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PER SE TECHNOLOGIES INC  
Form POS AM  
April 04, 2005

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON APRIL 4, 2005

REGISTRATION NO. 333-119012

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
-----

POST-EFFECTIVE

AMENDMENT NO. 1

TO

FORM S-1  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933  
-----

PER-SE TECHNOLOGIES, INC.  
(Exact name of registrant as specified in its charter)

DELAWARE  
(State or other jurisdiction of  
incorporation or organization)

7374  
(Primary Standard Industrial  
Classification Code Number)

DELAWARE  
(State or other jurisdiction of  
incorporation or organization)

58-1651222  
(I.R.S. Employer  
Identification No.)

1145 SANCTUARY PARKWAY  
SUITE 200  
ALPHARETTA, GA 30004  
(770) 237-4300  
(Address, including zip code, and telephone number,  
including area code, of registrant's principal executive offices)

-----  
PAUL J. QUINER  
SENIOR VICE PRESIDENT AND GENERAL COUNSEL  
PER-SE TECHNOLOGIES, INC.  
1145 SANCTUARY PARKWAY  
SUITE 200  
ALPHARETTA, GA 30004  
(770) 237-4300  
(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

-----  
WITH COPIES TO:

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NILS H. OKESON  
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1201 WEST PEACHTREE STREET  
ATLANTA, GEORGIA 30309  
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APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: From time to time after this Registration Statement becomes effective.

If any of the securities being registered on this Form are being offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.  [X]

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  [ ] \_\_\_\_\_

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act of 1933, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  [ ] \_\_\_\_\_

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act of 1933, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  [ ] \_\_\_\_\_

If delivery of the prospectus is expected to be made pursuant to Rule 434 under the Securities Act of 1933, check the following box.  [ ]

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THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(A) OF THE SECURITIES ACT OF 1933 OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SECTION 8(A), MAY DETERMINE.

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-1 of Per-Se Technologies, Inc. (333-119012) is being filed to amend the table under the caption "Selling Securityholders" in the prospectus to add the name of a selling securityholder who has requested inclusion in the prospectus since March 14, 2005, the date of effectiveness of the Registration Statement.

THE INFORMATION IN THIS PRELIMINARY PROSPECTUS IS NOT COMPLETE AND MAY BE CHANGED. THESE SECURITIES MAY NOT BE SOLD UNTIL THE REGISTRATION STATEMENT FILED WITH THE SECURITIES AND EXCHANGE COMMISSION IS EFFECTIVE. THIS PRELIMINARY PROSPECTUS IS NOT AN OFFER TO SELL NOR DOES IT SEEK AN OFFER TO BUY THESE SECURITIES IN ANY JURISDICTION WHERE THE OFFER OR SALE IS NOT PERMITTED.

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SUBJECT TO COMPLETION, DATED APRIL 4, 2005

PROSPECTUS

\$125,000,000

PER-SE TECHNOLOGIES, INC.

3.25% CONVERTIBLE SUBORDINATED DEBENTURES  
DUE 2024

AND

UP TO 7,003,037 SHARES OF COMMON STOCK ISSUABLE  
UPON CONVERSION OF THE DEBENTURES

We issued the debentures offered by this prospectus in a private placement in June 2004. This prospectus may be used by selling securityholders to resell their debentures and the common stock issuable, if any, upon conversion of their debentures. We will not receive any proceeds from the sale of the debentures or the shares of common stock offered by the selling securityholders pursuant to this prospectus. The selling securityholders, and the maximum amount of securities that they may offer, are identified beginning on page 20 of this prospectus.

The debentures will mature on June 30, 2024. You may convert your debentures before their maturity into cash and, depending on the trading price of our common stock, shares of our common stock in the manner and upon the events described beginning on page 34 of this prospectus.

We will pay interest on the debentures on June 30 and December 30 of each year, beginning December 30, 2004.

We may redeem some or all of the debentures for cash on or after July 6, 2009. You may require us to repurchase all or a portion of your debentures for cash on June 30, 2009, June 30, 2014 and June 30, 2019, or upon the occurrence of a fundamental change.

We do not intend to list the debentures on any national securities exchange or to include them in any automated quotation system. The debentures issued in the private placement are eligible for trading in The PORTAL Market of the National Association of Securities Dealers, Inc. The debentures sold using this prospectus, however, will no longer be eligible for trading in The PORTAL Market.

Shares of our common stock are quoted on the Nasdaq National Market under the symbol "PSTI." The last reported sale price of our common stock on March 21, 2005 was \$15.29 per share.

INVESTING IN THE DEBENTURES OR OUR COMMON STOCK INVOLVES RISKS. PLEASE REVIEW THE "RISK FACTORS" BEGINNING ON PAGE 10 OF THIS PROSPECTUS FOR A DISCUSSION OF CERTAIN RISKS THAT YOU SHOULD CONSIDER IN CONNECTION WITH AN INVESTMENT IN THE DEBENTURES AND COMMON STOCK ISSUABLE, IF ANY, UPON CONVERSION OF THE DEBENTURES.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

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THE DATE OF THIS PROSPECTUS IS , 2005.

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## PROSPECTUS SUMMARY

### OUR COMPANY

We were organized in 1985 under the laws of the State of Delaware, and focus on providing services and solutions that improve the administrative functions of the healthcare industry. Specifically, we provide Connective Healthcare solutions that help physicians and hospitals achieve their income potential. Connective Healthcare solutions support and unite healthcare providers, payers and patients with innovative technology processes that improve and accelerate reimbursement and reduce the administrative cost of care. We serve the healthcare industry through two divisions: Physician Services and Hospital Services.

The Physician Services division provides Connective Healthcare services and solutions that manage the revenue cycle for physician groups. The division is the largest provider of business management outsourced services that supplant all or most of the administrative functions of a physician group. Services include clinical data collection, data input, medical coding, billing, contract management, cash collections, accounts receivable management and extensive

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reporting of metrics related to the physician practice. These services are designed to assist healthcare providers with the business management functions associated with the delivery of healthcare services, allowing physicians to focus on providing quality patient care. These services also help physician groups to be financially successful by improving cash flows and reducing administrative costs and burdens.

The target market is primarily hospital-affiliated physician groups in the specialties of radiology, anesthesiology, emergency medicine and pathology as well as physician groups practicing in the academic setting and other large physician groups. Approximately 225,000 U.S.-based hospital-affiliated physicians represent our target market for business management outsourced services. Our target market consists of large physician groups -- typically 10 or more physicians depending upon the specialty -- and represents an estimated market opportunity of approximately \$7 billion. We estimate that approximately 20% to 30% of the physicians in the target market currently outsource their business management needs, with the remainder of physicians performing these services in house. Our Physician Services division is the largest provider of comprehensive business management outsourcing services to the U.S. hospital-based physician market, supporting approximately 1,100 clients in 42 states. This division also offers a physician practice management solution that is delivered via an application service provider model which represented less than 5% of the division's revenue in 2003.

The Hospital Services division provides Connective Healthcare solutions that increase revenue and decrease expenses for hospitals, with a focus on revenue cycle management and resource management. The division has one of the largest electronic clearinghouses in the medical industry, which provides an important infrastructure to support its revenue cycle offering. The clearinghouse supports more than 1,400 governmental and commercial payer connections in 48 states. The clearinghouse delivers dedicated electronic and Internet-based business-to-business solutions that focus on electronic processing of medical transactions as well as complementary transactions, such as electronic remittance advices, real-time eligibility verification and high-speed print and mail services. Other revenue cycle management solutions provide insight into a hospital's revenue cycle inefficiencies, such as denial management. Denial management allows hospitals to identify charges denied reimbursement by a payer and to take corrective actions such as resubmitting for reimbursement. Hospitals may opt to outsource portions of their revenue cycle management process to us, such as secondary insurance billing. Our revenue cycle management solutions are currently in approximately 400 hospitals in the United States.

The Hospital Services division also provides resource management solutions that enable hospitals to efficiently manage resources to reduce costs and improve their bottom line. The division's resource management offerings include staff scheduling solutions that can efficiently plan nurse schedules, accommodating individual preferences as well as environmental factors, such as acuity levels, as well as schedule all the personnel across the hospital enterprise. The division also offers patient scheduling solutions that help effectively manage a hospital's most expensive and profitable area, the operating room, as well as schedule patients across the enterprise. The Hospital Services division has the market-leading

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staff scheduling solution and a market-leading patient scheduling solution. We provide staff and patient scheduling solutions to approximately 1,600 hospitals, primarily in the United States.

As stated previously, we focus on the administrative functions of the

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healthcare market, with the majority of our business based in the United States. Healthcare spending in the United States reached an estimated \$1.7 trillion or 15.3% of gross domestic product in 2003. It has been estimated that as much as 31% of annual healthcare spending is for administrative functions. Our solutions help make the reimbursement of healthcare more efficient and help improve the overall patient care experience by simplifying the revenue cycle process for physicians and hospitals. Our services and solutions are not capital-intensive for providers, making them a cost-effective solution as providers focus on their financial health.

### RECENT DEVELOPMENTS

#### RESTATEMENT OF FINANCIAL STATEMENTS

As a result of allegations of improprieties made during 2003 and 2004, our independent registered public accounting firm advised us and the Audit Committee of the Board of Directors that additional procedures should be performed related to the allegations. These additional procedures were required due to Statement of Auditing Standards No. 99, Consideration of Fraud in a Financial Statement Audit, or SAS No. 99, that became effective for periods beginning on or after December 15, 2002. Due to the volume and, in some cases, vague nature of many of the allegations, the scope of the additional procedures was broad and extensive. The additional procedures included the review of certain of our revenues, expenses, assets and liabilities accounts for the years 2001 through 2003. Certain financial items were identified during the additional procedures that warranted our further review. We reviewed these items and determined that it was appropriate to restate certain prior period financial statements. The restatements affected the financial statements for the years ended December 31, 2002, and 2001 and for the nine months ended September 30, 2003.

The overall impact of the restatements was a net increase to reported net income totaling approximately \$2.1 million, or \$.07 per share on a fully diluted basis, for the years 2001 and 2002 and for the nine months ended September 30, 2003. On an annual basis, the net decrease to the reported net loss for 2001 was approximately \$0.2 million or \$.01 per share, and the net increase to reported net income for 2002 was approximately \$1.0 million or \$.03 per share on a fully diluted basis. The net increase to reported net income for the nine months ended September 30, 2003, was approximately \$0.8 million or \$.03 per share on a fully diluted basis. In the periods presented on a quarterly basis, the impact of the restatements was a net increase to reported net income in each of the quarters, except for the second quarter of 2002, which had a decrease to reported net income of \$0.2 million. The restatements were primarily related to certain liability accounts that were determined to be over-accrued based on the correction of errors and the subsequent refinement of estimates originally made in establishing the accruals.

