CONCORD COMMUNICATIONS INC
Form POS AM
May 20, 2005

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As filed with the Securities and Exchange Commission on May 20, 2005

Registration No. 333-112091

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

Post-Effective Amendment No. 4 to FORM S-3
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Concord Communications, Inc.
(Exact name of Registrant as specified in its charter)

Massachusetts	**04-2710876**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

600 Nickerson Road
Marlboro, Massachusetts 01752
(508) 460-4646
(Address, including zip code, and telephone number, including area code, of Registrant s principal executive offices)

John A. Blaeser
President and Chief Executive Officer
Concord Communications, Inc.
600 Nickerson Road
Marlboro, Massachusetts 01752
(508) 460-4646
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies of all communications, including all communications sent to the agent for service, should be sent to:

Douglas A. Batt, Esq.	**Kevin M. Barry, Esq.**
Executive Vice-President,	**Bingham McCutchen LLP**
General Counsel and Clerk	**150 Federal Street**

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. o

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, 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, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

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

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following. o

The Registrant hereby undertakes to amend 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.

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EXPLANATORY NOTE

This Post-Effective Amendment No. 4 to the Registration Statement on Form S-3 (333-112091) is being filed to amend the table under the caption Selling Securityholders in the prospectus contained herein to add, delete and revise the names and respective holdings of certain selling securityholders who have requested such changes, and to update certain other disclosure in the prospectus.

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The information in this prospectus is not complete and may be changed. The selling securityholders may not sell these securities until the post-effective amendment to the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED MAY 20, 2005

Prospectus

$86,250,000
(AGGREGATE PRINCIPAL AMOUNT)

3.0% CONVERTIBLE SENIOR NOTES DUE 2023 AND
THE COMMON STOCK ISSUABLE UPON THE CONVERSION OF THE NOTES

We issued the notes in a private placement on December 8, 2003. This prospectus will be used by selling securityholders to resell their notes and the common stock issuable upon conversion of their notes. We will not receive any proceeds from this offering.

The notes are issued only in denominations of $1,000 and integral multiples thereof and mature on December 15, 2023. The notes will be issued only in registered book-entry form. You may convert the notes into shares of our common stock in accordance with the terms and conditions of the notes prior to their maturity or their prior redemption or repurchase by us. The conversion rate is 37.2148 shares of common stock per each $1,000 principal amount of notes, subject to adjustment in certain circumstances. This is equivalent to a conversion price of approximately $26.87 per share. The notes are initially convertible, in accordance with their terms, into approximately 3,209,776 shares of common stock as of the date of this prospectus.

We will pay cash interest on the notes on June 15th and December 15th of each year. The first such payment was made on June 15, 2004. The notes are general unsecured obligations of Concord, ranking equally in right of payment with all our existing and future unsecured senior indebtedness, and senior in right of payment to any of our future subordinated indebtedness. The notes will be effectively subordinated to any of our existing and future secured indebtedness to the extent of the assets securing such indebtedness and to the claims of all creditors of our subsidiaries.

We may redeem for cash all or a portion of the notes at any time on or after December 15, 2008, upon at least 20 days notice, for a price equal to 100% of the principal amount of the notes to be redeemed plus accrued and unpaid interest (including additional amounts), if any, to but not including the redemption date.

Holders may require us to purchase all or part of their notes for cash at a purchase price of 100% of the principal amount of the notes plus accrued and unpaid interest on December 15, 2008, December 15, 2013 and December 15, 2018 and upon the occurrence of a designated event, as described in the section of this prospectus entitled DESCRIPTION OF NOTES.

The notes are eligible to trade on the Nasdaq s screen-based automated trading system known as the Private Offerings, Resale and Trading through Automated Linkages, or PORTAL . Holders who are not listed in the section of the prospectus entitled SELLING SECURITYHOLDERS may continue to use PORTAL to trade the notes. Our common stock is quoted on the Nasdaq National Market under the symbol CCRD . On May 12, 2005, the last reported closing price of our common stock on the Nasdaq National Market was $16.56 per share.

The securities offered hereby involve a high degree of risk.
See Risk Factors beginning on page 5.

Neither the Securities and Exchange Commission (SEC) nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is _____, 2005.

You should rely only on the information contained herein or specifically incorporated by reference in this prospectus. We have not authorized anyone to provide you with information different from that contained in this prospectus. The selling stockholders are offering to sell, and seeking offers to buy, securities only in jurisdictions where offers and sales are permitted. The information contained in this prospectus is accurate only as of the date of this prospectus, regardless of the time of delivery of this prospectus or of any sale of securities.

