by vertical market. The sales process typically includes a live demo of the site and may include a free trial period (we refer to these as “test drives”). We typically charge monthly recurring subscription fees, and may charge a one-time set up fee to develop a new dealer website, as well as variable transaction fees. Our website solutions are typically sold under one-year, renewable contracts with monthly payment terms. We host and maintain more than 7,500 websites for dealers across all of our vertical markets.

eCatalog Platform Solutions

Our eCatalog solutions offer access to our proprietary library of enriched electronic product content via a suite of SaaS and DaaS solutions including dealer-facing manufacturer parts lookup portals and parts counter solutions; consumer-facing online parts lookup; and DaaS subscription access to our content library all designed to enable the sale of whole goods inventory and PG&A. Our eCatalog solutions are sold through our dedicated internal sales team. Fees charged for the use of our eCatalog products include a recurring license fee, subscription fees for subscribed catalogs and, in some cases, page view fees.

Business Management Software

Our business management software solutions are designed to streamline every aspect of a dealer’s operations to allow them to provide improved customer service. These products are sold through our dedicated internal sales team, and fees charged include perpetual one-time license or installation fees, maintenance and support fees, as well as hosting fees for our SaaS version. These solutions are currently only offered in the ATW aftermarket under the “TCS Technologies, an ARI Company” brand name.

Digital Marketing Services

ARI complements our suite of data-driven SaaS and DaaS solutions with digital marketing services that deliver the engaging experiences that today's consumers expect, as well as meet the demands of leading search engines like Google. ARI's Digital Marketing Services include search engine optimization, email marketing, search engine marketing (PPC), online reputation management and online directory management to help dealers drive more online leads, eCommerce sales and in-store traffic. Digital marketing services are sold through our dedicated internal sales team.

Other Solutions

We also offer a suite of complementary solutions, which include software, website customization, professional services and hosting services.

Our Growth Strategy

ARI's goal is to become the leading provider of SaaS and DaaS solutions and complementary services that help our customers efficiently and effectively sell more major units, replacement parts, accessories and service – in other words, Sell More Stuff!™ Our continued goal is to grow revenues at a double-digit rate and to grow earnings through scalability. We intend to accomplish this goal by delivering our solutions to dealers, distributors, manufacturers, service providers and consumers in selected vertical markets where the finished goods are complex equipment requiring service and which are primarily sold and serviced through an independent dealer channel which typically carries multiple brands. We believe this strategy will drive increased value to our shareholders, employees and customers.

We also believe that the execution of the following strategic pillars will enable us to achieve the growth and profitability needed to drive long-term sustainable value for our shareholders:

- Drive organic growth through expanded service offerings to grow both our subscriber customer base and our average revenue per dealer;
- Differentiate our content;
- Enter new markets;
- Expand geographically;
- Nurture and retain existing customers through world-class customer service and value-added product feature updates;
- Lead the market with open integration to related platforms; and
- Successfully execute acquisitions that align with our core strategy.

These strategic foundations are primarily centered on enhancing the value proposition to our customers, which will lead to additional revenues through pricing actions, product and feature upsells, reduced customer churn rates, and expansion by leveraging our core competencies in new complementary markets. Each of these strategic pillars is a long-term foundation for the Company's growth; within each we have established near-term goals, as discussed below.

Drive organic growth through expanded service offerings to grow both our subscriber customer base and our average revenue per dealer.

As a subscription-based, recurring revenue (RR) business, the most important drivers of future growth are nurturing and defending our customer base; developing and selling additional products to our existing customer base; and acquiring new customers. We define RR as revenue from products and services which are subscription-based and renewable, including software access fees, data content fees, maintenance fees, support fees and hosting fees. We define churn as the percentage of RR that does not renew. RR increased 7.4%, or $789,000 to 93.7% of total revenue for the quarter ended October 31, 2016, compared to the same period last year. To experience further growth in RR, we will continue to develop and deploy innovative new solutions. We have resources assigned to each of our core products that continue to research and develop new value-added features and functionality for our existing products. The introduction of new solutions, upgrades to existing products, and new feature sets are all designed to grow our subscriber base of dealers and our average revenue per dealer (ARPD), an important measure for a subscription-based business. We have recently developed a number of new features, upgrades and products, including the following:

Lead Generation and eCommerce Website Platforms

- ARI Responsive Website Platform Development – we continued development and launched our next generation Responsive Design website platform, completing the first phase including advanced design capabilities, lead generation capabilities, and scalable website production tooling, among other market leading capabilities.

eCatalog Platforms

- Data Manager RT™ Development – We completed development and released to market our next generation of Data Manager™, our OEM parts product information management software. This next-generation platform provides OEMs with reduced publishing costs and time to market through real-time publishing, ensuring end users have access to the most accurate and rich part and service content across ARI's software ecosystem.
- PartStream™ Development – We developed and released a comprehensive upgrade to PartStream™, our leading Business-to-Consumer OEM parts shopping application, that now makes the application fully Responsive – providing customers a beautiful and intuitive parts shopping experience across all devices.

Digital Marketing Services

- Extended Digital Marketing Services Packages Available – We developed and launched extended Digital Advertising and Email Marketing packages, providing our customers with additional curated service packages that meet the demands of their unique business.

These product enhancements are designed to automate and enhance the marketing, sales and servicing activities for our customers in order to help them sell and service more parts, garments, accessories and whole goods.

Differentiate our content.

We believe we have the largest library of replacement part, major unit, and PG&A content in the vertical markets we serve. However, simply offering the largest content library in the markets we serve is not sufficient to drive the long-term revenue growth we desire. We strive to deliver more value to our customers through the enrichment of our content and during fiscal 2017 have made the following enhancements:

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- o PG&A Content Addition and Expansion – We've secured and authored product content for two market-leading distributor catalogs in our Marine and Home Medical Equipment markets, exponentially increasing the total number or e-commerce products available to sell in those markets.

Enter new markets.

ARI currently maintains a significant share in our core vertical markets of OPE, powersports, marine, RV and appliances. Accordingly, we anticipate low single-digit growth in these markets. ARI maintains a lower share in our growth vertical markets of HME, ATW and AAPS. Accordingly, we anticipate double-digit growth in these markets. As we continue to increase our share in our current markets, leveraging our technology in new and underserved markets will be important to maintaining high single digit to low double digit organic growth rates. ARI currently has more than 3,000 dealer websites in the ATW market. We estimate that the total addressable market includes approximately 18,000 dealers. Further, the broader AAPS market, which we entered via our acquisition of DCi, comprises nearly 80,000 independent service providers, more than all of our other markets combined. We intend to continue to invest heavily in this growth market, including seeking opportunities to leverage our products and services in the broader AAPS. We are one of the first website providers to service the HME market. We estimate that this market comprises nearly 25,000 service providers and believe the market to be in the early stages of eCommerce adoption.

On November 1, 2016, we acquired Auction123, Inc. ("Auction123"), which will accelerate ARI's growth in our existing vertical markets, as well as introduce ARI into the automotive dealer market. Auction123 has been a leader in online marketing solutions, inventory management and website development solutions for dealers in selected vertical markets. Their award-winning web-based software offers tight and seamless integration between the dealer management system (DMS), the dealer's website, eBay Motors, Craigslist, Facebook and other third-party classified websites.

Expand geographically.

Although we maintain relationships with dealers throughout the world, we have low penetration into international markets. Growing our international business will require us to secure and publish electronic content from manufacturers outside the U.S. and make changes to our existing product suite that will allow us to rapidly deploy these products in a scalable and efficient manner without the need to have "boots on the ground" in those countries. During fiscal 2015 and 2016, we added 15 new catalog content offerings in the international outdoor power equipment market. In September 2016, we hired a general manager in the Netherlands intended to expand our European presence.

Nurture and retain existing customers through world-class customer service and value-added product feature updates.

In order to achieve sustained double-digit organic growth, we not only need to execute the growth strategies described above, we must also retain our existing customers. In a SaaS business, the cost to retain an existing customer is much less than the cost to acquire a new customer. Accordingly, customer churn is an important metric we track and manage. We experienced improvements in our churn rates the past several years as a result of strategic actions taken by the Company, all of which are designed to enhance the "stickiness" of our product within our customers' operations. Our customer churn improved from 15.8% during the twelve months ended October 31, 2015 to 14.5% during the same period this year. We will continue to leverage our relationships with existing customers and closely monitor and manage the level of customer churn.

Lead the market with open integration to related platforms.