We recorded costs related to the additional procedures totaling approximately \$6.3 million during 2004 and included these costs in other expenses in our consolidated statements of operations. In segment reporting, these expenses are classified in the Corporate segment.

As a result of errors that caused the restatements to our financial statements, our independent registered public accounting firm determined that a material weakness exists related to our internal controls and procedures. Our auditors reported to us that the errors that resulted in the restatements, which generally related to the recording of accruals for sales commissions, vacation liabilities, legal expenses, health insurance, incentive compensation and other liabilities, were the result of not having appropriate controls over the estimation process associated with the establishment of accruals and reserves and the lack of adequate supervision of accounting personnel. We have taken

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steps to improve controls in these areas, including hiring a new Corporate Controller and principal accounting officer, reorganizing our accounting groups so that the divisional accounting departments now report directly to the Corporate Controller, strengthening controls over the month-end close process, and requiring monthly review and

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documented approval for all balance sheet account reconciliations. We believe the actions taken and additional controls implemented have effectively addressed the material weakness identified by our independent registered public accounting firm.

### LLOYD'S OF LONDON LITIGATION SETTLEMENT

On May 10, 2004, we reached a settlement with our former insurance carrier, certain underwriters at Lloyd's of London, which we refer to in this prospectus as Lloyd's of London. We were in litigation with Lloyd's of London after its attempt in May 2002 to rescind certain errors and omissions, or E&O, policies and directors and officers and company reimbursement, or D&O, policies that it had issued to us from the period December 31, 1998 to June 30, 2002. In the settlement, Lloyd's of London agreed to pay us \$20 million in cash by July 9, 2004. Lloyd's of London also agreed to defend, settle or otherwise resolve at their expense the two remaining pending claims covered under the E&O policies. In exchange, we provided Lloyd's of London with a full release of all E&O and D&O policies. The California Superior Court retained jurisdiction to enforce any aspect of the settlement agreement.

As of the settlement date, we had an \$18.3 million receivable from Lloyd's of London, of which approximately \$4.9 million represented additional amounts to be paid by us under prior E&O policy settlements covered by Lloyd's of London. Effective on May 12, 2004, as a result of negotiations among us, Lloyd's of London, and a party to a prior E&O policy settlement with us, the Lloyd's of London settlement was amended to reduce by \$3.8 million the additional amounts to be paid by us under the prior E&O policy settlements covered by Lloyd's of London. This amendment reduced the amount of cash payable by Lloyd's of London to us in the settlement from \$20.0 million to \$16.2 million, and reduced the amount of our receivable from Lloyd's of London by \$3.8 million. On July 7, 2004, pursuant to the settlement, as amended, Lloyd's of London paid us \$16.2 million in cash. The settlement amendment had no impact on the net proceeds of approximately \$15.7 million that we received in early July. As of the payment date, we had an approximately \$14.7 million receivable from Lloyd's of London and recognized a gain of approximately \$1.5 million on the settlement in the year ended December 31, 2004.

### RELOCATION OF PRINCIPAL EXECUTIVE OFFICE

On July 30, 2004, we relocated our principal executive office to Alpharetta, Georgia. We entered into a non-cancelable operating lease for that office space in February 2004, which will expire in June 2014. The new landlord has reimbursed us for the remaining payments due under the lease for our former office space, which expires in February 2005; however, we recorded a one-time non-cash expense of approximately \$1.0 million upon our exit of the former office facility.

### VALUATION ALLOWANCE ON DEFERRED TAX ASSET

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During the quarter ended December 31, 2004, we reviewed the valuation allowance on our deferred tax asset to determine the appropriateness of the allowance. In accordance with GAAP, the deferred tax asset has been fully reserved since 1998 due to our history of operating losses. The review of the deferred tax asset valuation allowance was appropriate as we have been profitable for the last three years. We determined it was appropriate to release a portion of the valuation allowance based on projections of the amount of pre-tax income that could be offset by the NOLs in the next two years. As such, we recognized a non-cash tax benefit of approximately \$28.1 million, or \$0.86 per fully diluted share, during the quarter and year ended December 31, 2004.

### STATEMENTS OF CASH FLOWS -- RESTATED

Certain amounts in our consolidated statements of cash flows related to funds due to clients have been reclassified for the years ended December 31, 2003, 2002 and 2001. These reclassifications decreased net cash provided by operating activities and increased net cash provided by financing activities by approximately \$0.2 million, \$1.1 million, and \$0.9 million in the years ended December 31, 2003, 2002 and 2001, respectively. Additionally, for the year ended December 31, 2003, we reclassified approximately

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\$4.3 million related to our debt refinancing from cash flows from operating activities to cash used for financing activities. We determined that these reclassifications, when aggregated, required us to restate our consolidated statements of cash flows for the years ended December 31, 2003, 2002, and 2001.

### SHARE REPURCHASE PROGRAM

On March 9, 2005, we announced that the Board has authorized the repurchase of up to 1 million shares of our outstanding common stock. Under the share repurchase program, we may repurchase shares from time to time at management's discretion in the open market, by block purchase, in privately negotiated transactions or as otherwise allowed by securities laws and regulations. Any shares repurchased will be placed into treasury to be used for general corporate purposes. The actual number and timing of shares to be repurchased will depend on market conditions and certain SEC rules. Repurchases may be discontinued at any time.

### OTHER DEVELOPMENTS

During the latter part of 2004, we initiated a project to enhance our physician claims clearinghouse functionality. We expect that the improved platform will provide efficiencies and competitive advantages for our Physician Services division. During 2005, we expect to incur approximately \$5 million in capital expenditures and capitalized software development costs and approximately \$2 million in expenses, including amortization expense of approximately \$1 million, related to the physician claims clearinghouse enhancement. The total cash flow use is expected to be approximately \$6 million during 2005. The enhancement is expected to be completed by the end of 2005.



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On March 3, 2005, we announced that John C. "Jack" Pope, a director since 1997, resigned from the Board due to other commitments. Mr. Pope held several positions on the board, including chairman of the audit committee and lead independent director. Craig Macnab has been elected audit committee chairman, and Christopher Trower has been elected lead independent director.

On April 4, 2005, we announced that we have been notified by the SEC of the issuance of an order of investigation, which we believe relates to allegations of wrongdoing made by a former employee in 2003. These allegations were the subject of a prior investigation by the audit committee and an outside accounting firm that resulted in the performance of extensive additional procedures. See "Restatement of Financial Statements" above and note 2 "Other Expenses" to our consolidated financial statements for the year ended December 31, 2004, included elsewhere in this prospectus for more information.

### CORPORATE INFORMATION

Our principal executive office is located at 1145 Sanctuary Parkway, Suite 200, Alpharetta, Georgia 30004, and our telephone number is (770) 237-4300. Our corporate website is [www.per-se.com](http://www.per-se.com). Information contained on our website is not part of this prospectus.

### RISK FACTORS

You should read the "Risk Factors" section, beginning on page 10 of this prospectus, to understand the risks associated with an investment in the debentures.

### SUMMARY OF THE DEBENTURES

Maturity Date..... June 30, 2024.

Ranking..... The debentures will be subordinated in right of payment to all of our existing and future senior debt as that term is described in this prospectus. The indenture for the debentures does not restrict the amount of senior debt or other indebtedness as that

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term is described in this prospectus that we or any of our subsidiaries can incur. At December 31, 2004 our senior debt totaled approximately \$4.1 million. See "Description of the Debentures -- Subordination." The debentures will not be guaranteed by any of our subsidiaries and, accordingly, the debentures are effectively subordinated to the indebtedness and other liabilities of our subsidiaries, including trade creditors. As of December 31, 2004, our subsidiaries had liabilities of approximately \$51.1 million excluding intercompany indebtedness and guarantees under our credit agreement, all of which is structurally senior to the debentures.

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Interest..... We will pay interest on the debentures on June 30 and December 30 of each year, beginning December 30, 2004.

Conversion Rights..... You may convert your debentures prior to stated maturity only under the following circumstances:

- during any fiscal quarter commencing after September 30, 2004, if the closing sale price of our common stock for at least 20 trading days in the 30 trading-day period ending on the last trading day of the preceding fiscal quarter is more than 130% of the conversion price on that 30th trading day; or
- during the five business day period after any five consecutive trading day period, which we refer to in this prospectus as the measurement period, in which the trading price per debenture for each day of such measurement period was less than 98% of the product of the closing sale price of our common stock on such day and the conversion rate on such day; provided, however, if you convert your debentures in reliance on this subsection, and on any trading day during such measurement period the closing sale price of shares of our common stock was between 100% and 130% of the conversion price of the debentures, you will receive cash equal to the principal amount of the debentures plus accrued and unpaid interest, if any, and liquidated damages, if any; or
- if we have called your debentures for redemption, provided that if we elect to redeem less than all of the debentures, only those debentures called for redemption may be converted; or
- upon the occurrence of specified corporate transactions described under "Description of the Debentures -- Conversion Rights."

As originally issued, the debentures were convertible into shares of our common stock at an initial conversion rate of 56.0243 shares per \$1,000 principal amount, which represents an initial conversion price of approximately \$17.85 per share. However, we have made an irrevocable election under the terms of the indenture to satisfy in cash up to 100% of the principal amount of the debentures submitted for conversion, with any remaining amount to be satisfied in shares of our common stock as described under "Description of the Debentures -- Conversion Rights -- Payment Upon Conversion." As described in this

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prospectus, the conversion rate may be adjusted for certain reasons.

Upon conversion, you will not receive any cash payment representing accrued and unpaid interest, if any. Instead, any such amounts will be deemed paid by the cash and common stock, if any, received by you on conversion. You will, however, receive any accrued and unpaid liquidated damages to, but not including, the conversion date.

Debentures called for redemption may be surrendered for conversion until the close of business on the business day prior to the redemption date.

If you convert your debentures in connection with certain fundamental changes on or prior to June 30, 2009, we will, in certain circumstances, pay a make-whole premium in the form of consideration into which or for which our common stock was converted, exchanged or acquired as more fully described below.

Payment at Maturity.....	For each \$1,000 principal amount of the debentures that you hold, you shall be entitled to receive \$1,000 at maturity, plus accrued interest, if any, and accrued and unpaid liquidated damages, if any.
Sinking Fund.....	None.
Optional Redemption by Us.....	We may not redeem the debentures prior to July 6, 2009. We may redeem some or all of the debentures for cash on or after July 6, 2009, upon at least 30 days but not more than 60 days notice by mail to holders of debentures, at a price equal to 100% of the principal amount of the debentures redeemed, plus accrued and unpaid interest, if any, and accrued and unpaid liquidated damages, if any, to, but not including, the redemption date.
Repurchase of Debentures by Us at Your Option.....	You may require us to repurchase all or a portion of your debentures for cash on June 30, 2009, June 30, 2014 and June 30, 2019 at a price equal to 100% of the principal amount of the debentures to be purchased plus accrued and unpaid interest, if any, and accrued and unpaid liquidated damages, if any, to, but not including, the date of repurchase.
Fundamental Change Put.....	If a fundamental change occurs to us, as defined under "Description of the Debentures -- Repurchase of Debentures at Your Option -- Fundamental Change Put," you may require us to repurchase all or a portion of your debentures. We will pay a repurchase price

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equal to 100% of the principal amount of the debentures to be purchased plus accrued interest, if any, and accrued and unpaid liquidated damages, if any, to, but not including, the fundamental change repurchase date.