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SPECIAL CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

This prospectus includes or incorporates by reference forward-looking statements within the meaning of Section 27A of the Securities Act, and Section 21E of the Securities Exchange Act of 1934 (the Exchange Act). For example, statements in this prospectus regarding our financial position, business strategy and other plans and objectives for future operations, and assumptions and predictions about future product demand, supply, manufacturing, costs, marketing and pricing factors are all forward-looking statements. When we use words like intend , anticipate, believe, estimate, plan, will or expect, and other terms of like import, we are making forward-looking statements. We believe that the assumptions and expectations reflected in such forward-looking statements are reasonable, based on information available to us on the date hereof, but we cannot assure you that these assumptions and expectations will prove to have been correct or that we will take any action that we may presently be planning. We have disclosed certain important factors that could cause our actual results to differ materially from our current expectations, including:

- variations in our quarterly operating results;
- integration of acquired products and technologies;
- announcements of technological innovations or new products by us or our competitors;
- introduction of new products or new pricing policies by us or our competitors;
- announcements by us or our competitors of significant customer orders;
- acquisitions or strategic alliances by us or others in our industry;
- changes in global economic and political conditions;
- decreases in the purchases of services by our customers
- relationships with strategic partners and other evolving distribution channels;
- the hiring or departure of key personnel;
- decreases in sales of products and services outside the United States
- our failure to continue to expand into international markets;
- failure to obtain or protect our intellectual property rights;
- changes in the software industry cycle;
- changes in the market for our products and services;
- changes in market valuations of companies within the software industry;
- changes in estimates of our performance or recommendations by financial analysts; and
- the other risks and uncertainties described in this prospectus under Risk Factors.

You should understand that forward-looking statements made in connection with this offering are necessarily qualified by these factors. We are not undertaking to publicly update or revise any forward-looking statement if we obtain new information or upon the occurrence of future events or otherwise.

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SUMMARY OF THE OFFERING AND THE COMPANY

As used in this prospectus, references to Concord, we, our or us refer solely to Concord Communications, Inc. and not to any of our current or future subsidiaries, unless the context otherwise requires.

The following summary is qualified in its entirety by the more detailed information appearing elsewhere in this prospectus. You should consider carefully the information set forth in this prospectus under the heading RISK FACTORS.

This prospectus is offering an aggregate principal amount of $86,250,000 of 3.0% Convertible Senior Notes due 2023 and 3,209,776 shares of our common stock issuable on conversion of the notes for sale by certain selling stockholders. The selling stockholders acquired the notes in connection with a private placement on December 8, 2003 and the resultant resale by the initial purchaser of the notes under Rule 144A for the Securities Act.

We are receiving no proceeds from the sale of securities offered for sale hereunder. We have agreed to pay the expenses associated with registering the securities of the selling stockholders. We may suspend the use of this prospectus during certain periods of time described in the section of this prospectus entitled DESCRIPTION OF NOTES if the prospectus would, in our judgment, contain a material misstatement or omission as a result of an event that has occurred and is continuing, and we determine in good faith that the disclosure of this material non-public information would have a material adverse effect on us and our subsidiaries taken as a whole.

Concord provides a Business Service Management (BSM) software solution to enterprises and service providers. The company s software solution, the *e*Health® Suite,

- maps information technology (IT) services to business needs,
- measures the actual end user experience, and
- manages application, system and network infrastructures.

Business process automation has resulted in tremendous increases in productivity and profitability, but has also presented new business challenges. For one, maintaining the availability and performance of business services has become more critical. Specifically, Line of Business (LOB) and IT managers require knowledge of the following metrics to understand how IT relates to business services provided:

- Availability of the services because a service that is not available has a detrimental effect on the business;
- Performance of the services because slow services have an economic cost and may indicate that more serious problems are to follow; and
- Service capacity. Excess capacity is expensive. However, inadequate capacity leads to shortages or outages. IT managers rely on capacity data to closely manage expenses as well as to plan additional investments necessary to provide particular levels of service.

Business Service Management (BSM) solutions provide knowledge about availability, performance and service capacity. These solutions link IT services to business needs. They help detect problems before end users are impacted. They enable IT managers and their business counterparts to speak a common language. They also help IT managers and the LOB manage their portfolio of IT services.

Using solutions to holistically view business services, rather than narrowly view the infrastructure and application components, helps companies reduce costs and increase revenue by maintaining higher availability and better performance of business services. The core benefits of BSM include:

- Maintaining business service delivery by quickly identifying and correcting IT service problems;

- Creating a high level of customer service and satisfaction;
- Sustaining the company s revenue stream;
- Creating a unified business focus for the whole company management, business units, and the IT staff;
- Improving communication between the IT department and the business units; and
- Increasing the value of the IT resource.

Concord develops, markets and supports a BSM software solution, the *e*Health® Suite. The *e*Health Suite of products is designed for three main functions: map, measure and manage.

- <u>MAP</u> *e*Health maps IT services to business processes and delivers an executive business view to key performance indicators.
- <u>MEASURE</u> *e*Health measures the actual end-user experience. This the most effective method to determine how well a business service is being delivered. Observational testing is one method of directly measuring actual user experience, while synthetic testing simulates the same. Concord s *e*Health delivers both of these measurement capabilities, allowing organizations to see the impact of IT services on the business.