One of our strategic advantages is our focus on integrating our solutions with dealer business management systems (DMS) in order to pass key information, including customer and transactional data, between our solutions and the DMS, saving our customers valuable time and eliminating redundant data entry. We currently have integration capabilities with over 90 DMS (we refer to these relationships as “Compass Partners”), and we continue to seek other strategic alliances that can be integrated with our product and service offerings.

Successfully execute acquisitions that align with our core strategy.

Since 1995, we have had a formal corporate development program aimed at identifying, evaluating and closing acquisitions that align with our strategy. We focus on vertically-oriented markets with a large base of independent, multi-line dealers that sell and service complex equipment. Our strategy is to acquire companies that allow us to do one or more of the following: (i) expand our market share in existing verticals; (ii) expand into new markets that fit our desired profile; (iii) provide us with complementary products which can be cross-sold to our existing customer base; (iv) provide opportunities to cross-sell our existing products; and (v) can be integrated into our operations, thereby creating cost-saving synergies.

From the program's inception through November 1, 2016, we have closed 17 acquisitions. A summary of some of our most recent acquisitions is as follows:

Acquisition	Date	Strategy
Auction123, LLC*	November 2016	Expand our position in the automotive industry
Direct Communications Inc.	July 2015	A leading provider of electronic catalog and content in the AAPS industry
TASCO Corporation (and affiliated Signal Extraprise Corporation)	April 2015	Extend business management software platform in the ATW market
Tire Company Solutions, LLC	September 2014	Consolidate website position and add new business management software in the ATW market
DUO Web Solutions	November 2013	A leading provider of social media and online digital marketing services in the powersports industry
50 Below Sales & Marketing, Inc. (Retail Division)	November 2012	A market leader in the powersports industry Entrance into ATW and DME industries New award-winning website platform
Ready2Ride, Inc.	August 2012	First of its kind aftermarket fitment data for the powersports industry

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* Acquisition completed November 1, 2016 (see Note 8, Subsequent Events).

Summary of Operating Results

Total revenue increased 4.6%, or $535,000, to $12,272,000 for the three months ended October 31, 2016 from $11,737,000 for the same period last year. Recurring revenue increased 7.4% to $11,498,000 during the three months ended October 31, 2016, compared to $10,709,000 during the same period last year. Recurring revenue constituted 93.7% of our total revenue for the three months ended October 31, 2016 compared to 91.2% for the same period last year. The growth in year-over-year revenue was entirely organic, primarily in the lead generation and eCommerce solutions and the digital marketing solutions.

Operating income decreased 5.0%, or $40,000, from $808,000 for the three months ended October 31, 2015 to $768,000 for the same period this year. Net operating expenses increased 4.0% or $355,000 during the three month period ended October 31, 2016, compared to the same period last year, primarily due to legal and accounting fees related to the Auction123 acquisition and operating expenses for the India operation, which began in the second quarter of fiscal 2016. Net income was $356,000, or $0.02 per share, for the three months ended October 31, 2016, compared to $389,000, or $0.02 per share, for the same period last year.

Cash provided by operations increased slightly from $1,735,000 for the three months ended October 31, 2015 to $1,764,000 for the same period this year.

Revenue

The following table summarizes our product revenue and RR and non-recurring revenue (in thousands):

	Three months ended October 31				
	2016	% of Total	2015	% of Total	% Change
Lead Generation and eCommerce Websites	$ 6,268	51.1 %	$ 5,868	50.0 %	6.8 %
eCatalog Services	4,430	36.1 %	4,515	38.5 %	(1.9) %
Business Management Software	675	5.5 %	809	6.9 %	(16.6) %
Digital Marketing Solutions	708	5.8 %	356	3.0 %	98.9 %
Other Revenue	191	1.5 %	189	1.6 %	1.1 %
Total revenue	$ 12,272	100.0 %	$ 11,737	100.0 %	4.6 %
Recurring revenue	11,498	93.7 %	10,709	91.2 %	7.4 %
Non-recurring revenue	774	6.3 %	1,028	8.8 %	(24.7) %
Total revenue	$ 12,272	100.0 %	$ 11,737	100.0 %	4.6 %

Total revenue increased 4.6% to $12,272,000 and RR increased 7.4% to $11,498,000 for the three months ended October 31, 2016, compared to the same period last year. RR represented 93.7% of total revenue for the first three months of fiscal 2017, versus 91.2% for the same period in fiscal 2016. We continue to focus on maintaining recurring revenue of over 90%.

