CBIZ, Inc.
Form 10-Q
November 07, 2014
Table of Contents

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2014

OR

¨ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from __________ to __________

Commission File Number 1-32961

CBIZ, INC.

(Exact name of registrant as specified in its charter)

Delaware	**22-2769024**
(State or other jurisdiction of	**(I.R.S. Employer**
incorporation or organization)	**Identification No.)**
6050 Oak Tree Boulevard, South, Suite 500,	
Cleveland, Ohio	**44131**
(Address of principal executive offices)	**(Zip Code)**

(Registrant s telephone number, including area code) 216-447-9000

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act:

Large accelerated filer ¨	Accelerated filer x
Non-accelerated filer ¨ (Do not check if a smaller reporting company)	Smaller reporting company ¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No x

Indicate the number of shares outstanding of each of the issuer s classes of common stock, as of the latest practicable date:

Class of Common Stock	**Outstanding at October 31, 2014**
Common Stock, par value $0.01 per share	49,322,806

Table of Contents

CBIZ, INC. AND SUBSIDIARIES

TABLE OF CONTENTS

Table of Contents

PART I FINANCIAL INFORMATION

Item 1. Financial Statements

CBIZ, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS (Unaudited)

(In thousands)

	SEPTEMBER 30, 2014	DECEMBER 31, 2013
ASSETS		
Current assets:		
Cash and cash equivalents	$ 397	$ 771
Restricted cash	24,780	22,112
Accounts receivable, net	179,790	143,107
Deferred income taxes current	5,676	4,640
Other current assets	12,842	14,364
Assets of discontinued operations	876	1,092
Current assets before funds held for clients	224,361	186,086
Funds held for clients	110,110	164,389
Total current assets	334,471	350,475
Property and equipment, net	19,065	19,167
Goodwill and other intangible assets, net	505,633	469,083
Assets of deferred compensation plan	57,690	51,953
Deferred income taxes non-current, net		542
Other assets	7,619	6,238
Total assets	$ 924,478	$ 897,458
LIABILITIES		
Current liabilities:		
Accounts payable	$ 38,029	$ 37,529
Income taxes payable current	6,340	25
Accrued personnel costs	39,200	38,568
Notes payable current		1,602
Contingent purchase price liability current	18,269	12,243
Other current liabilities	14,304	12,766
Liabilities of discontinued operations	239	370
Current liabilities before client fund obligations	116,381	103,103
Client fund obligations	110,164	164,311

Total current liabilities		226,545		267,414
Convertible notes, net		95,974		125,256
Bank debt		108,000		48,500
Income taxes payable non-current		3,813		6,154
Deferred income taxes non-current, net		4,768		
Deferred compensation plan obligations		57,690		51,953
Contingent purchase price liability		15,100		12,953
Other non-current liabilities		8,955		10,782
Total liabilities		520,845		523,012
STOCKHOLDERS EQUITY				
Common stock		1,183		1,149
Additional paid-in capital		599,093		580,576
Retained earnings		222,078		190,994
Treasury stock		(418,027)		(397,548)
Accumulated other comprehensive loss		(694)		(725)
Total stockholders equity		403,633		374,446
Total liabilities and stockholders equity	$	924,478	$	897,458

See the accompanying notes to the consolidated financial statements

Table of Contents

CBIZ, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (Unaudited)

(In thousands, except per share data)