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- MANAGE *e*Health manages the end-to-end IT infrastructure and enables IT organizations to move away from the stove-pipe management frameworks of the past. As a result, IT organizations are better able to meet or exceed service level agreements (SLAs) with their line of business customers, increase uptime, accelerate performance and reduce costs.

Specific business market segments that we target are enterprises across a number of key verticals and service providers.

- Enterprises use our *e*Health® Suite of products to protect their revenue by ensuring that critical applications are available when needed. Our software also allows them to reduce expenses by limiting the need for incremental IT administrators and equipment as their business and IT infrastructures expand. IT personnel can also use our software to plan the future capacity of their IT infrastructure. Concord sells into 17 different vertical markets, with a focus on financial services, insurance, manufacturing, and retail. Government is also a key target market for Concord.

- Service providers include both managed service providers and traditional telecommunications companies. Managed service providers are those organizations that provide IT services to enterprises for a fee. These companies use the *e*Health® Suite to monitor compliance with service level agreements, maintain the quality of their services and introduce new services for their business customers. Telecommunications carriers that provide services like cable, broadband internet and wireless services to residential and commercial businesses rely on the *e*Health® Suite to maintain the quality of their services such as network and bandwidth services, web hosting, data center/co-location services or to provide internet services.

We market to our customers through a direct sales force, sales agents, value-added resellers, distributors, managed service providers and telecommunication carriers. As of December 31, 2004, we had over 3,000 *e*Health® customer accounts operating in and serving a broad variety of industries.

On April 7, 2005, Computer Associates International, Inc., a Delaware corporation (Computer Associates), Minuteman Acquisition Corp., a Delaware corporation and a wholly owned subsidiary of Computer Associates (Merger Sub), and Concord Communications, Inc., a Massachusetts corporation (Concord) entered into an Agreement and Plan of Merger (the Merger Agreement), under which Merger Sub will merge with and into Concord, with Concord as the surviving corporation (the Merger). As a result of the Merger, Concord will become a wholly owned subsidiary of Computer Associates. Pursuant to the Merger Agreement, at the effective time of the Merger, each issued and outstanding share of common stock, par value $0.01 per share, of Concord (other than any such shares owned by Computer Associates, Concord, or Merger Sub, or by any Concord stockholders who are entitled to and properly exercise dissenter s rights under Massachusetts law) will be converted into the right to receive $17.00 in cash, without interest (the Merger Consideration). Additionally, at the effective time of the Merger, each outstanding option to purchase common stock of Concord, whether vested or unvested, will be assumed by Computer Associates and become an option to acquire shares of common stock of Computer Associates, on the terms and conditions set forth in the Merger Agreement. The Merger Agreement has been approved by Concord s Board of Directors, and the transactions contemplated by the Merger Agreement are subject to, among other things, adoption of the Merger Agreement by Concord s shareholders, the termination or expiration of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, and other customary closing conditions.

Under the terms of the indenture that governs the notes described in this prospectus, the Merger, if consummated, would constitute a designated event as more fully described in the section of this prospectus entitled DESCRIPTION OF NOTES. Accordingly, Concord must give notice to holders of the notes at least 15 days prior to the date upon which the Merger is expected to become effective and stockholders are entitled to consideration in connection therewith. Provided the Merger occurs, Concord will also be required to execute a supplemental indenture with the trustee identified in the indenture providing that, in general, the notes will be convertible into the Merger Consideration which each holder would have been entitled to receive upon the Merger had such holder s notes been converted into common stock of Concord immediately prior to the Merger. Moreover, if the Merger is consummated, the indenture requires Concord to provide notice of such consummation to each holder of the notes no later than the earlier of 15 business days or 20 calendar days after the date of such consummation. For a period of 20 business days after such additional notice, each holder of the notes will have the right, at the holder s option, to (i) require Concord to purchase all or a portion of such holder s outstanding notes, as directed by such holder in accordance with the terms of the indenture and/or (ii) surrender the notes for conversion into the applicable amount of Merger Consideration. The indenture further provides that, in the event that Concord consummates the Merger, then the notes may be surrendered for conversion at any time from and after the date which is 15 calendar days prior to the date announced by Concord as the anticipated effective time of such transaction until 15 calendar days after the actual effective date of such transaction. For a more complete description of the effect that the future transaction with Computer Associates may have upon the notes, please see the section of this prospectus entitled DESCRIPTION OF NOTES.

On February 22, 2005, Concord completed the acquisition of Aprisma Holdings, Inc. Prior to its acquisition by Concord, Aprisma Holdings, Inc. was a privately held software company owned by Gores Technology Group and its operating subsidiary, Aprisma Management Technologies, Inc. (Aprisma). The purchase price was $93 million, which payment was reduced by (i) approximately $1.77 million of net debt owing by Aprisma to certain of its lenders (which debt was paid off by Concord at the closing of the acquisition), and (ii) approximately $8.86 million, which amount will be used by Concord to satisfy certain present and future payment obligations owing by Aprisma under its equity participation plan. Concord s cash payment to acquire Aprisma on February 22, 2005 was approximately $82.4 million.