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Lead Generation and eCommerce Website Revenue

Our lead generation and eCommerce website solutions generate revenue from one-time setup and customization fees to develop new dealer websites, which is recognized ratably over the term of the contract, monthly recurring subscription fees and variable transaction fees. Our lead generation and eCommerce website solutions are typically sold as one year, renewable contracts with monthly payment terms. We estimate that we currently host and maintain more than 7,000 websites for dealers in all of our vertical markets. Lead generation and eCommerce website solutions have become ARI's largest source of revenue and accounted for 51.1% of total revenue during the three months ended October 31, 2016. Lead generation and eCommerce revenue increased 6.8% from $5,868,000 for the three months ended October 31, 2015, to $6,268,000 for the same period this year as a result of organic growth. We anticipate that our web platforms will continue to be one of the Company's largest sources of revenue growth.

eCatalog Revenue

Our eCatalog solutions generate revenue from renewable subscription fees for our software, data content, software maintenance and support fees and software customization fees. eCatalog is our second largest source of revenue, representing 36.1% of total revenue during the three months ended October 31, 2016. eCatalog revenue decreased 1.9% from $4,515,000 during the three months ended October 31, 2015 to $4,430,000 for the same period this year, primarily due to a decrease in non-recurring professional services revenue. The catalog content provided in our eCatalog solutions helps to drive sales growth in our website and lead management solutions, as well as continuing to drive organic growth in other areas of the business. Management expects eCatalog RR to increase at a low organic growth rate as the Company already has strong market share with this product.

Business Management Software Revenue

Business management software revenue is generated from perpetual one-time license and installation fees for the software, along with recurring maintenance, support and hosting fees for our SaaS version. Revenue from business management software represented 5.5% of total revenue for the three months ended October 31, 2016. Business management software revenue decreased 16.6% from $809,000 for the three months ended October 31, 2015 to $675,000 for the same period this year. The decrease in business management software revenue was primarily due to a decline in non-recurring perpetual license and professional service fees. Management expects fluctuations in non-recurring business management software revenue due to the timing of sales and professional service contracts.

Digital Marketing Revenue

Revenues from our Digital Marketing Solutions are generated from set-up fees and subscription fees for our lead generation tools through search engine optimization, social media marketing and website enhancements. We derived 5.8% of our revenues from Digital Marketing Services for the three months ended October 31, 2016. Digital marketing revenue increased 98.9%, from $356,000 during the three months ended October 31, 2015 to $708,000 during the same period this year, primarily due to organic growth in RR. Management expects digital marketing revenue to continue to see high double digit growth in fiscal 2017 as this service offering is a relatively new offering and is complementary to our other products, allowing us to expand within our current markets and current customers.

Other Revenue

We also offer a suite of complementary solutions, which include software, professional services and hosting services. Other revenue, which is primarily non-recurring in nature, represented approximately 1.5% of total revenue for the three months ended October 31, 2016, and was relatively consistent with the same quarter last year. Revenue from non-recurring professional services will fluctuate from period to period based on the timing of custom projects, which the Company has intentionally de-emphasized these projects as it focuses more on RR.

Recurring Revenue

RR is one of the most important growth drivers of our business and represented 93.7% of total revenue for the three months ended October 31, 2016. Increasing the percentage of our revenues that are recurring, while at the same time reducing the rate of customer churn, enhances our ability to generate profitable growth. Our subscription-based SaaS and DaaS products generate higher margins than our non-recurring products and services, and the incremental cost of selling these products to new dealers (we refer to these as new “logos”) is relatively low. Reducing the rate of our customer churn, which is the percentage of RR that does not renew, helps drive organic growth as it allows for a greater percentage of our new logos to be incremental to the top line (versus

making up for lost logos) and also increases the base upon which we can apply price increases and sell additional products and features.

We generate RR from each of our primary product categories from monthly license, subscription, maintenance and support fees. RR increased 7.4% from $10,709,000 during the three months ended October 31, 2015, to $11,498,000 during the same period this year, primarily due to organic growth in our Lead Generation and eCommerce Website and Digital Marketing solutions. We expect Lead Generation and eCommerce Website RR to continue to be our largest contributor to RR growth in fiscal 2017.