	THREE MONTHS ENDED SEPTEMBER 30,		NINE MONTHS ENDED SEPTEMBER 30,	
	2014	2013	2014	2013
Revenue	$ 183,799	$ 168,779	$ 573,592	$ 542,197
Operating expenses	159,026	150,258	487,520	460,738
Gross margin	24,773	18,521	86,072	81,459
Corporate general and administrative expenses	8,889	8,944	27,454	26,577
Operating income	15,884	9,577	58,618	54,882
Other income (expense):				
Interest expense	(3,123)	(3,815)	(10,133)	(12,016)
Gain on sale of operations, net	17	6	93	72
Other (expense) income, net	(1,368)	2,371	4,543	4,614
Total other expense, net	(4,474)	(1,438)	(5,497)	(7,330)
Income from continuing operations before income tax expense	11,410	8,139	53,121	47,552
Income tax expense	4,126	2,663	21,615	19,335
Income from continuing operations after income tax expense	7,284	5,476	31,506	28,217
(Loss) income from discontinued operations, net of tax	(203)	569	(528)	3,350
Gain on disposal of discontinued operations, net of tax	607	56,315	106	58,243
Net income	$ 7,688	$ 62,360	$ 31,084	$ 89,810
Earnings (loss) per share:				
Basic:				
Continuing operations	$ 0.15	$ 0.11	$ 0.65	$ 0.57
Discontinued operations	0.01	1.17	(0.01)	1.26
Net income	$ 0.16	$ 1.28	$ 0.64	$ 1.83
Diluted:				
Continuing operations	$ 0.14	$ 0.11	$ 0.61	$ 0.57
Discontinued operations	0.01	1.16	(0.01)	1.24
Net income	$ 0.15	$ 1.27	$ 0.60	$ 1.81

Basic weighted average shares outstanding	48,451	48,504	48,303	49,187
Diluted weighted average shares outstanding	51,209	49,003	51,469	49,537
Comprehensive Income:				
Net income	$ 7,688	$ 62,360	$ 31,084	$ 89,810
Other comprehensive (loss) income, net of tax	(66)	65	31	2
Comprehensive income	$ 7,622	$ 62,425	$ 31,115	$ 89,812

See the accompanying notes to the consolidated financial statements

Table of Contents

CBIZ, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)

(In thousands)

	NINE MONTHS ENDED SEPTEMBER 30, 2014	2013
Cash flows from operating activities:		
Net income	$ 31,084	$ 89,810
Adjustments to reconcile net income to net cash provided by operating activities:		
Loss (income) from discontinued operations, net of tax	528	(3,350)
Gain on disposal of discontinued operations, net of tax	(106)	(58,243)
Gain on sale of operations, net	(93)	(72)
Loss on early extinguishment of convertible debt	1,529	
Depreciation and amortization expense	15,000	14,144
Amortization of discount on notes and deferred financing costs	3,312	3,399
Bad debt expense, net of recoveries	3,994	3,485
Adjustment to contingent earnout liability	(3,495)	1,176
Deferred income taxes	1,621	126
Employee stock awards	4,812	4,274
Excess tax benefits from share based payment arrangements	(469)	(25)
Changes in assets and liabilities, net of acquisitions and divestitures:		
Restricted cash	(2,668)	(5,357)
Accounts receivable, net	(36,366)	(30,528)
Other assets	(2,120)	(323)
Accounts payable	289	(2,695)
Income taxes payable	5,611	(11,761)
Accrued personnel costs and other liabilities	800	(193)
Net cash provided by continuing operations	23,263	3,867
Operating cash flows (used in) provided by discontinued operations	(443)	6,728
Net cash provided by operating activities	22,820	10,595
Cash flows from investing activities:		
Business acquisitions, contingent consideration and other, net of cash acquired	(32,970)	(5,014)
Purchases of client fund investments	(12,955)	(4,965)
Proceeds from the sales and maturities of client fund investments	5,671	4,145
(Payments) proceeds from sales of divested and discontinued operations	(148)	200,927
Net decrease in funds held for clients	61,431	51,405
Additions to property and equipment, net	(3,724)	(4,285)
Payments on notes receivable	1,619	86