Aprisma s SPECTRUM® software manages the availability of IT infrastructures and the business services that rely on them. Concord believes that strategically combining the two companies complementary technologies will enable Concord to expand its ability to deliver a new generation of intelligent BSM software that maps IT services to business processes, measures the actual end-use experience, and manages the entire IT infrastructure. Aprisma, which profitably generated approximately $43.8 million in 2004 revenues, will operate as a business within Concord.

On January 5, 2005, Concord completed the acquisition of privately held Vitel Software, Incorporated. Vitel s software enables enterprises and service providers to manage the performance of voice networks and messaging systems that are either internet protocol-based, time division multiplexing-based, or include a hybrid of both. In addition, Concord s eHealth for Voice provides a unified view into the performance of voice networks built on equipment from multiple vendors such as market leaders Avaya, Cisco, and Nortel Networks. The purchase price was $4.1 million, including $0.1 million in direct costs of acquisition and was substantially paid in cash during the three months ending March 31, 2005.

We were organized as a Massachusetts corporation in 1980 under the name Concord Data Systems, Inc., and changed our name to Concord Communications, Inc. in 1986. Our principal executive offices are located at 400 Nickerson Road, Marlboro, Massachusetts 01752 and our telephone number is 508-460-4646. Our web site is *www.concord.com.* We make available, free of charge, through our website, Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to those reports filed or furnished as soon as reasonably practicable after we have filed with the Securities and Exchange Commission. The information posted on our web site is not incorporated into this prospectus. The public can also obtain access to such reports at the Securities and Exchange Commission s Public Reference Room at 450 Fifth Street, NW, Washington, DC 20549, by calling the SEC at 1-800-SEC-0330 or by accessing the SEC s website which is *http://www.sec.gov*.

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The Offering

The following summary contains basic information about the notes and is not intended to be complete. It does not contain all the information that will be important to a holder of the notes. For a more complete understanding of the notes, please refer to the section of this document entitled "Description of Notes.

Issuer	Concord Communications, Inc., a Massachusetts corporation.
Notes Offered	$86.25 million aggregate principal amount of 3.0% Convertible Senior Notes due 2023.
Maturity Date	December 15, 2023, unless earlier repurchased, redeemed, or converted.
Ranking	The notes are our general unsecured obligations, ranking equally in right of payment with all our existing and future unsecured senior indebtedness, and senior in right of payment to any of our future subordinated indebtedness. The notes are effectively subordinated to any of our existing and future secured indebtedness to the extent of the assets securing such indebtedness and to the claims of all creditors of our subsidiaries.
Interest	The notes bear interest at an annual rate of 3.0% on the principal amount from December 8, 2003 payable semi-annually in arrears in cash on June 15th and December 15th of each year, beginning June 15, 2004, to the holders of record at 5:00 p.m., New York City time, on the preceding June 1st and December 1st, respectively. Interest will be computed semi-annually on the basis of a 360-day year comprised of twelve 30-day months.
Conversion Rights	Holders may convert the notes into shares of our common stock at an initial conversion rate of 37.2148 shares of common stock per $1,000 principal amount of notes (representing a conversion price of approximately $26.87 per share), subject to adjustment, prior to the close of business on the final maturity date only under the following circumstances:
	(i) during any conversion period, if on each of at least 20 trading days in the period of 30 consecutive trading days ending on the first trading day of the conversion period, the closing sale price of our common stock exceeded 120% of the conversion price in effect on that 30th trading day of such period, a conversion period will be the period from and including the 30th trading day in a fiscal quarter to, but not including, the 30th trading day (or, if that day is not a trading day, then the next trading day) in the immediately following fiscal quarter; or
	(ii) if we have called those notes for redemption; or
	(iii) upon the occurrence of the specified corporate transactions discussed under Description of Notes Conversion Rights Conversion Upon Specified Corporate Transactions.
	In lieu of delivery of shares of our common stock, and pursuant to the procedures described below, we may elect to deliver to holders surrendering notes either cash or a combination of cash and shares of our common stock. If we elect to satisfy the entire conversion obligation in cash, we will deliver to the holders cash in an amount equal to the product of: (a) a number equal to (i) the aggregate principal amount of the notes to be converted divided by 1,000 and multiplied by (ii) the conversion rate, and (b) the arithmetic average of the closing sale prices of our common stock during the specified cash settlement averaging period.
Sinking Fund	None.
Optional Redemption	On or after December 15, 2008, upon at least 20 days notice, we may redeem all or a portion of the notes at any time for a price equal to 100% of the principal amount of the notes to be redeemed plus accrued and unpaid interest (including additional amounts), if any, to but not including the redemption date. See Description of Notes Optional Redemption.