Make-Whole Premium Upon  
Certain Fundamental Changes...

If certain fundamental changes occur prior to June 30, 2009, we will, in certain circumstances, pay a make-whole premium on the debentures converted or tendered for repurchase upon such

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fundamental change. The make-whole premium, if any, will be payable in the consideration into which or for which our common stock was converted, exchanged or acquired in such fundamental change.

The amount of the make-whole premium, if any, will be based on our stock price and the effective date of such specified fundamental change. A table showing the make-whole-premium that would apply at various stock prices and specified fundamental change effective dates is set forth under "Description of the Debentures -- Repurchase of Debentures at Your Option -- Make-Whole Premium." No make-whole premium will be paid if the common stock price is less than \$12.57 or if the common stock price exceeds \$50.00.

Use of Proceeds.....

We will not receive any proceeds from the sale by any selling securityholders of the debentures or any shares of common stock that may be issuable upon conversion of the debentures.

Absence of a Public Market for  
the Debentures.....

The debentures are new securities for which there is currently no public market. We cannot assure you that any active or liquid market will develop for the debentures. See "Plan of Distribution."

Trading.....

We do not intend to list the debentures on any national securities exchange or include them in any automated quotation system. The debentures issued in the private placement are eligible for trading in The PORTAL Market of the National Association of Securities Dealers, Inc. The debentures sold using this prospectus, however, will no longer be eligible for trading in The PORTAL Market.

Nasdaq Symbol for our Common  
Stock.....

Our common stock is quoted on the Nasdaq National Market under the symbol "PSTI."

## SUMMARY CONSOLIDATED FINANCIAL DATA

The following table sets forth our summary consolidated financial data for the periods indicated. The summary consolidated financial data for the years ended December 31, 2004, 2003, and 2002 have been derived from our audited consolidated financial statements and related notes included elsewhere in this prospectus. This information is qualified by reference to and should be read in conjunction with "Capitalization," "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the consolidated financial statements and notes to consolidated financial statements included elsewhere in this prospectus.

	YEAR ENDED DECEMBER 31,		
	2004	2003	2002
	(IN THOUSANDS, EXCEPT PER SHARE DATA)		
STATEMENTS OF OPERATIONS DATA			
Revenue.....	\$352,791	\$335,169	\$325,564
Operating income (loss).....	28,934	36,508	29,888
Interest expense.....	6,825	14,646	18,069
Interest income.....	(525)	(297)	(471)
Loss on extinguishment of debt.....	5,896	6,255	--
Income tax (benefit) expense.....	(28,101) (1)	27	800
Income (loss) from continuing operations.....	44,839	15,877	11,490
Net income (loss) (2).....	48,158	11,989	8,989
Shares used in computing net income (loss) per common share -- basic.....	30,843	30,594	30,061
Shares used in computing net income (loss) per common share -- diluted.....	33,082	32,661	31,966
PER SHARE DATA			
Income (loss) from continuing operations -- basic.....	\$ 1.45	\$ 0.52	\$ 0.38
Net income (loss) per common share -- basic.....	\$ 1.56	\$ 0.39	\$ 0.30
Income (loss) from continuing operations -- diluted.....	\$ 1.36	\$ 0.49	\$ 0.36
Net income (loss) per common share -- diluted.....	\$ 1.46	\$ 0.37	\$ 0.28

	AS OF DECEMBER 31,		
	2004	2003	2002
	(IN THOUSANDS)		
BALANCE SHEET DATA			
Working capital.....	\$53,703	\$20,313	\$20,602
Intangible assets.....	53,333	52,336	55,494

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Total assets.....	202,691	172,084	210,586
Total debt.....	125,625	121,875	175,020
Stockholders' equity (deficit) (2).....	12,975	(17,612)	(37,972)

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(1) Reflects the release of \$28.1 million of the valuation allowance against the Company's deferred tax asset resulting in an income tax benefit that was recorded in the fourth quarter of 2004.

(2) Reflects the results from discontinued operations of \$3.3 million, \$(3.9) million and \$(2.5) million, for 2004, 2003 and 2002, respectively.

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RATIO OF EARNINGS TO FIXED CHARGES

The following table presents our historical ratios of earnings to fixed charges for the periods indicated:

	YEARS ENDED DECEMBER 31,				
	2004	2003	2002	2001	2000
Ratio(1).....	2.16x	1.68x	1.58x	(2)	(2)

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(1) For purposes of computing the ratio of earnings to fixed charges, earnings consist of earnings before income tax expense, plus fixed charges. Fixed charges consist of:

- interest expense, which includes interest on capitalized leases and amortization of deferred financing costs, whether expensed or capitalized, and
- that portion of rental expense estimated by management to be attributable to interest based on the net present value of real estate and equipment leases using interest equal to our weighted average interest rate for the period.

(2) Our pre-tax income from continuing operations was inadequate to cover fixed charges for the years ended December 31, 2001 and 2000 by approximately \$5.9 million and \$21.4 million, respectively.

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## RISK FACTORS

### RISKS RELATED TO OUR BUSINESS

IF WE FAIL TO MAINTAIN AN EFFECTIVE SYSTEM OF INTERNAL CONTROLS, WE MAY NOT BE ABLE TO ACCURATELY REPORT OUR FINANCIAL RESULTS ON A TIMELY BASIS. AS A RESULT, CURRENT AND POTENTIAL STOCKHOLDERS COULD LOSE CONFIDENCE IN OUR FINANCIAL REPORTING WHICH WOULD HARM OUR BUSINESS AND THE TRADING PRICE OF OUR STOCK.

As a result of errors that led to the restatements of our financial statements for the years ended December 31, 2001, and 2002, and the nine months ended September 30, 2003, our independent auditors determined that a material weakness related to our internal controls existed. Our auditors reported to us that the errors that resulted in the restatements were the result of not having appropriate controls over the estimation process associated with the establishment of accruals and reserves and the lack of adequate supervision of accounting personnel. The errors generally related to the recording of accruals for sales commissions, vacation liabilities, legal expenses, health insurance, incentive compensation and other liabilities. While we have taken steps to improve controls in these areas, we cannot be certain that these steps will ensure that we implement and maintain adequate controls over financial processes and reporting. Failure to maintain adequate controls of this type could adversely impact the accuracy and future timeliness of our financial reports filed pursuant to the Securities Exchange Act of 1934. If we cannot provide reliable and timely financial reports, our business and operating results could be harmed, investors could lose confidence in our reported financial information, our common stock could be delisted from the Nasdaq Stock Market, and the trading price of our common stock could fall.

WE HAVE A SIGNIFICANT AMOUNT OF LONG-TERM DEBT AND OBLIGATIONS TO MAKE PAYMENTS, WHICH COULD LIMIT OUR FUNDS AVAILABLE FOR OTHER ACTIVITIES.

We have approximately \$125 million of long-term indebtedness and \$0.6 million in capital lease obligations and, as a result, have obligations to make interest and principal payments on that debt. If unable to make the required debt payments, we could be required to reduce or delay capital expenditures, sell certain assets, restructure or refinance our indebtedness, or seek additional equity capital. Our ability to make payments on our debt obligations will depend on future operating performance, which may be affected by conditions beyond our control.

WE ARE REGULARLY INVOLVED IN LITIGATION, WHICH MAY EXPOSE US TO SIGNIFICANT LIABILITIES.

We are involved in litigation arising in the ordinary course of our business, which may expose us to loss contingencies. These matters include, but are not limited to, claims brought by former customers with respect to the operation of our business. We have also received written demands from customers and former customers that have not yet resulted in legal action.

We may not be able to successfully resolve such legal matters, or other legal matters that may arise in the future. In the event of an adverse outcome with respect to such legal matters or other legal matters in which we may become involved, our insurance coverage, errors and omissions coverage or other coverage, may not fully cover any damages assessed against us. Although we maintain all insurance coverage in amounts that we believe is sufficient for our

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business, such coverage may prove to be inadequate or may become unavailable on acceptable terms, if at all. A successful claim brought against us, which is uninsured or under-insured, could materially harm our business, results of operations or financial condition.

THE PHYSICIAN BUSINESS MANAGEMENT OUTSOURCING BUSINESS IS HIGHLY COMPETITIVE AND OUR INABILITY TO SUCCESSFULLY COMPETE FOR BUSINESS COULD ADVERSELY AFFECT US.

The physician business management outsourcing business, especially for revenue cycle management, is highly competitive. We compete with regional and local physician reimbursement organizations as well as physician groups that provide their own business management services in house. Successful competition within this industry is dependent on numerous industry and market conditions.

Potential industry and market changes that could adversely affect our ability to compete for business management outsourcing services include an increase in the number of local, regional or national

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competitors providing comparable services and new alliances between healthcare providers and third-party payers in which healthcare providers are employed by such third-party payers.

THE BUSINESS OF PROVIDING SERVICES AND SOLUTIONS TO HOSPITALS FOR BOTH REVENUE CYCLE AND RESOURCE MANAGEMENT IS ALSO HIGHLY COMPETITIVE AND OUR INABILITY TO SUCCESSFULLY COMPETE FOR BUSINESS COULD ADVERSELY AFFECT US.

The business of providing services and solutions to hospitals for both revenue cycle and resource management is also highly competitive. We compete with traditional electronic data interface companies, outsourcing companies and specialized software vendors with national, regional and local bases. Some competitors have longer operating histories and greater financial, technical and marketing resources than us. Our successful competition within this industry is dependent on numerous industry and market conditions.

THE MARKETS FOR OUR SERVICES AND SOLUTIONS ARE CHARACTERIZED BY RAPIDLY CHANGING TECHNOLOGY, EVOLVING INDUSTRY STANDARDS AND FREQUENT NEW PRODUCT INTRODUCTIONS AND OUR INABILITY TO KEEP PACE COULD ADVERSELY AFFECT US.

The markets for our services and solutions are characterized by rapidly changing technology, evolving industry standards and frequent new product introductions. Our ability to keep pace with changes in the healthcare industry may be dependent on a variety of factors, including our ability to enhance existing products and services; introduce new products and services quickly and cost effectively; achieve market acceptance for new products and services; and respond to emerging industry standards and other technological changes.