Non-recurring Revenue

Non-recurring revenue is generated from one-time perpetual license fees from our business management offerings, certain offerings within the Company's digital marketing services, professional services related to software customization and data conversion, usage fees charged on our RR products, set-up fees and other complementary products and services. Total non-recurring revenue decreased 24.7% from $1,028,000 during the three months ended October 31, 2015, to $774,000 during the same period this year, primarily due to decreased professional services and perpetual license revenue. Our goal is to maintain non-recurring revenue of less than 10% of total revenue, as the margins on this revenue tends to be lower than our RR products. Furthermore, non-recurring revenue must be resold each year.

Cost of Revenue and Gross Margin

We classify as cost of revenue those costs directly attributable to the provision of services. These costs include (i) software amortization, which represents the periodic amortization of costs for internally developed or purchased software sold to customers; (ii) direct labor for the provision of catalog production, product implementations and professional services revenue; and (iii) other direct costs, which represent amounts paid to third-party vendors for data royalties, as well as data conversion and replication fees directly attributable to the services we provide our customers.

The table below breaks out cost of revenue into each of these three categories (in thousands):

Three months ended October 31				
	% of		% of	%
2016	Revenue	2015	Revenue	Change

Net revenues	$ 12,272		$ 11,737		4.6 %
Cost of revenues:					
Amortization of capitalized software costs	522	4.3 %	496	4.2 %	5.2 %
Direct labor	785	6.4 %	642	5.5 %	22.3 %
Other direct costs	982	8.0 %	931	7.9 %	5.5 %
Total cost of revenues	2,289	18.7 %	2,069	17.6 %	10.6 %
Gross profit	$ 9,983	81.3 %	$ 9,668	82.4 %	3.3 %

Gross profit was $9,983,000 or 81.3% of revenue for the three months ended October 31, 2016, compared to $9,668,000 or 82.4% of revenue for the same period last year. Amortization of capitalized software costs as a percentage of revenue increased slightly from 4.2% for the three months ended October 31, 2015, to 4.3% for the same period this year. Direct labor costs as a percentage of revenue increased 22.3% for the three months ended October 31, 2016, compared to the same period last year primarily due to: (i) an increase in our digital marketing revenue, which has higher direct costs than our other products; (ii) an increase in website implementations; and (iii) the migration of customer websites in an effort to consolidate our customers to the product most suited to their industry and consolidate our website platforms. Other direct costs as a percentage of revenue increased slightly from 7.9% for the three months ended October 31, 2015, to 8.0% for the same period this year, primarily due to increased third party costs associated with our digital marketing offerings. The Company expects fluctuations in gross margin from quarter to quarter and year over year based on the mix of products sold.

Operating Expenses

We categorize net operating expenses as follows:

- Sales and marketing expenses consist primarily of personnel and related costs, including commissions for our sales and marketing employees and the cost of marketing programs and trade show attendance.
- Customer operations and support expenses are composed of our computer hosting operations, software maintenance agreements for our core network and personnel and related costs for operations and support employees.

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- Software development and technical support expenses are composed primarily of personnel and related costs; we capitalize certain of these costs in accordance with GAAP, which is discussed below, while the remaining costs are primarily related to technical support and research and development.
- General and administrative expenses primarily consist of personnel and related costs for executive, finance, human resources and administrative personnel, legal and other professional fees and other corporate expenses and overhead.
- Depreciation and amortization expenses consist of depreciation on fixed assets, which are composed of leasehold improvements and information technology assets, and the amortization of acquisition-related intangible assets. Costs associated with the amortization of software products are a component of cost of revenue.
- We allocate certain shared costs among the various net operating expense classifications. Allocated costs include facilities, insurance, internal software and telecommunications. These costs are generally allocated based on headcount, unless circumstances dictate otherwise. All public company costs, including legal and accounting fees, investor relations costs, board fees and directors and officers liability insurance, remain in general and administrative.