Net cash flows provided by continuing operations	18,924	242,299
Investing cash flows used in discontinued operations		(300)
Net cash provided by investing activities	18,924	241,999
<u>Cash flows from financing activities:</u>		
Proceeds from bank debt	307,900	281,000
Payment of bank debt	(248,400)	(449,900)
Payment for acquisition of treasury stock	(20,479)	(26,468)
Net decrease in client funds obligations	(54,147)	(50,580)
Proceeds from exercise of stock options	7,848	576
Payment on early extinguishment of convertible debt	(30,621)	
Payment of guaranteed and contingent consideration of acquisitions	(3,519)	(4,593)
Excess tax benefit from exercise of stock awards	469	25
Payment of acquired debt	(1,169)	
Net cash used in financing activities	(42,118)	(249,940)
Net (decrease) increase in cash and cash equivalents	(374)	2,654
Cash and cash equivalents at beginning of year	771	899
Cash and cash equivalents at end of period	$ 397	$ 3,553

See the accompanying notes to the consolidated financial statements

Table of Contents

CBIZ, INC. AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (Continued)

1. Summary of Significant Accounting Policies

The accompanying unaudited consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles (GAAP) for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X of the U.S. Securities and Exchange Commission (SEC). Accordingly, they do not include all of the information and notes required by GAAP for annual financial statements.

In the opinion of management, the accompanying unaudited consolidated financial statements include all adjustments (consisting solely of normal recurring adjustments) considered necessary to present fairly the financial position of CBIZ, Inc. and its consolidated subsidiaries (CBIZ or the Company) as of September 30, 2014 and December 31, 2013, the consolidated results of their operations for the three and nine months ended September 30, 2014 and 2013, and the cash flows for the nine months ended September 30, 2014 and 2013. Due to seasonality, potential changes in economic conditions, interest rate fluctuations and other factors, the results of operations for such interim periods are not necessarily indicative of the results for the full year. For further information, refer to the consolidated financial statements and notes thereto included in CBIZ s Annual Report on Form 10-K for the year ended December 31, 2013.

Principles of Consolidation

The accompanying consolidated financial statements reflect the operations of CBIZ, Inc. and all of its wholly-owned subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation. The accompanying consolidated financial statements do not reflect the operations or accounts of variable interest entities as the impact is not material to the financial condition, results of operations or cash flows of CBIZ. See CBIZ s Annual Report on Form 10-K for the year ended December 31, 2013 for further discussion.

Use of Estimates

The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect: the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported amounts of revenue and expenses. Management s estimates and assumptions include, but are not limited to, estimates of collectability of accounts receivable and unbilled revenue, the realizability of goodwill and other intangible assets, the fair value of certain assets, the valuation of stock options in determining compensation expense, estimates of accrued liabilities (such as incentive compensation, self-funded health insurance accruals, legal reserves, income tax uncertainties, contingent purchase price obligations, and consolidation and integration reserves), the provision for income taxes, the realizability of deferred tax assets, and other factors. Management s estimates and assumptions are derived from and are continually evaluated based upon available information, judgment and experience. Actual results could differ from those estimates.

Revenue Recognition and Valuation of Unbilled Revenues

Revenue is recognized only when all of the following are present: persuasive evidence of an arrangement exists, delivery has occurred or services have been rendered, the fee to the client is fixed or determinable, and collectability is reasonably assured.

CBIZ offers a vast array of products and business services to its clients. Those services are delivered through three practice groups. A description of revenue recognition policies is included in the Annual Report on Form 10-K for the year ended December 31, 2013.

CBIZ, INC. AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (Continued)

New Accounting Pronouncements

In July 2013, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2013-11 (ASU 2013-11) Income Taxes (Topic 740): Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists . ASU 2013-11 states that an unrecognized tax benefit, or a portion of an unrecognized tax benefit, should be presented in the financial statements as a reduction to a deferred tax asset for a net operating loss (NOL) carryforward, a similar tax loss, or a tax credit carryforward. The exception to this treatment is as follows: to the extent an NOL carryforward, a similar tax loss, or a tax credit carryforward is not available at the reporting date or if the entity is not required to use and does not intend to use the deferred tax asset, then the unrecognized tax benefit should be presented in the financial statements as a liability and should not be combined with deferred tax assets. ASU 2013-11 does not require any additional recurring disclosures. Effective January 1, 2014, CBIZ adopted ASU 2013-11 and as a result reclassified approximately $1.2 million of unrecognized tax benefits to reduce the company s deferred tax assets. There was no impact to the consolidated statements of comprehensive income as a result of the adoption of ASU 2013-11.