Competitors may develop competitive products that could adversely affect our operating results. It is possible that we will be unsuccessful in refining, enhancing and developing our technology going forward. The costs associated with refining, enhancing and developing these systems may increase significantly in the future. Existing software and technology may become obsolete as a result of ongoing technological developments in the marketplace.

THE HEALTHCARE MARKETPLACE IS CHARACTERIZED BY CONSOLIDATION, WHICH MAY RESULT IN FEWER POTENTIAL CUSTOMERS FOR OUR SERVICES.

In general, consolidation initiatives in the healthcare marketplace may result in fewer potential customers for our services. Some of these types of



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initiatives include employer initiatives such as creating purchasing cooperatives, or GPOs; provider initiatives, such as risk-sharing among healthcare providers and managed care companies through capitated contracts; and integration among hospitals and physicians into comprehensive delivery systems.

Consolidation of management and billing services through integrated delivery systems may result in a decrease in demand for our business management outsourcing services for particular physician practices.

THE HEALTHCARE INDUSTRY IS HIGHLY REGULATED, WHICH MAY INCREASE OUR COSTS OF OPERATION.

The healthcare industry is highly regulated and is subject to changing political, economic and regulatory influences. Federal and state legislatures have periodically considered programs to reform or amend the U.S. healthcare system at both the federal and state level and to change healthcare financing and reimbursement systems, such as the Balanced Budget Act of 1997 and the Medicare Modernization Act of 2003. These programs may contain proposals to increase governmental involvement in healthcare, lower reimbursement rates or otherwise change the environment in which healthcare industry participants operate. Current or future government regulations or healthcare reform measures may affect our business. Healthcare industry participants may respond by reducing their investments or postponing investment decisions, including investments in our products and services.

Medical billing and collection activities are governed by numerous federal and state civil and criminal laws. Federal and state regulators use these laws to investigate healthcare providers and companies that provide billing and collection services. In connection with these laws, we may be subjected to federal or

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state government investigations and possible penalties may be imposed upon us, false claims actions may have to be defended, private payers may file claims against us, and we may be excluded from Medicare, Medicaid or other government-funded healthcare programs.

In the past, we have been the subject of federal investigations, and we may become the subject of false claims litigation or additional investigations relating to our billing and collection activities. Any such proceeding or investigation could have a material adverse effect on our business.

Under the Health Insurance Portability and Accountability Act of 1996, or HIPAA, final rules have been published regarding standards for electronic transactions as well as standards for privacy and security of individually identifiable health information. The HIPAA rules set new or higher standards for the healthcare industry in handling healthcare transactions and information, with penalties for noncompliance. We have incurred and will continue to incur costs to comply with these rules. Although management believes that future compliance costs will not have a material impact on our results of operations, compliance with these rules may prove to be more costly than is anticipated. Failure to comply with such rules may have a material adverse effect on our business and may subject us to civil and criminal penalties as well as loss of customers.

We rely upon third parties to provide data elements to process electronic medical claims in a HIPAA compliant format. While we believe we will be fully and properly prepared to process electronic medical claims in a HIPAA-compliant format, there can be no assurance that third parties, including healthcare providers and payers, will likewise be prepared to supply all the data elements

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required to process electronic medical claims and make electronic remittance under HIPAA's standards. If payers reject electronic medical claims and such claims are processed manually rather than electronically, there could be a material adverse affect on our business. We have made and expect to continue to make investments in product enhancements to support customer operations that are regulated by HIPAA. Responding to HIPAA's impact may require us to make investments in new products or charge higher prices.

Numerous federal and state civil and criminal laws govern the collection, use, storage and disclosure of health information for the purpose of safeguarding the privacy and security of such information. Federal or state governments may impose penalties for noncompliance, both criminal and civil. Persons who believe their health information has been misused or disclosed improperly may bring claims and payers who believe instances of noncompliance with privacy and security standards have occurred may bring administrative sanctions or remedial actions against offending parties.

Passage of HIPAA is part of a wider healthcare reform initiative. We expect that the debate on healthcare reform will continue. We also expect that the federal government as well as state governments will pass laws and issue regulations addressing healthcare issues and reimbursement of healthcare providers. We cannot predict whether the government will enact new legislation and regulations, and, if enacted, whether such new developments will affect our business.

THE TRADING PRICE OF OUR COMMON STOCK MAY BE VOLATILE AND NEGATIVELY AFFECT YOUR INVESTMENT.

The trading price of our common stock may be volatile. The market for our common stock may experience significant price and volume fluctuations in response to a number of factors including actual or anticipated quarterly variations in operating results, changes in expectations of future financial performance, changes in estimates of securities analysts, government regulatory action, healthcare reform measures, client relationship developments and other factors, many of which are beyond our control. Furthermore, the stock market in general, and the market for software, healthcare business services and high technology companies in particular, has experienced volatility that often has been unrelated to the operating performance of particular companies. These broad market and industry fluctuations may adversely affect the trading price of our common stock, regardless of actual operating performance.

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### RISKS RELATED TO THE DEBENTURES

THE DEBENTURES ARE SUBORDINATED IN RIGHT OF PAYMENT TO OUR OTHER INDEBTEDNESS, AND THERE MAY NOT BE SUFFICIENT ASSETS TO PAY AMOUNTS DUE ON THE DEBENTURES IN THE EVENT OF A BANKRUPTCY OR LIQUIDATION OR UPON ACCELERATION OF THE DEBENTURES.

The debentures are unsecured obligations subordinated in right of payment to all of our existing and future senior debt. In the event of our bankruptcy, liquidation or reorganization or upon acceleration of the debentures due to an event of default under the indenture and in certain other events, our assets will be available to pay obligations on the debentures only after all our senior debt has been paid. As a result, there may not be sufficient assets remaining to pay amounts due on any or all of the outstanding debentures.

THE DEBENTURES WILL BE EFFECTIVELY SUBORDINATED TO EXISTING AND FUTURE INDEBTEDNESS AND OTHER LIABILITIES OF OUR SUBSIDIARIES, AND IN THE EVENT OF A BANKRUPTCY OR LIQUIDATION OF A SUBSIDIARY, WE MAY NOT RECEIVE ANY OF ITS ASSETS

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TO HELP FULFILL OUR OBLIGATIONS UNDER THE DEBENTURES.

Because we operate through our subsidiaries, we derive our revenues from and hold our assets through those subsidiaries. As a result, we rely upon the operations of our subsidiaries in order to meet our payment obligations under the debentures and our other obligations. These subsidiaries are separate and distinct legal entities and will have no obligation to pay any amounts due on our debt securities, including the debentures, or to provide us with funds for our payment obligations, whether by dividends, distributions, loans or otherwise. Our right to receive any assets of any subsidiary in the event of a bankruptcy or liquidation of the subsidiary, and therefore the right of our creditors to participate in those assets, will be effectively subordinated to the claims of that subsidiary's creditors, including trade creditors. In addition, even if we were a creditor of any subsidiary, our rights as a creditor would be subordinated to any indebtedness of that subsidiary senior to that held by us, including secured indebtedness to the extent of the assets securing such indebtedness. As of December 31, 2004, our subsidiaries had liabilities of approximately \$51.1 million, excluding intercompany indebtedness and guarantees under our credit agreement, all of which is structurally senior to the debentures.

BECAUSE WE OPERATE THROUGH SUBSIDIARIES, WE MAY BE UNABLE TO REPAY OR REPURCHASE THE DEBENTURES IF OUR SUBSIDIARIES ARE UNABLE TO PAY DIVIDENDS OR MAKE ADVANCES TO US.

At maturity, the entire outstanding principal amount of the debentures will become due and payable by us. In addition, each holder of the debentures may require us to repurchase all or a portion of that holder's debentures on June 30 of 2009, 2014, and 2019 or, if a fundamental change, as defined in the indenture, of our company occurs. A fundamental change also may constitute an event of default under, and result in the acceleration of the maturity of, indebtedness under another indenture or other indebtedness that we have or may incur in the future.

We, as a holding company, are dependent upon the operations of our subsidiaries to enable us to service our outstanding debt, including the debentures. At maturity or upon a repurchase request, if we do not have sufficient funds on hand or available through existing borrowing facilities or through the declaration and payment of dividends by our subsidiaries, we will need to seek additional financing. Additional financing may not be available to us in the amounts necessary.

Our credit agreement contains, and future borrowing arrangements or agreements may contain, restrictions on our repayment or repurchase of the debentures under certain conditions. For example, our credit agreement contains a provision prohibiting us from prepaying, redeeming or acquiring the debentures for cash. In the event that the maturity date or repurchase request occurs at a time when we are restricted from repaying or repurchasing the debentures, we could attempt to obtain the consent of the lenders under those arrangements to purchase the debentures or could attempt to refinance the borrowings that contain the restrictions. If we do not obtain the necessary consents or refinance these borrowings, we will be unable to repay or repurchase the debentures. Failure by us to repurchase the debentures when required will result in an event of default with respect to the debentures, which would, in turn, result in an event of default under our credit agreement or may result in an event of default under such other arrangements.

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WE HAVE A SUBSTANTIAL AMOUNT OF INDEBTEDNESS, WHICH COULD ADVERSELY AFFECT OUR FINANCIAL PERFORMANCE AND IMPACT OUR ABILITY TO MAKE PAYMENTS ON THE DEBENTURES.

As of December 31, 2004, we, including our subsidiaries, had total debt of approximately \$125.6 million. Our level of indebtedness could have important consequences to the holders of the debentures. For example, it:

- may limit our ability to obtain additional financing for working capital, capital expenditures or general corporate purposes, particularly if the ratings assigned to our debt securities by rating organizations were revised downward;
- will require us to dedicate a substantial portion of our cash from operations to the payment of principal and interest on our debt, reducing the funds available to us for other purposes, including expansion through acquisitions, capital expenditures, marketing spending and expansion of our product offerings;
- may limit our flexibility to adjust to changing business and market conditions and make us more vulnerable to a downturn in general economic conditions as compared to our competitors; and
- may place us at a possible competitive disadvantage relative to less leveraged competitors and competitors that have better access to capital.

Our ability to make scheduled payments or to refinance our obligations with respect to our indebtedness will depend on our financial and operating performance, which, in turn, is subject to prevailing economic conditions and to financial, business and other factors beyond our control.

OUR STOCK PRICE, AND THEREFORE THE PRICE OF THE DEBENTURES, MAY BE SUBJECT TO SIGNIFICANT FLUCTUATIONS AND VOLATILITY, WHICH COULD NEGATIVELY AFFECT YOUR INVESTMENT.

The market price of the debentures may be significantly affected by the market price of our common stock particularly if our common stock trades in excess of the conversion price of the debentures. This may result in greater volatility in the trading value of the debentures than would be expected for non-convertible debt securities that we issue. Among the factors that could affect our common stock price are those discussed above under "-- Risks Related to Our Business" as well as:

- quarterly variations in our operating results;
- federal or state legislative, licensing or regulatory changes with respect to our industry;
- healthcare reform measures;
- client relationship developments;
- changes in revenue or earnings estimates or publication of research reports by analysts;
- speculation in the press or investment community;
- strategic actions by us or our competitors;
- general market conditions; and

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- domestic and international economic factors unrelated to our performance.