Repurchase at Option of Noteholders	Holders have the right to require us to purchase all or a portion of their notes for cash on December 15, 2008, December 15, 2013 and December 15, 2018 (each, a purchase date). In each case, upon at least two business days prior notice, we will pay a purchase price equal to 100% of the principal amount of the notes plus accrued and unpaid interest, (including additional amounts), if any, to but not including the purchase date. See Description of Notes Purchase of Notes at a Holder s Option and Risk Factors We may not have the funds necessary to purchase the notes upon a designated event or other purchase date, as required by the indenture governing the notes.
Designated Event	After the occurrence of a designated event, a holder will have the right to require us to purchase for cash all or any part of the notes at a purchase price equal to 100% of the principal amount plus accrued and unpaid interest (including additional amounts), if any, up to, but not including, the designated event purchase date. See Description of the Notes Purchase of Notes at a Holder s Option Upon a Designated Event and Risk Factors We may not have the funds necessary to purchase the notes upon a designated event or other purchase date, as required by the indenture governing the notes.
Book-Entry Form	The notes were issued in book-entry form and will be represented by permanent global certificates deposited with, or on behalf of, The Depositary Trust Company, or DTC, and registered in the name of a nominee of DTC. Beneficial interests in any of the notes will be shown on, and transfers will be effected only through, records maintained by DTC or its nominee and any such interest may not be exchanged for certificated securities, except in limited circumstances. See Description of Notes Form, Denomination and Registration.
Nasdaq Symbol	The trading symbol for our common stock is CCRD.

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RISK FACTORS

An investment in the notes involves significant risks. You should carefully consider the following risk factors in conjunction with the other information contained and incorporated by reference in this prospectus before purchasing the notes.

Risks related to Our Business

Our future operating results are uncertain.

We offer a Business Service Management (BSM) software solution to enterprise customers, managed service providers, and telecommunication carriers. This software, the *e*Health® Suite, maps information technology (IT) services to business needs, measures the actual end user experience, and manages application, system and network infrastructures. We have a limited operating history in the BSM market upon which we can evaluate our business. This market is highly competitive, rapidly evolving, and targeted by many competitors with longer operating histories in the BSM market and greater resources. Our limited operating history, intense competition in the market, and an uncertain economic climate make the accurate prediction of future results of operations difficult or impossible.

In addition to marketing and selling the *e*Health® Suite in the BSM market, we acquired Aprisma in February 2005, a privately held software company, that also provides a software solution for the BSM market. Aprisma s Spectrum® software manages the health and performance of networks and the business services that rely on them, including performing root cause analysis, event correlation, service modeling, and topological discovery and display. While we intend to provide a solution for the BSM market that maximizes the functionality of both the *e*Health® Suite and Spectrum® software, our limited operating history marketing and selling this integrated solution, the risks associated with integrating both the companies and the software products, and intense competition in the market make it difficult to predict our future results of operations.

In addition to sales of our *e*Health® Suite, we will continue to sell netViz® products, which enable customers to visualize business processes and map relationships within the supporting technology infrastructure through data-driven icons. On January 5, 2005, Concord acquired Vitel, a provider of voice performance management solutions, which enables enterprises and service providers to manage the performance of next-generation IP and legacy voice network and messaging systems, including voice mail, from multiple vendors. We have a limited operating history in the product markets of netViz and Vitel, which makes the accurate prediction of future results of operations difficult or impossible.

Our future operating results must be considered in light of these factors.

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Our acquisitions of netViz Corporation and Vitel Software, Inc. presents many risks, and we may not realize the financial and strategic goals we anticipate at the time of these acquisitions.

On July 15, 2003, we acquired netViz Corporation and on January 5, 2005, we acquired Vitel Software, Inc. The acquisition of these companies provides us the opportunities to extend our capabilities in the data driven icon and voice network performance and management markets. However, we may fail to:

- successfully integrate the acquired products;
- successfully integrate personnel and management structures;
- provide products or services that meet the demands of these markets;
- develop an effective business strategy for these markets;
- retain key customers;
- retain key employees;
- effectively control costs associated with the integration (including research and development costs);
- meet expected timelines for product development and commercialization; and
- account for exposure to liabilities of the acquired companies that were not known or accurately evaluated by us prior to consummating the acquisitions.

Our acquisition of Aprisma Management Technologies, Inc. presents many risks, and we may not realize the financial and strategic goals we anticipate at the time of the acquisition.

On February 22, 2005, we acquired Aprisma Management Technologies, Inc. The acquisition of Aprisma will enable us to expand our ability to deliver a new generation of intelligent BSM software that maps information technology services to business processes, measures the actual end-user experience, and manages the entire IT infrastructure. The achievement of our financial and strategic goals from this acquisition depends on the successful integration of the two companies and our failure to successfully integrate could adversely affect our business. We must integrate our operations, people, and technology. However, we may fail to:

- successfully integrate the acquired products;
- implement a successful sales strategy for the integrated company;
- attract and retain key distribution partners;
- successfully integrate personnel and management structures;
- provide products or services that meet the demands of the market;
- gain expected efficiencies and other financial benefits from the integrated company;
- retain key employees;

effectively control costs associated with the integration of these companies (including research and development costs);

meet expected timelines for product development and commercialization; and

account for exposure to liabilities of Aprisma that were not known or accurately evaluated by us prior to consummating the acquisition.