The following table summarizes our operating expenses by expense category (in thousands):

	Three months ended October 31				
	2016	% of Revenue	2015	% of Revenue	% Change
Sales and marketing	$ 2,687	21.9 %	$ 2,765	23.6 %	(2.8) %
Customer operations and support	2,755	22.4 %	2,446	20.8 %	12.6 %
Software development and technical support	1,256	10.3 %	1,255	10.7 %	0.1 %
General and administrative	1,942	15.8 %	1,785	15.2 %	8.8 %
Depreciation and amortization (1)	575	4.7 %	609	5.2 %	(5.6) %
Net operating expenses	$ 9,215	75.1 %	$ 8,860	75.5 %	4.0 %

(1) Exclusive of amortization of software products of $522 and $496 for the three months ended October 31, 2016 and 2015, respectively, which are included in cost of revenue.

Net operating expenses increased 4.0%, or $355,000, for the three months ended October 31, 2016, compared to the same period last year. The increase in net operating expenses was primarily due to operating costs to support our growth in revenue, operating costs for the new India operation and acquisition costs for the Auction123 acquisition, which was completed November 1, 2016. Net operating expenses as a percentage of revenue decreased from 75.5% for the three months ended October 31, 2015, to 75.1% for the same period this year. Management expects net operating expenses to continue to decline as a percentage of total revenue to the extent the Company continues to leverage growth in its core RR products, as incremental costs related to these products decrease for every dollar of new revenue.

Sales and Marketing

Sales and marketing expense decreased 2.8%, or $78,000, during the three months ended October 31, 2016, compared to the same period last year. Sales and marketing expense as a percentage of revenue decreased from 23.6% of revenue for the three months ended October 31, 2015 to 21.9% for the same period in fiscal 2017. This decrease is due to the growth in our RR base, which requires much less resources to renew. Management expects sales and marketing expense as a percentage of revenue to be flat or down as RR continues to grow.

Customer Operations and Support

Customer operations and support expense increased 12.6%, or $309,000, during the three months ended October 31, 2016, compared to the same period last year, primarily due to the expenses associated with the India operation. Customer operations and support expense as a percentage of revenue increased from 20.8% of revenue for the three months ended October 31, 2015 to 22.4% during the same period this year. The customer operations and support functions of an acquired business typically take longer to fully integrate due to merging software platforms, help desks and customer hosting systems in order to operate more efficiently. Management expects customer operations and support expenses to decline as a percentage of revenue over time, to the extent we continue to integrate these areas into our operations and we supplement labor capacity in our India office, while RR continues to grow.

Software Development and Technical Support

Our software development and technical support staff have three essential responsibilities for which the accounting treatment varies depending upon the work performed: (i) costs associated with internal software development efforts (after technological feasibility is established) are capitalized as software product costs and amortized over the estimated useful lives of the product; (ii) costs for professional services performed for customers related to software customization projects are classified as cost of revenue; and (iii) all other activities, including research and development, are considered operating expenses and included within the software development and technical support operating expense category.

Software development and technical support costs were relatively the same for the three months ended October 31, 2016 and 2015. During the first quarter of fiscal 2017, we capitalized $451,000 of software development labor, overhead and interest expense, versus

$258,000 during the first quarter of fiscal 2016. The increase was a result of two significant product initiatives that escalated in the second quarter of fiscal 2016 as well as the commencement of development work from resources in our India office. In addition to internal capitalized software costs, we had outsourced development costs of $159,000 during the first fiscal 2017 and $115,000 during the first quarter of fiscal 2016. We devoted much of these resources to a major upgrade of our website and e-Catalog publishing products during both fiscal 2016 and 2017.

We expect fluctuations in the percentage of software development and technical support costs classified as operating expenses from period-to-period, based on the mix of research and prototype work versus capitalized software development and professional services activities.

General and Administrative

General and administrative expense increased 8.8%, or $157,000, during the three months ended October 31, 2016, compared to the same period last year, primarily due to legal fees and accounting fees related to the Auction123 acquisition. General and administrative expense as a percentage of revenue increased from 15.2% of revenue for the first quarter of fiscal 2016 to 15.8% for the same period in fiscal 2017. Management expects general and administrative expense as a percentage of revenue to decrease over time as we continue to scale the business, although additional acquisitions or other transactions could result in elevated general and administrative expense in future periods.