In addition, the stock markets have experienced extreme volatility that has often been unrelated to the operating performance of particular companies. These broad market fluctuations may adversely affect the trading price of our common stock and of the debentures.

THE TRADING PRICES FOR THE DEBENTURES MAY BE AFFECTED BY THE TRADING PRICES FOR OUR COMMON STOCK, WHICH ARE IMPOSSIBLE TO PREDICT.

The price of our common stock could be affected by possible sales of our common stock by investors who view the debentures as a more attractive means of equity participation in our company particularly if our common stock trades in excess of the conversion price of the debentures. In addition, the trading price

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of our common stock could be affected by hedging or arbitrage trading activity that may develop involving our common stock. The hedging or arbitrage could, in turn, affect the trading prices of the debentures.

THE CONDITIONAL CONVERSION FEATURE OF THE DEBENTURES COULD RESULT IN YOU NOT RECEIVING THE VALUE OF THE CASH AND COMMON STOCK, IF ANY, INTO WHICH THE DEBENTURES ARE CONVERTIBLE.

The debentures are convertible into cash and, depending on the trading price of our common stock, shares of common stock only if specific conditions are met. If the specific conditions for conversion are not met, you may not be able to receive the value of the cash and common stock, if any, into which your debentures would otherwise be convertible.

CONVERSION OF DEBENTURES ENTAILS MARKET RISK WITH RESPECT TO OUR COMMON STOCK, AND IF THE TRADING PRICE OF OUR COMMON STOCK DECLINES AFTER YOU SUBMIT A CONVERSION NOTICE, YOU MAY ULTIMATELY RECEIVE LESS CASH AND COMMON STOCK THAN YOU EXPECTED TO RECEIVE WHEN YOU SUBMITTED YOUR CONVERSION NOTICE.

The amount of cash and common stock, if any, payable upon conversion of debentures depends, in part, on the trading price of our common stock during a period of 20 trading days occurring after you submit a conversion notice. Conversion notices cannot be revoked. As a result, if the trading price of our common stock declines during the applicable 20 trading day period, you may receive less cash and common stock than you expected to receive when you submitted your conversion notice. You may receive less than 100% of the principal amount of the debentures surrendered for conversion. The manner in which the amount of cash and common stock, if any, payable upon conversion of debentures will be determined is described under "Description of Debentures -- Conversion Rights -- Payment Upon Conversion."

THERE MAY NOT BE AN ACTIVE TRADING MARKET FOR THE DEBENTURES, WHICH COULD ADVERSELY AFFECT THE TRADING PRICE OF THE DEBENTURES AND YOUR ABILITY TO SELL THE DEBENTURES.

Prior to this offering, there has been no trading market for the debentures. We do not intend to apply for listing of the debentures on any securities exchange or any automated quotation system. Although the initial purchasers advised us that they intend to make a market in the debentures, they are not obligated to do so and may discontinue their market-making activities at any time without notice. Consequently, we cannot be sure that any market for the debentures will develop, or if one does develop, that it will be maintained. If an active market for the debentures fails to develop or be sustained, the

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trading price and liquidity of the debentures could be adversely affected.

IF YOU ARE ABLE TO RESELL YOUR DEBENTURES, MANY OTHER FACTORS MAY AFFECT THE PRICE YOU RECEIVE, WHICH MAY BE LOWER THAN YOU BELIEVE TO BE APPROPRIATE.

If you are able to resell your debentures, the price you receive will depend on many other factors that may vary over time, including:

- the number of potential buyers;
- the level of liquidity of the debentures;
- ratings published by major credit rating agencies;
- our financial performance;
- the amount of indebtedness we have outstanding;
- the level, direction and volatility of market interest rates generally;
- the market for similar securities;
- the redemption and repayment features of the debentures to be sold; and
- the time remaining to the maturity of your debentures.

As a result of these factors, you may only be able to sell your debentures at prices below those you believe to be appropriate, including prices below the price you paid for them.

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THE CONVERSION RATE OF THE DEBENTURES MAY NOT BE ADJUSTED FOR ALL DILUTIVE EVENTS, WHICH COULD ADVERSELY AFFECT THE VALUE OF THE DEBENTURES AND ANY COMMON STOCK THAT MAY BE ISSUABLE UPON CONVERSION OF THE DEBENTURES.

The conversion rate of the debentures is subject to adjustment for certain events, including but not limited to the issuance of stock dividends on our common stock, the issuance of rights or warrants, subdivisions, combinations, distributions of capital stock, indebtedness or assets, certain cash dividends and certain tender or exchange offers as described under "Description of the Debentures -- Conversion Rights -- Conversion Rate Adjustments." The conversion rate will not be adjusted for other events, such as an issuance of common stock for cash, which may adversely affect the trading price of the debentures or our common stock. We cannot assure you that an event that adversely affects the value of the debentures, but does not result in an adjustment to the conversion rate, will not occur.

YOU MAY HAVE TO PAY TAXES WITH RESPECT TO DISTRIBUTIONS ON OUR COMMON STOCK THAT YOU DO NOT RECEIVE.

The conversion rate of the debentures is subject to adjustment for certain events arising from stock splits and combinations, stock dividends, certain cash dividends and certain other actions by us that modify our capital structure. See "Description of the Debentures -- Conversion Rights -- Conversion Rate Adjustments." If the conversion rate is adjusted as a result of a distribution that is taxable to our common stock holders, such as a cash dividend, you would be required to include an amount in income for federal income tax purposes, notwithstanding the fact that you do not actually receive such distribution. The amount that you would have to include in income will generally be equal to the amount of the distribution that you would have received if you had settled the

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purchase contract and purchased our common stock. In addition, non-U.S. holders of the debentures may, in certain circumstances, be deemed to have received a distribution subject to U.S. federal withholding tax requirements. See "Certain Material United States Federal Income Tax Considerations."

THE DEBENTURES DO NOT RESTRICT OUR ABILITY TO INCUR ADDITIONAL DEBT OR TO TAKE OTHER ACTION THAT COULD NEGATIVELY IMPACT OUR ABILITY TO MAKE PAYMENTS ON THE DEBENTURES WHEN DUE.

We are not restricted under the terms of the indenture and the debentures from incurring additional indebtedness or securing indebtedness other than the debentures. In addition, the debentures do not require us to achieve or maintain any minimum financial results relating to our financial position or results of operations. Our ability to recapitalize, incur additional debt, secure existing or future debt and take a number of other actions that are not limited by the terms of the indenture and the debentures could have the effect of diminishing our ability to make payments on the debentures when due. In addition, we are not restricted from repurchasing subordinated indebtedness or common stock by the terms of the indenture and the debentures.

CONVERSION OF THE DEBENTURES MAY DILUTE THE OWNERSHIP INTEREST OF EXISTING STOCKHOLDERS, INCLUDING HOLDERS WHO HAD PREVIOUSLY CONVERTED THEIR DEBENTURES.

The conversion of debentures may dilute the ownership interests of existing stockholders. Any sales in the public market of the common stock issuable upon such conversion could adversely affect prevailing market prices of our common stock. In addition, the existence of the debentures may encourage short selling by market participants because the conversion of the debentures could depress the price of our common stock.

IF YOU HOLD DEBENTURES, YOU WILL NOT BE ENTITLED TO ANY RIGHTS WITH RESPECT TO OUR COMMON STOCK, BUT YOU WILL BE SUBJECT TO ALL CHANGES MADE WITH RESPECT TO OUR COMMON STOCK.

If you hold debentures, you will not be entitled to any rights with respect to our common stock (including, without limitation, voting rights and rights to receive any dividends or other distributions on our common stock), but you will be subject to all changes affecting the common stock. You will have rights with respect to our common stock only if and when we deliver shares of common stock to you upon conversion of your debentures and, in limited cases, under the conversion rate adjustments applicable to

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the debentures. For example, in the event that an amendment is proposed to our certificate of incorporation or bylaws requiring stockholder approval and the record date for determining the stockholders of record entitled to vote on the amendment occurs prior to delivery of common stock to you, you will not be entitled to vote on the amendment, although you will nevertheless be subject to any changes in the powers, preferences or special rights of our common stock.

WE HAVE VARIOUS MECHANISMS IN PLACE TO DISCOURAGE TAKEOVER ATTEMPTS, WHICH MAY REDUCE OR ELIMINATE OUR STOCKHOLDERS' ABILITY TO SELL THEIR SHARES FOR A PREMIUM IN A CHANGE OF CONTROL TRANSACTION.

Various provisions of our certificate of incorporation and bylaws and of Delaware corporate law may discourage, delay or prevent a change of control or takeover attempt of our company by a third party that is opposed to by our management and board of directors. Public stockholders who might desire to participate in such a transaction may not have the opportunity to do so. These anti-takeover provisions could substantially impede the ability of public

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stockholders to benefit from a change of control or change in our management and board of directors. These provisions include:

- preferred stock that could be issued by our board of directors to make it more difficult for a third party to acquire, or to discourage a third party from acquiring, a majority of our outstanding voting stock;
- non-cumulative voting for directors;
- control by our board of directors of the size of our board of directors;
- limitations on the ability of stockholders to call special meetings of stockholders;
- a unanimity requirement for stockholders to take any action by written consent; and
- advance notice requirements for nominations of candidates for election to our board of directors or for proposing matters that can be acted upon by our stockholders at stockholder meetings.

We have also approved a Rights Agreement, which we refer to in this prospectus as the rights plan. Pursuant to the rights plan, the holders of our common stock are entitled to purchase one one-hundredth of a share of Series A Junior Participating Preferred Stock at a purchase price of \$75 per unit. Subject to certain exceptions specified in the rights plan, the right to purchase will separate from the common stock and become exercisable upon the earlier to occur of (i) 10 business days following a public announcement that a person or group of affiliated or associated persons has acquired beneficial ownership of 15% or more of the outstanding common stock or (ii) 10 business days following the commencement of a tender offer for the common stock. The existence of the rights plan may discourage, delay or prevent a change of control or takeover attempt of our company by a third party opposed to by our management and board of directors.

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### FORWARD-LOOKING STATEMENTS

This prospectus includes statements reflecting assumptions, expectations, projections, intentions, and/or beliefs about future events and future performance that are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. You can identify these statements by the fact that they do not relate strictly to historical or current facts or because they necessarily depend upon future events. They sometimes include words such as "anticipate," "estimate," "project," "forecast," "may," "will," "intend," "should," "could," "would," "expect," "believe" and other words of similar meaning. In particular, these forward-looking statements include, but are not limited to, statements relating to the following:

- meritorious defenses to the claims and other issues asserted in pending legal matters;
- the effect of industry and regulatory changes on our business and our customer base;
- the impact of revenue backlog on future revenue; and
- overall profitability and the availability of capital.