The proposed merger of Concord and Computer Associates includes various risks

As to the proposed merger between Concord and Computer Associates, various factors could cause actual results to differ materially from the expected timetable for completing the transaction, future financial and operating results, benefits and synergies of the transaction, future opportunities for the combined company and products and any other forward-looking statements regarding Computer Associates or Concord s future expectations, beliefs, goals or prospects made by both parties. These factors include the ability to consummate the transaction, the ability of Computer Associates to successfully integrate Concord s operations and employees, the ability to realize anticipated synergies; the emergence of new competitive initiatives resulting from rapid technological advances or changes in pricing in the market, business conditions and volatility and uncertainty in the markets that Computer Associates and Concord serve, and the other factors described in the Annual Report on Form 10-K for Computer Associates most recently completed fiscal year and Computer Associates other filings with the SEC which are available at www.sec.gov.

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We cannot ensure that our revenues will grow or that we will again be profitable.

We have expended considerable resources to the research and development of new technologies and new or improved product features that have enabled us to retain existing customers and penetrate new markets both in the United States and internationally. Despite this expenditure of resources, we cannot ensure that we can generate revenue growth on a quarterly or annual basis, or that we can achieve or sustain any revenue growth in the future.

In an effort to again achieve and maintain profitability and adequately fund research and development, we continue to work to reduce our operating expenses while maintaining funding for product development. However, competition in the marketplace may require us to increase our operating expenses in the future in order to:

- fund higher levels of research and development;
- increase our sales and marketing efforts;
- increase sales staff and sales training programs;
- develop new distribution channels;
- broaden our customer support capabilities; and
- respond to unforeseeable economic or business circumstances.

To the extent that increases in our operating expenses precede or are not followed by increased revenues, our ability to achieve profitability will be at risk.

Our operating results may fluctuate.

We are likely to experience significant fluctuations in our operating results caused by many factors, including, but not limited to:

- changes in the demand for our products by customers or groups of customers;
- the timing, composition, and size of orders from our customers, including the tendency for significant bookings to occur in the final two weeks of each fiscal quarter (including the fiscal year end);
- difficulties penetrating new markets for our products;
- costs associated with the integration of acquired companies and/or new technologies;
- our customers spending patterns and budgetary resources for our products;
- geopolitical conditions in the world;
- the success of our new customer generation activities;

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- introductions or enhancements of products, or delays in the introductions or enhancements of products, by us or our competitors;
- changes in our pricing policies or those of our competitors;
- changes in the distribution channels through which our products are sold;
- our success in anticipating and effectively adapting to developing markets and rapidly changing technologies;
- our success in attracting, retaining, and motivating qualified personnel;
- the publication of opinions about us and our products, or our competitors and their products, by industry analysts or others;
- changes in general economic conditions; and
- changes in accounting rules.

Though our service revenues have been increasing as a percentage of total revenues, we do not have a significant ongoing revenue stream that may mitigate quarterly fluctuations in operating results.

Due to all of the foregoing factors, we believe that our quarterly operating results are likely to vary significantly in the future. Therefore, in some future quarter our results of operations may fall below the expectations of securities analysts and investors. In such event, the trading price of our common stock will likely suffer.

We have increased our leverage as a result of the sale of the 3.0% Convertible Senior Notes due 2023.

In connection with the sale of the Notes, we have incurred $86.25 million of indebtedness. As a result of this indebtedness, our interest payment obligations have increased. The degree to which we are now leveraged could adversely affect our ability to obtain further financing for working capital, acquisitions or other purposes and could make us more vulnerable to industry downturns and competitive pressures. Our ability to meet our debt service obligations will be dependent upon our future performance, which may be subject to the financial, business and other factors affecting our operations, many of which are beyond our control.

Our debt service obligations may adversely affect our cash flow.

A higher level of indebtedness increases the risk that we may default on our debt obligations. We cannot assure that we will be able to generate sufficient cash flow to pay the interest on our debt or that future working capital, borrowings or equity financing will be available to pay or refinance such debt. If we are unable to generate sufficient cash flow to pay the interest on our debt, we may have to delay or curtail our research and development programs.

The level of our indebtedness among other things, could:

- make it difficult for us to make payments on the Notes;
- make it difficult for us to obtain any necessary financing in the future for working capital, capital expenditures, debt service requirements or other purposes;
- limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we compete; and

make us more vulnerable in the event of a downturn in our business.

Our success is dependent upon sales to telecommunication carriers and managed service providers.