Other Income and Expense

The table below summarizes the components of other income and expenses (in thousands):

	Three months ended October 31		
	2016	2015	% Change
Interest expense	$ (108)	$ (112)	(3.6) %
Other, net	1	(8)	(112.5)%
Total other income (expense)	$ (107)	$ (120)	(10.8) %

Interest expense is composed of both interest paid on the Company's debt financing arrangements and amortization of non-cash interest charges related to deferred finance costs and imputed interest on contingent liabilities. Interest and other expense decreased 10.8%, or $13,000, during the three months ended October 31, 2016, compared to the same period last year, primarily due to payments on our debt obligations and contingent liabilities.

Income Taxes

The Company has net deferred tax assets of $4,015,000 as of October 31, 2016, primarily consisting of net operating loss carryforwards ("NOLs") and book to tax temporary differences. Income tax expense is provided for at the applicable statutory tax rate applied to current U.S. income before taxes, plus or minus any adjustments to the deferred tax assets and to the estimated valuation allowance against deferred tax assets. Income tax expense, if any, does not represent a significant current cash obligation, as we continue to have NOLs to offset substantially all of the taxable income.

We had income tax expense of $305,000 during the three months ended October 31, 2016, compared to $299,000 during the same period last year. We paid income taxes of $123,000 and $13,000 during the three months ended October 31, 2016 and 2015, respectively, primarily related to statutory alternative minimum taxes. Income tax expense may vary from period to period as we continue to evaluate the valuation allowance against net deferred tax assets.

We also have NOLs related to tax losses incurred by our India and Netherlands operations. We have determined that, consistent with prior periods, it is not likely that the net operating losses will be utilized and therefore, a full valuation allowance is recorded, resulting in $0 net deferred tax assets related to our international operations at October 31, 2016 and 2015.

Adjusted EBITDA

EBITDA is calculated as net income adjusted to exclude interest, amortization, depreciation and income tax expense. Adjusted EBITDA further eliminates non-cash, stock-based compensation expense. Management believes Adjusted EBITDA is helpful in understanding period-over-period operating results separate and apart from non-operating expenses and expenses pertaining to prior period investing activities, particularly given the Company's significant investments in capitalized software and its continuing efforts in completing acquisitions, which typically result in significant non-cash depreciation and amortization expense in subsequent periods. However, Adjusted EBITDA has significant limitations as an analytical tool and should only be used cautiously in addition to, and never as a substitute for, operating income, cash flows or other measures of financial performance prepared in accordance with generally accepted accounting principles and may not necessarily be comparable to similarly titled measures of other companies.

The table below presents the reconciliation of net income to EBITDA and Adjusted EBITDA (in thousands):

	Three months ended October 31	
	2016	2015
Net income	$ 356	$ 389
Interest expense	108	112
Amortization included in cost of sales	522	496
Depreciation and amortization	575	609
Income tax expense	305	299
EBITDA	$ 1,866	$ 1,905
Stock-based compensation expense	149	115
Adjusted EBITDA	$ 2,015	$ 2,020
Revenue	$ 12,272	$ 11,737
Adjusted EBITDA as a % of revenue	16.4 %	17.2 %

Adjusted EBITDA decreased 0.2%, from $2,020,000 during the first quarter of fiscal 2016, to $2,015,000 during the first quarter of fiscal 2017. Adjusted EBITDA as a percentage of revenue decreased from 17.2% during the three

months ended October 31, 2015, to 16.4% during the same period this year. Management expects Adjusted EBITDA to increase in fiscal 2017, compared to the prior year, to the extent earnings increase as a result of RR growth.

Liquidity and Capital Resources

The following table sets forth certain cash flow information derived from our unaudited financial statements (in thousands):

	Three months ended October 31		
	2016	2015	Change
Net cash provided by operating activities	$ 1,766	$ 1,735	$ 31
Net cash used in investing activities	(782)	(665)	(117)
Net cash provided by (used in) financing activities	(481)	(173)	(308)
Effect of foreign currency exchange rate changes on cash	(4)	(2)	(2)
Net change in cash	$ 499	$ 895	$ (396)
Cash at end of period	$ 5,617	$ 3,179	$ 2,438

We generated $499,000 of net cash during the three months ended October 31, 2016, compared to $895,000 during the same period last year. We generated net cash from operating activities of $1,766,000 during the three months ended October 31, 2016, compared to $1,735,000 during the same period last year.