Any or all of our forward-looking statements may turn out to be wrong. They



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can be affected by inaccurate assumptions and by known or unknown risks and uncertainties. Although we believe that the forward-looking statements we have made are based on reasonable assumptions, they are based on current information and beliefs and, accordingly, we can give no assurance that our expectations will be achieved. In addition, these statements are subject to factors that could cause actual results to differ materially from those suggested by the forward-looking statements. These factors include, but are not limited to, factors identified in this prospectus under the caption "Risk Factors."

Many of these factors and uncertainties will be important in determining our actual future results. Consequently, no forward-looking statement can be guaranteed. Our actual future results may vary materially from those expressed or implied in any forward-looking statements.

All of our forward-looking statements, whether written or oral are expressly qualified by these cautionary statements and any other cautionary statements that may accompany such forward-looking statements. In addition, we disclaim any obligation to update forward-looking statements to reflect events or circumstances that occur or become known after the date of this prospectus.

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### USE OF PROCEEDS

We will not receive any proceeds from the sale by any selling securityholder of the debentures or the shares of common stock issuable, if any, upon conversion of the debentures.

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### SELLING SECURITYHOLDERS

The debentures were originally issued by us in a private placement and were resold by the initial purchasers thereof to qualified institutional buyers in reliance on Rule 144A under the Securities Act of 1933, as amended, which we refer to in this prospectus as the Securities Act. Selling securityholders named in the following table, including any of their non-sale transferees, pledgees or donees, or their successors, may from time to time offer and sell any or all of the debentures and shares of common stock, if any, into which the debentures are convertible pursuant to this prospectus.

The selling securityholders may offer all, some or none of the debentures or shares of common stock, if any, into which the debentures are convertible. Because the selling securityholders may offer all or some portion of the debentures or the common stock, no estimate can be given as to the amount of the debentures or the common stock that will be held by the selling securityholders upon completion of this offering.

NAME OF SELLING SECURITYHOLDER	PRINCIPAL AMOUNT OF DEBENTURES BENEFICIALLY OWNED THAT MAY BE SOLD	NUMBER OF SHARES OF COMMON STOCK OWNED PRIOR TO THIS OFFERING (1) (2)	CONVERSION SHARES OF COMMON STOCK THAT MAY BE SOLD (2)	DEBENTURES OWNED AFTER COMPLETION OF THIS OFFERING (3)	S ST CO
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Acuity Master Fund, Ltd.(4).....	760,000	--	--	0
Akela Capital Master Fund, Ltd.(5).....	12,500,000	--	--	0
Attorney's Title Insurance Fund(6).....	90,000	--	--	0
Banc of America Securities LLC(7).....	3,475,000	--	--	0
Bancroft Convertible Fund, Inc.(8).....	500,000	--	--	0
Basso Multi-Strategy Holding Fund Ltd.(9).....	1,000,000	--	--	0
BNP Paribas Equity Strategies, SNC(10).....	3,241,000	2,301	--	0
Boilermakers Blacksmith Pension Trust(11).....	1,245,000	--	--	0
BP Amoco PLC Master Trust(12)....	546,000	--	--	0
Calamos(R) Market Neutral Fund -- Calamos(R) Investment Trust(13).....	3,000,000	--	--	0
Citadel Credit Trading Ltd.(14).....	160,000	--	--	0
Citadel Equity Fund Ltd.(15).....	1,840,000	--	--	0
Consulting Group Capital Markets Funds(16).....	600,000	--	--	0
CooperNeff Convertible Strategies (Cayman) Master Fund, LP(17)...	1,188,000	--	--	0
CQS Convertible and Quantitative Strategies Master Fund Limited(18).....	500,000	--	--	0
DBAG London(19).....	525,000	--	--	0
Delta Airlines Master Trust(20).....	315,000	--	--	0
Diaco Investments LP(21).....	240,000	--	--	0
DKR SoundShore Opportunity Holding Fund Ltd.(22).....	2,100,000	--	--	0
Duke Endowment(23).....	265,000	--	--	0
Ellsworth Convertible Growth and Income Fund, Inc.(24).....	500,000	--	--	0
FrontPoint Convertible Arbitrage Fund, L.P.(25).....	3,500,000	--	--	0
Geode U.S. Convertible Arbitrage Fund(26).....	3,350,000	--	--	0

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NAME OF SELLING SECURITYHOLDER	PRINCIPAL AMOUNT OF DEBENTURES BENEFICIALLY OWNED THAT MAY BE SOLD	NUMBER OF SHARES OF COMMON STOCK OWNED PRIOR TO THIS OFFERING (1) (2)	CONVERSION SHARES OF COMMON STOCK THAT MAY BE SOLD (2)	DEBENTURES OWNED AFTER COMPLETION OF THIS OFFERING (3)	S	ST	CO
Grace Convertible Arbitrage Fund, Ltd.(27).....	3,500,000	--	--	0			

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HFRCA Select Fund(28).....	750,000	--	--	0
Highbridge International LLC(29).....	4,000,000	--	--	0
Hotel Union & Hotel Industry of Hawaii Pension Plan(30).....	147,000	--	--	0
Institutional Benchmarks Master Fund Ltd. c/o SSI Investment Management(31).....	781,000	--	--	0
Institutional Benchmarks Master Fund Ltd. c/o Zazove Associates(32).....	1,750,000	--	--	0
Lord Abbett Investment Trust -- LA Convertible Fund(33).....	2,500,000	--	--	0
Lyxor/Convertible Arbitrage Fund Limited(34).....	540,000	--	--	0
Man Convertible Bond Master Fund, Ltd.(35).....	7,190,000	--	--	0
McMahan Securities Co. L.P.(36).....	2,000,000	--	--	0
Mill River Master Fund, L.P.(37).....	1,000,000	--	--	0
MSD TCB, LP(38).....	10,700,000	--	--	0
The Northwestern Mutual Life Insurance Company(39).....	1,900,000	--	--	0
Polaris Vega Fund L.P.(40).....	4,900,000	--	--	0
Putnam Convertible Income-Growth Trust(41).....	3,500,000	--	--	0
RBC Alternative Assets -- Conv. ARB(42).....	250,000	--	--	0
S.A.C. Arbitrage Fund, LLC(43)...	1,000,000	42,130	--	0
San Diego County Employee Retirement Association(44).....	2,000,000	--	--	0
Singlehedge US Convertible Arbitrage Fund(45).....	474,000	--	--	0
Sphinx Convertible Arbitrage Fund SPC(46).....	593,000	--	--	0
SSI Blended Market Neutral L.P.(47).....	295,000	--	--	0
SSI Hedged Convertible Market Neutral L.P.(48).....	459,000	--	--	0
St. Thomas Trading, Ltd.(49).....	3,335,000	--	--	0
Sterling Invest Co.(50).....	85,000	--	--	0
Sturgeon Limited(51).....	316,000	--	--	0
Sunrise Partners Limited Partnership(52).....	12,300,000	--	--	0
Value Line Convertible Fund, Inc.(53).....	250,000	--	--	0

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PRINCIPAL AMOUNT OF DEBENTURES BENEFICIALLY	NUMBER OF SHARES OF COMMON STOCK OWNED PRIOR	CONVERSION SHARES OF COMMON STOCK THAT MAY	DEBENTURES OWNED AFTER COMPLETION	S ST
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NAME OF SELLING SECURITYHOLDER	OWNED THAT MAY BE SOLD	TO THIS OFFERING(1) (2)	BE SOLD(2)	OF THIS OFFERING(3)	CO
Viacom Inc. Pension Plan Master Trust (54).....	14,000	--	--	0	
VICIS Capital Master Fund(55)....	3,243,750	--	--	0	
Victus Capital, LP(56).....	2,162,500	--	--	0	
Wachovia Capital Markets LLC(57).....	400,000	--	--	0	
Whitebox Diversified Convertible Arbitrage Partners LP(58).....	1,250,000	--	--	0	
Wolverine Asset Management(59)...	2,000,000	--	--	0	
WPG Convertible Arbitrage Overseas Master Fund(60).....	600,000	--	--	0	
WPG Uninvest Multi-Strategy -- Conv. ARB(61).....	150,000	--	--	0	
Zazove Convertible Arbitrage Fund L.P.(62).....	5,200,000	--	--	0	
Zazove Hedged Convertible Fund, L.P.(63).....	2,000,000	--	--	0	
Zazove Income Fund L.P.(64).....	1,000,000	--	--	0	
Total(65).....	125,000,000	44,431	--	0	

(1) Includes common stock into which the debentures are convertible.

(2) As originally issued, the debentures were convertible into shares of our common stock at an initial conversion rate of 56.0243 shares per \$1,000 principal amount, for an aggregate of 7,003,037 shares. However, we have made an irrevocable election under the terms of the indenture to satisfy in cash up to 100% of the principal amount of the debentures submitted for conversion, with any remaining amount to be satisfied in shares of our common stock as described under "Description of the Debentures -- Conversion Rights -- Payment Upon Conversion." The precise number of shares, if any, issuable upon conversion of debentures depends, in part, on the trading price of our common stock following an election to convert and is not presently determinable. If the trading price of our common stock does not exceed approximately \$17.85, no shares of common stock would be issuable upon conversion of debentures. In no event will the number of shares issuable upon conversion, per \$1,000 principal amount of debentures, exceed the applicable conversion rate. The conversion rate currently remains at the initial rate of 56.0243 shares per \$1,000 principal amount, but is subject to adjustment in the manner and upon the events described under "Description of the Debentures -- Conversion Rights -- Conversion Rate Adjustments."

(3) We do not know when or in what amounts a selling securityholder may offer the debentures or shares of common stock for sale. The selling securityholders might not sell any or all of the debentures or shares of common stock offered by this prospectus. Because the selling securityholders may offer all or some of the debentures or shares of common stock pursuant to this prospectus, and because there are currently no agreements, arrangements or understandings with respect to the sale of any of the debentures or shares of common stock, we cannot estimate the number of the debentures or shares of common stock that will be held by the selling securityholders after completion of this offering. However, for

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purposes of this table, we have assumed that, after completion of the offering pursuant to this prospectus, none of the debentures or shares of common stock covered by this prospectus will be held by the selling securityholders.

- (4) David J. Harris and Howard Needle are the managing members of the selling securityholder and exercise voting control and dispositive power over these securities.