In April 2014, the FASB issued ASU No. 2014-08 (ASU 2014-08), Presentation of Financial Statements (Topic 205) and Property, Plant and Equipment (Topic 360): Reporting Discontinued Operations and Disclosures of Disposals of an Entity. The amendments in ASU 2014-08 change the requirements for reporting discontinued operations. A discontinued operation may include a component of an entity or a group of components of an entity, or a business or nonprofit activity. A disposal of a component of an entity or a group of components of an entity is required to be reported in discontinued operations if the disposal represents a strategic shift that has (or will have) a major effect on an entity s operations and financial results. The update is effective for all disposals (or classifications as held for sale) of components of an entity that occur within annual periods beginning on or after December 15, 2014.

In May 2014, the FASB issued ASU No. 2014-09 (ASU 2014-09), Revenue from Contracts with Customers (Topic 606). ASU 2014-09 provides a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes most current revenue recognition guidance, including industry specific guidance. ASU 2014-09 will require entities to recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. ASU 2014-09 is effective for annual reporting periods beginning after December 31, 2016, including interim periods. CBIZ will have the option to apply the provisions of ASU 2014-09 either retrospectively to each reporting period presented, or retrospectively with the cumulative effect of applying this standard at the date of initial application. Early adoption is not permitted. CBIZ is currently evaluating the method of adoption and the impact that ASU 2014-09 will have on CBIZ s consolidated financial statements.

2. Accounts Receivable, Net

Accounts receivable balances at September 30, 2014 and December 31, 2013 were as follows (in thousands):

	September 30,	December 31,

	2014	2013
Trade accounts receivable	$ 122,129	$ 109,739
Unbilled revenue	68,713	43,546
Total accounts receivable	190,842	153,285
Allowance for doubtful accounts	(11,052)	(10,178)
Accounts receivable, net	$ 179,790	$ 143,107

Table of Contents

CBIZ, INC. AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (Continued)

3. Goodwill and Other Intangible Assets, Net

The components of goodwill and other intangible assets, net at September 30, 2014 and December 31, 2013 were as follows (in thousands):

	September 30, 2014	December 31, 2013
Goodwill	$ 416,139	$ 384,697
Intangible assets:		
Client lists	144,243	132,637
Other intangible assets	12,496	7,956
Total intangible assets	156,739	140,593
Total goodwill and intangibles assets	572,878	525,290
Accumulated amortization:		
Client lists	(61,119)	(51,016)
Other intangible assets	(6,126)	(5,191)
Total accumulated amortization	(67,245)	(56,207)
Goodwill and other intangible assets, net	$ 505,633	$ 469,083

4. Depreciation and Amortization

Depreciation and amortization expense for property and equipment and intangible assets for the three and nine months ended September 30, 2014 and 2013 was as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
Operating expenses	$ 5,087	$ 4,686	$ 14,666	$ 13,911
Corporate general and administrative expenses	101	84	334	233
Total depreciation and amortization expense	$ 5,188	$ 4,770	$ 15,000	$ 14,144

5. Borrowing Arrangements

CBIZ had two primary debt arrangements at September 30, 2014 that provided the Company with the capital necessary to meet its working capital needs as well as the flexibility to continue with its strategic initiatives, including business acquisitions and share repurchases: the 4.875% Convertible Senior Subordinated Notes (2010 Notes) in an aggregate outstanding principal amount of $97.7 million and a $400.0 million unsecured credit facility. In addition to the discussion below, refer to the Annual Report on Form 10-K for the year ended December 31, 2013 for additional details of CBIZ s borrowing arrangements.