Cash used in investing activities increased $117,000 for the three months ended October 31, 2016, compared to the same period last year, primarily due to the increase in capitalized software costs related to the upgrades of our website platform and e-Catalog publishing product, partially offset by lower acquired technology equipment expenditures. We paid cash of $121,000 for contingent liabilities related to our acquisitions, capitalized $610,000 of software development costs, and acquired technology equipment of $51,000 during the three months ended October 31, 2016. We paid cash of $125,000 for contingent liabilities, capitalized $373,000 of software development costs, and acquired technology equipment of $167,000 during the three months ended October 31, 2015. We will continue to invest cash in the business to further our growth strategies previously discussed.

Net cash used in financing activities was $481,000 during the three months ended October 31, 2016, primarily to pay down the SVB note, the TCS Notes, the DCi Note and our capital lease obligations. Net cash used in financing activities was $173,000 during the three months ended October 31, 2015, primarily to pay down the SVB note and capital lease obligations.

Management believes that current cash balances and its ability to generate cash from operations are sufficient to fund our needs over the next twelve months, although additional financing may be necessary if the Company were to complete a material acquisition or to make a large investment in its business.

Debt

The Company has a Loan and Security Agreement (the "Agreement") with Silicon Valley Bank ("SVB"), pursuant to which SVB extended to the Company credit facilities consisting of a $3,000,000 revolving credit facility with a maturity date of November 30, 2016 and a $6,050,000 term loan with a maturity date of September 30, 2019. In addition to this, the Company has issued several promissory notes in connection with its acquisitions. See Note 3 to the consolidated financial statements for further details. The following table summarizes the minimum principal payments due on the SVB Term Note, the TCS Notes and the DCi Note as of October 31, 2016 (in thousands):

Fiscal year ending July 31:	SVB Term Note	TCS Notes	DCi Notes	Total Notes Payable
2017	$ 681	$ 728	$ 467	$ 1,876
2018	1,134	1,014	645	2,793
2019	1,210	261	671	2,142
2020	1,815	—	—	1,815
	$ 4,840	$ 2,003	$ 1,783	$ 8,626

In connection with the November 1, 2016 acquisition of Auction123123, the Company entered into the Second Loan Modification Agreement with SVB, which includes credit facilities consisting of $3,000,000 revolving credit facility with a maturity date of September 30, 2018 and a $13,000,000 term loan with a maturity date of November 1, 2021. This term loan is an amendment to the existing $6,050,000 term loan with a maturity date of September 30, 2019 (see Note 8, Subsequent Events).

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on its financial condition, revenue or expenses, results of operations, liquidity, capital expenditures or capital resources.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Not Applicable.

Item 4. Controls and Procedures

The Company has established disclosure controls and procedures to ensure that material information relating to it, including its consolidated subsidiaries, is made known on a timely basis to the officers who certify our financial reports and to other members of senior management and the Board of Directors.

The Company's management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this report. Based on such evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of such date, the Company's disclosure controls and procedures are effective (1) in recording, processing, summarizing and reporting, on a timely basis, information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act and (2) to ensure that information required to be disclosed in the reports it files or submits under the Exchange Act is accumulated and communicated to its management, including the Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure.

There have not been any changes in our internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) that occurred during the quarter ended October 31, 2016 that have materially affected, or are reasonably likely to materially affect the Company's internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

From time to time, the Company may be involved in litigation relating to claims arising out of its operations in the usual course of business. No material legal proceedings to which the Company is a party exist at October 31, 2016.

Item 1A. Risk Factors

The Company's risks and uncertainties are described in Part I, Item 1A of the Company's annual report on Form 10-K for the fiscal year ended July 31, 2016. There have been no significant changes to the risks described in our Form 10-K.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None.

Item 3. Defaults upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

Not applicable.

Item 6. Exhibits

10.1Employment Agreement by and between Robert Ostermann and ARI Network Services, Inc., dated July 27, 2016.

31.1 Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer.

31.2 Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer.

32.1 Section 1350 Certification of Chief Executive Officer.

32.2 Section 1350 Certification of Chief Financial Officer.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on this 15th day of December, 2016.

ARI NETWORK SERVICES, INC.

(Registrant)

By: /s/ Roy W. Olivier_
Roy W. Olivier
President and Chief Executive Officer

By: /s/ William A. Nurthen _
William A. Nurthen
Vice President of Finance and Chief Financial Officer