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- (5) Anthony B. Bosco acts as investment manager for the selling securityholder and exercises voting control and dispositive power over these securities.
- (6) Ann Houlihan acts as investment manager for the selling securityholder and exercises voting control and dispositive power over these securities.
- (7) The selling securityholder is a subsidiary of Bank of America Corp., a reporting company under the Exchange Act. The selling securityholder served as the lead manager in the initial offering of the debentures and is an affiliate of Bank of America, N.A., one of the lenders under our credit agreement. The selling securityholder has informed us that it is a registered broker-dealer. As such, it is an underwriter in connection with the sale of the debentures and the shares of common stock, if any, into which the debentures are convertible. The selling securityholder has informed us that it purchased the securities in the ordinary course of business, and at the time of purchase, it had no agreements or understandings, directly or indirectly, with any person to distribute the securities.
- (8) Davis-Dinsmore Management Company acts as investment advisor to the selling securityholder. Thomas H. Dinsmore is the portfolio manager of Davis-Dinsmore Management Company and exercises voting control and dispositive power over these securities.
- (9) Basso Asset Management, L.P. acts as investment manager for the selling securityholder. Basso GP, LLC is the general partner of Basso Asset Management, L.P., and Howard Fischer as managing member of Basso GP, LLC exercises voting control and dispositive power over these securities.
- (10) The total under "Number of Shares of Common Stock Owned Prior to this Offering" includes 1,261 shares of our common stock owned by the selling securityholder. CooperNeff Advisors, Inc. acts as investment manager for the selling securityholder. Christian Menestrier is the Chief Executive Officer of CooperNeff Advisors, Inc. and exercises voting control and dispositive power over these securities. The selling securityholder has informed us that (i) it is an affiliate of BNP Paribas Securities Corp., a registered broker-dealer, (ii) it purchased the securities in the ordinary course of business, and (iii) at the time of purchase, the selling securityholder had no agreements or understandings, directly or indirectly, with any person to distribute the securities.
- (11) Ann Houlihan acts as investment manager for the selling securityholder and exercises voting control and dispositive power over these securities.
- (12) John Gottfurcht, George Douglas and Amy Jo Gottfurcht act as investment managers for the selling securityholder and exercise voting control and dispositive power over these securities.
- (13) Nick Calamos acts as investment manager for the selling securityholder and exercise voting control and dispositive power over these securities.

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- (14) Citadel Limited Partnership, or Citadel, is the trading manager of the selling securityholder and disclaims beneficial ownership of these securities. Kenneth C. Griffin indirectly controls Citadel and therefore exercises ultimate voting control and dispositive power over these securities. Mr. Griffin disclaims beneficial ownership of these securities. The selling securityholder has informed us that (i) it is an affiliate of Aragon Investments Ltd., Palofax Trading LLC, Citadel Trading Group, LLC and Citadel Derivatives Group, LLC, each a registered broker-dealer, (ii) it purchased the securities in the ordinary course of business, and (iii) at the time of purchase, the selling securityholder had no agreements or understandings, directly or indirectly, with any person to distribute the securities.
- (15) Citadel Limited Partnership, or Citadel, is the trading manager of the selling securityholder and disclaims beneficial ownership of these securities. Kenneth C. Griffin indirectly controls Citadel and therefore exercises ultimate voting control and dispositive power over these securities. Mr. Griffin disclaims beneficial ownership of these securities. The selling securityholder has informed us that (i) it is an affiliate of Aragon Investments Ltd., Palofax Trading LLC, Citadel Trading Group, LLC and Citadel Derivatives Group, LLC, each a registered broker-dealer, (ii) it purchased the securities in the ordinary course of business, and (iii) at the time of purchase, the selling securityholder had no agreements or understandings, directly or indirectly, with any person to distribute the securities.
- (16) Nick Calamos acts as investment manager for the selling securityholder and exercises voting control and dispositive power over these securities.

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- (17) CooperNeff Advisors, Inc. acts as investment manager for the selling securityholder. Christian Menestrier is the Chief Executive Officer of CooperNeff Advisors, Inc. and exercises voting control and dispositive power over these securities.
- (18) CQS Convertible and Quantitative Strategies Feeder Fund Limited is the sole investor in the selling securityholder. CQS Cayman Limited Partnership acts as investment manager to the selling securityholder and, in turn, CQS Cayman Limited Partnership has delegated its investment management responsibilities to the investment advisor, CQS (UK) LLP. The directors of the selling securityholder have ultimate voting control and dispositive power over these securities. The directors of the selling securityholder are Alan Smith, Michael Hintze, Jim Rogers, Jonathan Crowther, Blair Gould and Karla Bodden.
- (19) Patrick Corrigan and Tom Sullivan act as brokers for the selling securityholder and exercise voting control and dispositive power over these securities. The selling securityholder has informed us that (i) it is an affiliate of Deutsche Bank Securities, Inc., a registered broker-dealer, (ii) it purchased the securities in the ordinary course of business, and (iii) at the time of purchase, the selling securityholder had no agreements or understandings, directly or indirectly, with any person to distribute

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the securities.

- (20) Ann Houlihan acts as investment manager for the selling securityholder and exercises voting control and dispositive power over these securities.
- (21) Simon Glick is the general partner of the selling securityholder and exercises voting control and investment power over these securities.
- (22) DKR Capital Partners L.P. acts as investment manager for the selling securityholder. DKR Capital Partners, L.P. has retained certain portfolio managers to act as the portfolio manager for the selling securityholder. DKR Capital Partners L.P. and these certain portfolio managers have shared voting control and shared dispositive power over the selling securityholder's securities. Tom Kirvaitis has trading authority over these securities for the selling securityholder.
- (23) Ann Houlihan acts as investment manager for the selling securityholder and exercises voting control and dispositive power over these securities.
- (24) Davis-Dinsmore Management Company acts as investment advisor to the selling securityholder. Thomas H. Dinsmore is the portfolio manager of Davis-Dinsmore Management Company and exercises voting control and dispositive power over these securities.
- (25) FrontPoint Partners LLC is the managing member of FrontPoint Convertible Arbitrage Fund GP LLC, the selling securityholder's general partner, and has voting control and dispositive power over these securities. Philip Duff, W. Gillespie Caffray and Paul Ghaffari are members of the board of managers of FrontPoint Partners LLC and exercise voting control and dispositive power over these securities.
- (26) Vincent Gubitosi acts as portfolio manager for the selling securityholder and exercises voting control and dispositive power over these securities.
- (27) Bradford Whitmore and Michael Brailon are managing members of the selling securityholder and exercise voting control and dispositive power over these securities.
- (28) Gene T. Pretti acts as investment advisor to the selling securityholder and exercises voting control and dispositive power over these securities.
- (29) Highbridge Capital Management acts as trading advisor to the selling

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securityholder. Glenn Dubin and Henry Swieca are the principals of Highbridge Capital Management and exercise voting control and dispositive power over these securities. The selling securityholder has informed us that (i) it is an affiliate of Highbridge Capital Corp., a registered broker-dealer, (ii) it purchased the securities in the ordinary course of business, and (iii) at the time of purchase, the selling securityholder had no agreements or understandings, directly or indirectly, with any person to distribute the securities.

- (30) John Gottfurcht, George Douglas and Amy Jo Gottfurcht act as investment managers for the selling securityholder and exercise voting control and dispositive power over these securities.

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- (31) John Gottfurcht, George Douglas and Amy Jo Gottfurcht act as investment managers for the selling securityholder and exercise voting control and dispositive power over these securities.

- (32) Gene T. Pretti acts as investment advisor to the selling securityholder and exercises voting control and dispositive power over these securities.

- (33) Maren Lindstrom is a fiduciary manager and partner at Lord Abbett & Co. and exercises voting control and dispositive power over these securities.

- (34) CooperNeff Advisors, Inc. acts as investment manager for the selling securityholder. Christian Menestrier is the Chief Executive Officer of CooperNeff Advisors, Inc. and exercises voting control and dispositive power over these securities.

- (35) Marin Capital Partners, LP acts as investment advisor to the selling securityholder. J.T. Hansen and John Null are principals of Marin Capital Partners, LP and exercise voting control and dispositive power over these securities.

- (36) D. Bruce McMahan is the general partner of the selling securityholder and exercises voting control and dispositive power over these securities. The selling securityholder has informed us that it is a registered broker-dealer. As such it is an underwriter in connection with the sale of the debentures and the shares of common stock, if any, into which the debentures are convertible. The selling securityholder has informed us that it purchased the securities in the ordinary course of business, and at the time of purchase, it had no agreements or understandings, directly or indirectly, with any person to distribute the securities.



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- (37) Massachusetts Mutual Life Insurance Company, or Massachusetts Mutual, is an affiliate of the selling securityholder and sold various insurance policies to our company. Annual premium payments for all policies total approximately \$87,250. Massachusetts Mutual is the principal equityholder of the selling securityholder. Mill River Management L.L.C., or MRM, is the General Partner of the selling securityholder. Babson Capital Management LLC, or Babson, is the sole member of MRM. MassMutual Holding LLC, or MassMutual, is the sole member of Babson. Massachusetts Mutual is the sole member of MassMutual. Patrick J. Joyce acts as portfolio manager for the selling securityholder and exercises sole voting and dispositive power over these securities. The selling securityholder has informed us that (i) it is an affiliate of MML Distributors, LLC, MML Investors Services, Inc., Oppenheimer Funds Distributor, Inc., Centennial Asset Management Corporation and Babson Securities Corporation, each a registered broker-dealer, (ii) it purchased the securities in the ordinary course of business, and (iii) at the time of purchase, the selling securityholder had no agreements or understandings, directly or indirectly, with any person to distribute the securities.
- (38) John Phelan and Glenn Fuhman are the managing partners of the selling securityholder and exercise voting control and dispositive power over these securities.
- (39) Northwestern Investment Management Company, LLC, or NIMC, is the investment advisor to the selling securityholder with respect to these securities. NIMC has shared voting power or investment power over these securities. Jerome R. Baier is a portfolio manager for NIMC and manages the portfolio holding these securities. The selling securityholder has informed us that (i) it is an affiliate of Northwestern Mutual Investment Services, LLC, Frank Russell Capital Inc., Frank Russell Securities, Inc. and Russell Fund Distributors, Inc., each a registered broker-dealer, (ii) it purchased the securities in the ordinary course of business, and (iii) at the time of purchase, the selling securityholder had no agreements or understandings, directly or indirectly, with any person to distribute the securities.
- (40) Gregory R. Levinson controls the selling securityholder's investment advisor and exercises voting control and dispositive power over these securities.
- (41) The selling securityholder is managed by Putnam Investment Management, LLC, which is owned through intermediaries by Marsh & McLennan Companies, Inc., a reporting company under the Exchange Act. The selling securityholder has informed us that (i) it is an affiliate of Putnam Retail Management Limited Partnership, a registered broker-dealer, (ii) it purchased the securities in the

ordinary course of business, and (iii) at the time of purchase, the selling securityholder had no agreements or understandings, directly or indirectly, with any person to distribute the securities.