2010 Convertible Senior Subordinated Notes

On September 27, 2010, CBIZ issued $130.0 million of 2010 Notes to qualified institutional buyers. The 2010 Notes are direct, unsecured, senior subordinated obligations of CBIZ. The 2010 Notes bear interest at a rate of 4.875% per annum, payable in cash semi-annually in arrears on April 1 and October 1. The 2010 Notes mature on October 1, 2015 unless earlier redeemed, repurchased or converted. The holders of the 2010 Notes may convert their 2010 Notes beginning July 1, 2015, or earlier, if the market price per share of CBIZ common stock exceeds 135% of the initial conversion price of $7.41 for at least 20 days during the period of 30 consecutive trading days ending on the final trading day of the preceding quarter.

Table of Contents

CBIZ, INC. AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (Continued)

During the three months ended September 30, 2014, the Company paid cash of $30.6 million and issued 1.5 million shares of CBIZ common stock in exchange for retiring $32.4 million of its outstanding $130.0 million 2010 Notes in privately negotiated transactions. Notes repurchased are deemed to be extinguished.

CBIZ separately accounts for the debt and equity components of the 2010 Notes. The carrying amount of the debt and equity components at September 30, 2014 and December 31, 2013 were as follows (in thousands):

	September 30, 2014	December 31, 2013
Principal amount of notes	$ 97,650	$ 130,000
Unamortized discount	(2,426)	(5,494)
Net carrying amount	$ 95,224	$ 124,506
Additional paid-in-capital, net of tax	$ 8,555	$ 8,555

The discount is being amortized at an annual effective rate of 7.5% over the term of the 2010 Notes, which is five years from the date of issuance. At September 30, 2014, the unamortized discount had a remaining amortization period of 12 months.

2006 Convertible Senior Subordinated Notes

At September 30, 2014, CBIZ had $750,000 aggregate principal amount outstanding of its 3.125% Convertible Senior Subordinated Notes that were issued in 2006 (2006 Notes). These 2006 Notes are direct, unsecured, senior subordinated obligations of CBIZ. The 2006 Notes bear interest at a rate of 3.125% per annum, payable in cash semi-annually in arrears on each June 1 and December 1. The 2006 Notes mature on June 1, 2026 unless earlier redeemed, repurchased or converted.

During the three and nine months ended September 30, 2014 and 2013, CBIZ recognized interest expense on the 2010 Notes and 2006 Notes as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
Contractual coupon interest	$ 1,343	$ 1,590	$ 4,524	$ 4,771
Amortization of discount	633	710	2,133	2,104
Amortization of deferred financing costs	149	180	509	540

Total interest expense	$ 2,125	$ 2,480	$ 7,166	$ 7,415

Table of Contents

CBIZ, INC. AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (Continued)

Bank Debt

During the three months ended September 30, 2014, CBIZ replaced its $275.0 million unsecured credit facility with a $400.0 million unsecured credit facility with Bank of America as agent for a group of eight participating banks (the credit facility). The balance outstanding under the applicable credit facility was $108.0 million and $48.5 million at September 30, 2014 and December 31, 2013, respectively. Rates for the nine months ended September 30, 2014 and 2013 were as follows:

	Nine Months Ended September 30, 2014	2013
Weighted average rates	2.55%	2.96%
Range of effective rates	1.87% - 3.25%	2.40% - 3.91%

CBIZ had approximately $172.6 million of available funds under the credit facility at September 30, 2014, net of outstanding letters of credit and performance guarantees of $4.4 million. The credit facility provides CBIZ operating flexibility and funding to support seasonal working capital needs and other strategic initiatives such as acquisitions and share repurchases. The maturity date of the credit facility is in July 2019. CBIZ is in compliance with its debt covenants at September 30, 2014.