We derive and likely will continue to derive a significant portion of our revenues from the sales of our products to telecommunication carriers and managed service providers. We expect that revenue from telecommunication carriers and managed service providers will be 40% to 50% of total revenues. Despite our expectations, these markets have been negatively affected by a general weakness in capital spending; making future results difficult to predict. The volume of sales of our products and services to telecommunication carriers and managed service providers may increase at a slower rate than we expect or our sales to these customers may decrease.

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The market for business service management software is an emerging market and if we fail to assess it accurately, our business could suffer.

The market is in an early stage of development. Targeting this market is central to the development and marketing of our products, but this market is emerging, and it is difficult to assess:

- the size of the market;
- the appropriate features and prices for products to address this market;
- the optimal distribution strategy; and
- the market that will develop and the impact of large competitors within the market.

Presently, this market is very competitive and we are in direct competition with larger companies that have substantially greater resources to fund the development of competitive products and the creation and maintenance of direct and indirect sales channels. The rapidly evolving BSM market and the continued presence of larger companies in this market may impact our ability to retain or increase our market share.

Increased royalty costs and our reliance on third party technology partners could adversely impact our business.

We license from third parties, generally on a non-exclusive basis, certain technologies used in our products. The incorporation of third party technology is an important component of our product development and an increase in royalty costs associated with our distribution of third party technologies could impact our business. Additionally, the termination of any such licenses, or the failure of third-party licensors to adequately maintain or update their products, could result in delay in shipment of certain of our products while we seek to implement technology offered by alternative sources, and any required replacement licenses and associated royalties could prove costly and impact our business.

While it may be necessary or desirable in the future to obtain other licenses relating to one or more of our products or relating to current or future technologies, we cannot ensure that we will be successful in doing so on commercially reasonable terms or at all.

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The markets for our products are intensely competitive and rapidly evolving and competition could harm our ability to sell products and services and could reduce our revenues.

We sell software in the BSM market to help companies effectively manage their applications, systems, and networks. We offer availability and performance products to manage the IT infrastructure, and therefore compete both with companies that market comprehensive products to manage the IT infrastructure and with companies that market products for particular segments of the IT infrastructure (e.g., applications and networks). The markets for our products are intensely competitive and rapidly evolving. Our competitors include:

- application performance software vendors;
- fault management software vendors;
- IT visualization software vendors;
- application availability and performance management software vendors;
- report toolset niche vendors;
- enterprise management software, framework and platform providers;
- software vendors providing service assurance for the wireless market;
- large, well-established management framework companies that have developed network or application management platforms;
- developers of network element management solutions;
- probe vendors;
- telecommunications vendors;
- system agent vendors; and

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vendors that provide, as a service, some of the functionality of our products.

We expect competition to persist, increase, and intensify in the future, which will likely result in price competition within our market. If we do not provide products that achieve success in our market in the short term, or lower our prices to compete more effectively, we could suffer an insurmountable loss in market share and brand name acceptance. We cannot ensure that we will compete effectively with current and future competitors.

Market acceptance of our *e*Health® products and services is critical to our success.

We currently derive significant revenues from the sale of *e*Health® Suite products and services, and we expect that revenues from these products and services will continue to account for a significant portion of our revenues in the foreseeable future. Broad market acceptance of these products and services is critical to our future success. We cannot ensure that market acceptance of our *e*Health® Suite products and services will increase or even remain at current levels. Factors that may affect the market acceptance of our products and services include:

- the availability and price of competing integrated solutions, products and technologies;
- our ability to continue to provide product functionality and related services to meet the needs of our market;
- our ability to continue research and development at levels necessary for the growth of our business;
- the demand for integrated, as opposed to stand-alone, solutions; and
- the success of our sales efforts and those of our marketing partners.

Moreover, if demand for integrated fault and performance management software products and services increases, we anticipate that our competitors will introduce additional competitive products and services and new competitors could enter our market and offer alternative products and services resulting in decreased market acceptance of our products and services.

Market acceptance of Spectrum® products and services is critical to our success.

As a result of the acquisition of Aprisma on February 22, 2005 we will market and sell Spectrum® products and services, from which we expect to derive significant revenue. Broad market acceptance of these products and services is critical to our future success. We cannot ensure that market acceptance of Spectrum® products and services will increase or even remain at current levels. Factors that may affect the market acceptance of our products and services include:

- the availability and price of competing integrated solutions, products and technologies;
- our ability to continue to provide product functionality and related services to meet the needs of our market;
- our ability to continue research and development at levels necessary for the growth of our business; and
- the success of our sales efforts and those of our marketing partners.

Moreover, if demand increases for software products that provide root cause analysis, event correlation, service modeling, and topological discovery and display, we anticipate that our competitors will introduce additional competitive products and services and new competitors could enter our market and offer alternative products and services resulting in decreased market acceptance of our products and services.

Market acceptance of our netViz® products is critical to our success.