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- (42) Sheri Kaplan acts as portfolio manager for the selling securityholder and exercises voting control and dispositive power over these securities.
- (43) The total under "Number of Shares of Common Stock Owned Prior to this Offering" includes 42,130 shares of our common stock owned by the selling securityholder. Pursuant to investment agreements, each of S.A.C. Capital Advisors, LLC, or SAC Capital Advisors, and S.A.C. Capital Management, LLC, or SAC Capital Management, share all investment and voting power over these securities. Steven A. Cohen controls both SAC Capital Advisors and SAC Capital Management. Each of SAC Capital Advisors, SAC Capital Management and Mr. Cohen disclaim beneficial ownership of any of these securities.
- (44) Gene T. Pretti acts as investment advisor to the selling securityholder and exercises voting control and dispositive power over these securities.
- (45) CooperNeff Advisors, Inc. acts as investment manager for the selling securityholder. Christian Menestrier is the Chief Executive Officer of CooperNeff Advisors, Inc. and exercises voting control and dispositive power over these securities.
- (46) John Gottfurcht, George Douglas and Amy Jo Gottfurcht act as investment managers for the selling securityholder and exercise voting control and dispositive power over these securities.
- (47) John Gottfurcht, George Douglas and Amy Jo Gottfurcht act as investment managers for the selling securityholder and exercise voting control and dispositive power over these securities.
- (48) John Gottfurcht, George Douglas and Amy Jo Gottfurcht act as investment managers for the selling securityholder and exercise voting control and dispositive power over these securities.
- (49) Marin Capital Partners, LP acts as investment advisor to the selling securityholder. J.T. Hansen and John Null are principals of Marin Capital Partners, LP and exercise voting control and dispositive power over these securities. The selling securityholder has informed us that (i) it is an affiliate of Tiburon Fund Trading, LLC, an inactive registered broker-dealer, (ii) it purchased the securities in the ordinary course of business, and (iii) at the time of purchase, the selling securityholder had no agreements or understandings, directly or indirectly, with any person to distribute the securities.
- (50) Ann Houlihan acts as investment manager for the selling securityholder and exercises voting control and dispositive power over these securities.

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- (51) CooperNeff Advisors, Inc. has shared voting control and sole investment control over these securities. Christian Menestrier is the Chief Executive Officer of CooperNeff Advisors, Inc.
- (52) S. Donald Sussman controls the selling securityholder's general partner and exercises voting control and dispositive power over these securities. The selling securityholder has informed us that (i) it is an affiliate of Paloma Securities L.L.C., a registered broker-dealer, (ii) it purchased the securities in the ordinary course of business, and (iii) at the time of purchase, the selling securityholder had no agreements or understandings, directly or indirectly, with any person to distribute the securities.
- (53) John Gottfurcht, George Douglas and Amy Jo Gottfurcht act as investment managers for the selling securityholder and exercise voting control and dispositive power over these securities.
- (54) David T. Henigson as vice president exercises voting control and dispositive power over these securities.
- (55) Shad Stastney, John Succo and Sky Lucas are members of the selling securityholder and exercise voting control and dispositive power over these securities.
- (56) Shad Stastney, as a managing director, John Succo, as a managing director, Sky Lucas, as a portfolio manager and managing director, and Bryan Zwen, as a principal, exercise voting control and dispositive power over these securities. The selling securityholder has informed us that (i) it is an affiliate of H.C. Wainwright, a registered broker-dealer, (ii) it purchased the securities in the ordinary course of business, and (iii) at the time of purchase, the selling securityholder had no agreements or understandings, directly or indirectly, with any person to distribute the securities.
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- (57) The selling securityholder is a subsidiary of Wachovia Corporation, a reporting company under the Exchange Act. The selling securityholder has informed us that it is a registered broker-dealer. As such, it is an underwriter in connection with the sale of the debentures and the shares of common stock, if any, into which the debentures are convertible. The selling securityholder has informed us that it purchased the securities in the ordinary course of business, and at the time of purchase, it had no agreements or understandings, directly or indirectly, with any person to distribute the securities.
- (58) Whitebox Diversified Arbitrage Advisors LLC is the general partner of the

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selling securityholder. Andrew Redleaf is the managing member of Whitebox Diversified Arbitrage Advisors LLC and exercises voting control and dispositive power over these securities.

- (59) Rob Bellick is the general partner of the selling securityholder and exercises voting control and dispositive power over these securities.
- (60) Sheri Kaplan acts as portfolio manager for the selling securityholder and exercises voting control and dispositive power over these securities. The selling securityholder has informed us that (i) it is an affiliate of Robeco USA Brokerage, a registered broker-dealer, (ii) it purchased the securities in the ordinary course of business, and (iii) at the time of purchase, the selling securityholder had no agreements or understandings, directly or indirectly, with any person to distribute the securities.
- (61) Sheri Kaplan acts as portfolio manager for the selling securityholder and exercises voting control and dispositive power over these securities.
- (62) Gene T. Pretti acts as investment advisor to the selling securityholder and exercises voting control and dispositive power over these securities.
- (63) Gene T. Pretti acts as investment advisor to the selling securityholder and exercises voting control and dispositive power over these securities.
- (64) Gene T. Pretti acts as investment advisor to the selling securityholder and exercises voting control and dispositive power over these securities.
- (65) The sum of the beneficial ownership information we have received from selling securityholders and reflected in the table above exceeds \$125,000,000. We believe this is because certain selling securityholders have transferred their debentures or otherwise reduced their position without informing us, but nevertheless resulting in us receiving new beneficial ownership information from their transferees. However, the maximum principal amount of notes that may be sold under this prospectus will not exceed \$125,000,000. Accordingly, the \$125,000,000 total has been retained in the table above and represents the maximum principal amount of debentures that could be sold hereunder. Information about additional selling securityholders not named in this table, or anyone directly or indirectly obtaining debentures or shares of common stock from such securityholders, will be set forth in post-effective amendments to the registration statement of which this prospectus forms a part before such persons are permitted to make any offers or sales pursuant to this prospectus. We may file prospectus supplements to include information about non-sale transferees, pledgees or donees who obtain debentures or shares of common stock from selling securityholders named in this table in transfers occurring after the date of this prospectus.

PLAN OF DISTRIBUTION

The selling securityholders and their successors, including their transferees, pledges or donees or their successors, may sell the debentures and any underlying common stock from time to time directly to purchasers or through underwriters, brokers, dealers or agents who may receive compensation in the form of discounts, concessions or commissions from the selling securityholders or the purchasers. These discounts, concessions or commissions as to any particular underwriter, broker, dealer or agent may be in excess of those customary in the types of transactions involved.

The debentures and any underlying common stock may be sold in one or more transactions at:

- fixed prices,
- prevailing market prices at the time of sale,
- prices related to the prevailing market prices,
- varying prices determined at the time of sale, or
- negotiated prices.

The sales may be affected in transactions (which may involve block transactions):

- on any national securities exchange or quotation service on which the debentures or any underlying common stock may be listed or quoted at the time of sale,
- in the over-the-counter market,
- in transactions other than on such exchanges or services or in the over-the-counter market,
- through the writing and exercise of options, whether the options are listed on an options exchange or otherwise, or
- through the settlement of short sales.

In connection with sales of the debentures and any underlying common stock or otherwise, the selling securityholders may enter into hedging transactions with brokers, dealers or other financial institutions. These brokers, dealers or other financial institutions may in turn engage in short sales of the debentures or any such underlying common stock in the course of hedging their positions. The selling securityholders may also sell the debentures or any underlying common stock short and deliver debentures or any such underlying common stock to close out short positions, or loan or pledge debentures or any underlying common stock to brokers or dealers that, in turn, may sell the debentures or any such underlying common stock. To our knowledge, there are currently no plans, arrangements or understandings between any selling securityholders and any underwriter, broker, dealer or agent regarding the sale of the debentures or any underlying common stock by the selling securityholders.

The aggregate proceeds to the selling securityholders from the sale of the debentures or any underlying common stock offered by them will be the purchase price of the debentures or any such underlying common stock less discounts and commissions, if any. Each of the selling securityholders reserves the right to

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accept and, together with their agents from time to time, to reject, in whole or in part, any proposed purchase of the debentures or any underlying common stock to be made directly or through agents. We will not receive any of the proceeds of the sale of the debentures or any underlying common stock offered by this prospectus.

In order to comply with the securities laws of some states, if applicable, the debentures and any underlying common stock may be sold in these jurisdictions only through registered or licensed brokers or dealers. In addition, in some states, the debentures and any underlying common stock may not be sold unless they have been registered or qualified for sale or an exemption from registration or qualification requirements is available and is complied with.

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Selling securityholders who are registered broker-dealers are "underwriters" under the securities laws. Other selling securityholders and any brokers, dealers or agents who participate in the sale of the debentures or any underlying common stock may be "underwriters" under the securities laws. Any profits on the sale of securities by selling securityholders who are underwriters and any discounts, commissions or concessions received by any brokers, dealers or agents who are underwriters might be deemed to be underwriting discounts or commissions under the securities laws. Persons who are underwriters may be subject to liabilities under the securities laws and will be subject to the prospectus delivery requirements of the securities laws.

If the debentures or any underlying common stock are sold through underwriters, brokers or dealers, the selling securityholders will be responsible for underwriting discounts or commissions or agent commissions.

We do not know when or whether any selling securityholder will sell any or all of the debentures or any underlying common stock pursuant to this prospectus. In addition, any debentures or underlying common stock covered by this prospectus that qualify for sale under Rule 144 or Rule 144A of the Securities Act may be sold under Rule 144 or Rule 144A rather than under this prospectus. The selling securityholders may not sell any or all of the debentures or any underlying common stock and may not transfer, devise or gift these securities by other means not described in this prospectus.

The selling securityholders have acknowledged that they and other persons participating in any distribution will be subject to the securities laws and rules, including Regulation M of the Exchange Act, which may limit the timing of purchases and sales of any of the debentures or any underlying common stock by the selling securityholders and any other persons. In addition, Regulation M of the Exchange Act may restrict the ability of any person engaged in the distribution of the debentures or any underlying common stock to engage in market-making activities with respect to the debentures or our common stock for a period of up to five business days prior to the commencement of the distribution. This restriction may affect the marketability of the debentures or any underlying common stock and the ability of any person or entity to engage in market-making activities with respect to the debentures or our common stock.

To the extent required, the specific debentures or any underlying common stock to be sold, the names of the selling securityholders, the respective purchase prices and public offering prices, the names of any agent, dealer or underwriter, and any applicable commissions or discounts with respect to a particular offer will be set forth in an accompanying prospectus supplement or, if appropriate, a post-effective amendment to the registration statement of which this prospectus is a part.

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We entered into a registration rights agreement for the benefit of holders of the debentures to register their debentures and any underlying common stock under applicable federal and state securities laws under specific circumstances and at specific times. Under the registration rights agreement, we and the selling securityholders will be indemnified by (or entitled to contribution from) one another against specified liabilities