6. Commitments and Contingencies

Letters of Credit and Guarantees

CBIZ provides letters of credit to landlords (lessors) of its leased premises in lieu of cash security deposits, which totaled $2.5 million at September 30, 2014 and December 31, 2013. In addition, CBIZ provides license bonds to various state agencies to meet certain licensing requirements. The amount of license bonds outstanding at September 30, 2014 and December 31, 2013 was $1.7 million and $2.4 million, respectively.

CBIZ acted as guarantor on various letters of credit for a CPA firm with which it has an affiliation, which totaled $1.9 million at September 30, 2014 and December 31, 2013. CBIZ has recognized a liability for the fair value of the obligations undertaken in issuing these guarantees, which is recorded as other current liabilities in the accompanying consolidated balance sheets. Management does not expect any material changes to result from these instruments as performance under the guarantees is not expected to be required.

Legal Proceedings

In 2010, CBIZ, Inc. and its subsidiary, CBIZ MHM, LLC (fka CBIZ Accounting, Tax & Advisory Services, LLC) (the CBIZ Parties), were named as defendants in lawsuits filed in the U.S. District Court for the District of Arizona and the Superior Court for Maricopa County, Arizona. The federal court case is captioned Robert Facciola, et al v.

Greenberg Traurig LLP, et al, and the state court cases are captioned Victims Recovery, LLC v. Greenberg Traurig LLP, et al, Roger Ashkenazi, et al v. Greenberg Traurig LLP, et al, Mary Marsh, et al v. Greenberg Traurig LLP, et al; and ML Liquidating Trust v. Mayer Hoffman McCann PC, et al. Prior to these suits CBIZ MHM, LLC was named as a defendant in Jeffery C. Stone v. Greenberg Traurig LLP, et al. The Stone case was subsequently voluntarily dismissed by the plaintiff.

These lawsuits arose out of the bankruptcy of Mortgages Ltd., a mortgage lender to developers in the Phoenix, Arizona area. Various other professional firms not related to the Company were also named defendants in these lawsuits.

Table of Contents

CBIZ, INC. AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (Continued)

Mortgages Ltd. had been audited by Mayer Hoffman McCann PC (Mayer Hoffman), a CPA firm that has an administrative services agreement with CBIZ. The lawsuits assert claims against Mayer Hoffman for, among others things, violations of the Arizona Securities Act, common law fraud, and negligent misrepresentation, and seek to hold the CBIZ Parties vicariously liable for Mayer Hoffman s conduct as either a statutory control person under the Arizona Securities Act or a joint venturer under Arizona common law. CBIZ is not a CPA firm, does not provide audits, and did not audit any of the entities at issue in these lawsuits, nor is CBIZ a control person of, or a joint venture with, Mayer Hoffman.

In June 2011, the Facciola court, in which the plaintiffs were seeking to certify a class of all Mortgages Ltd. investors, granted the motions to dismiss filed by the CBIZ Parties and Mayer Hoffman. After that dismissal order, the plaintiffs moved the court to amend their complaint in an attempt to state a claim against the CBIZ Parties and Mayer Hoffman. In November 2011, the Facciola court denied the plaintiffs request to amend the complaint as to the CBIZ Parties and Mayer Hoffman. In June 2012, the remaining defendants in the Facciola case reached a class action settlement, which the court approved in October 2012. Eighteen class members, however, opted out of the settlement before it was finalized and, in September 2012, filed a new case against all of the defendants in the Facciola case, including the CBIZ Parties (Rader et al v. Greenberg Traurig, LLC, et al). In December 2012, the Facciola plaintiffs filed an appeal to the U.S. Court of Appeals for the Ninth Circuit of the dismissal of their case against the CBIZ Parties and Mayer Hoffman. That appeal is currently pending.