We market and sell netViz products and services. Our revenue is derived primarily from the sale of *e*Health Suite products and services, but revenue derived from the sale of netViz products and services constitutes an important component of our quarterly and annual results. Market acceptance of the netViz products and services is critical to our future success. We cannot ensure that market acceptance of netViz products and services will increase or even remain at current levels. Factors that may affect the market acceptance of netViz products and services include:

- the availability and price of competitive products and services;
- the ability of others to develop products and services that meet the needs of the market;
- our ability to continue to provide product functionality and related services to meet the needs of our market;
- our ability to continue research and development at levels necessary for the growth of our business;
- the demand for data-driven visualization software; and
- the success of our sales efforts and those of our channel partners.

Moreover, if demand for data-driven visualization products increases, we anticipate increased competition in the market from existing and new competitors that could enter our market and offer alternative products resulting in decreased market acceptance of our products.

We may need future capital funding which may be unavailable on favorable terms, or at all.

We plan to continue to expend substantial funds on the continued development, marketing, and sale of our products. We have approximately $159.5 million in short term investments (cash, cash equivalents and marketable securities), excluding restricted cash totaling $0.1 million as of December 31, 2004, which was reduced by approximately $82.4 million on February 22, 2005 due to the acquisition of Aprisma. However, we cannot ensure that our existing capital resources and any funds that may be generated from future operations together will be sufficient to finance our future operations or that other sources of funding will be available on terms acceptable to us, if at all. In addition, future sales of substantial amounts of our securities in the public market could adversely affect prevailing market prices and could impair our future ability to raise capital through the sale of our securities.

We must introduce product enhancements and new products on a timely basis in order to remain competitive.

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Because of rapid technological change in the software industry, potential changes in the architecture of the IT infrastructure, changes in the software markets in which our product and services are sold, and changes in industry standards, the market acceptance of updated versions of our products is difficult to estimate. We cannot ensure that:

- we will successfully develop and market enhancements to our products or successfully develop new products that respond to technological changes, evolving industry standards, or customer requirements;
- we will not experience difficulties that could delay or prevent the successful development, introduction, and sale of enhancements or new products; or
- enhancements or new products will adequately address the requirements of the marketplace and achieve market acceptance.

The need for our products may decrease if manufacturers incorporate our product features into their product offerings.

Our products manage the performance and availability of computer applications, systems, and networks. Presently, manufacturers of both hardware and software have not implemented these functions into their products in any significant manner. These products typically include, but are not limited to, operating systems, workstations, network devices, and software. If manufacturers begin to incorporate these management functions into their products it may decrease the value of our products and have a substantial impact on our business.

Current geopolitical instability and the continuing threat of domestic and international terrorist attacks may adversely impact our revenues.

International tensions, exacerbated by the war in Iraq and the war against global terrorism, contribute to an uncertain political and economic climate, both in the United States and globally, which may affect our ability to generate revenue on a predictable basis. As we sell products both in the United States and internationally, the threat of future terrorist attacks may adversely affect our business.

An adverse impact on our outsourcing activities may affect our business.

We currently outsource, on a limited basis, development and testing of certain software products to locations in Europe and Asia. Our efforts to outsource development and testing of software may be adversely affected by various factors, including: geopolitical instability, political conditions in countries where our development and testing activities occur, increased costs associated with outsourcing, relationships with independent contractors performing such product development and testing, and the enforceability of legal arrangements by which we protect our intellectual property rights in connection with these activities. The occurrence of any event that would adversely affect our outsourcing of development and testing of software may have an impact on our business.

Our common stock price could experience significant volatility.

The market price of our common stock may be highly volatile and could be subject to wide fluctuations in response to:

- variations in results of operations;
- announcements of technological innovations or new products by us or our competitors;
- changes in financial estimates by securities analysts;

announcements of results of operations by other companies;

announcements by government or other agencies regarding the economic health of the United States and the rest of the world;

announcements relating to financial improprieties by public companies; or

other events or factors.

In addition, the financial markets have experienced significant price and volume fluctuations that have particularly affected the market prices of equity securities of many high technology companies and that often have been unrelated to the operating performance of such companies or have resulted from the failure of the operating results of such companies to meet market expectations in a particular quarter.

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Broad market fluctuations or any failure of our operating results in a particular quarter to meet market expectations may adversely affect the market price of our common stock leading to an increased risk of securities class action litigation. Such litigation could result in substantial costs and a diversion of our attention and resources.

Our industry is subject to rapid technological change. Our failure to maintain standard protocols could affect our sales.

The software industry is characterized by:

- rapid technological change;
- frequent introductions of new products;
- changes in customer demands; and
- evolving industry standards.

The introduction of products embodying new technologies and the emergence of new industry standards can render existing products and integrated product solutions obsolete and unmarketable. While we actively work to develop products that operate with standard protocols, any change in industry standards or the emergence of new network technologies could affect the compatibility of our products, which in turn could affect the demand for, or the pricing of, our products and services.

We rely on strategic partners and other evolving distribution channels who may not be able to market or sell our products and services effectively.

Our distribution strategy is to develop multiple distribution channels, including sales through:

- strategic marketing partners;
- value added resellers;