The plaintiffs, except for the ML Liquidating Trust, alleged that they directly or indirectly invested in real estate mortgages through Mortgages Ltd. The Victims Recovery, Ashkenazi and Marsh plaintiffs sought monetary damages equivalent to their alleged losses on those investments. The ML Liquidating Trust asserted errors and omissions and breach of contract claims and is seeking monetary damages. The Ashkenazi complaint alleged damages of approximately $92.0 million; the Victims Recovery complaint alleged damages of approximately $53.0 million; the Marsh, Facciola, Rader, and ML Liquidating Trust complaints alleged damages in excess of approximately $200.0 million. The plaintiffs in these suits also sought pre- and post-judgment interest, punitive damages and attorneys fees.

The CBIZ Parties filed motions to dismiss in all remaining cases. On March 11, 2013, the court issued a ruling dismissing the securities fraud and aiding and abetting securities fraud claims against the CBIZ Parties and Mayer Hoffman in the Marsh, Victims Recovery and Ashkenazi lawsuits, and also dismissed certain other claims in the Ashkenazi and Victims Recovery cases.

On April 12, 2013, the court denied the CBIZ Parties motion to dismiss the remaining claims in the Ashkenazi lawsuit. On May 7, 2013, the court in the ML Liquidating Trust lawsuit issued a ruling dismissing claims for deepening insolvency damages, negligence and breach of contract and holding that any claims related to the 2004 and 2005 Mayer Hoffman audits were barred by the statute of limitations. The court denied the motion as to the negligent misrepresentation claim. On June 14, 2013, the court dismissed the RICO, fraud and consumer fraud claims in the Marsh lawsuit, and denied the CBIZ Parties motion as to the negligent misrepresentation and aiding and abetting breaches of fiduciary duty claims.

The CBIZ Parties and Mayer Hoffman, without admitting any liability, have reached settlements in the Victims Recovery, Ashkenazi, Rader and Marsh lawsuits. The CBIZ Parties did not pay any monetary amounts as part of these settlements. The Victims Recovery complaint had alleged damages of approximately $53.0 million, the Ashkenazi complaint had alleged damages of approximately $92.0 million, the Rader complaint had alleged damages in excess of $15.0 million, and the Marsh complaint had alleged damages in excess of $115.0 million. Two plaintiffs from the Ashkenazi lawsuit (Baldino Group) were not part of that settlement and their claims, which allege damages of approximately $16.0 million, are proceeding. Discovery is proceeding in the Baldino Group and ML Liquidating Trust matters and no trial dates have been set. Discovery is not proceeding in Facciola as it is on appeal.

The CBIZ Parties deny all allegations of wrongdoing made against them in these actions and are vigorously defending the remaining proceedings. In particular, the CBIZ Parties are not control persons under the Arizona Securities Act of, or in a joint venture with, Mayer Hoffman. The CBIZ Parties do not have, in any respects, the legal right to control Mayer Hoffman s audits or any say in how the audits are conducted. The Company has been advised by Mayer Hoffman that it denies all allegations of wrongdoing made against it and that it intends to continue vigorously defending the matters.

Table of Contents

CBIZ, INC. AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (Continued)

In January 2012, the CBIZ Parties were added as defendants to a lawsuit filed in the Superior Court of California for Orange County (Signature Financial Group, Inc., et al, (Signature) v. Mayer Hoffman McCann, P.C., et al). This lawsuit arises out of a review of the financial statements of Medical Capital Holdings, Inc. (Medical Capital) by Mayer Hoffman. In June 2009, Medical Capital was sued by the SEC and a receiver was appointed to liquidate Medical Capital. The plaintiffs in the Signature lawsuit are financial advisors that sold Medical Capital investments to their clients. Those plaintiffs were sued by their clients for losses related to Medical Capital and now seek to recover damages from the CBIZ Parties and Mayer Hoffman of approximately $87.0 million for the losses and expenses they incurred in litigation with their respective clients and for lost profits. The Signature lawsuit seeks to impose auditor-type liabilities upon the CBIZ Parties for attest services they did not conduct. Specific claims asserted and relief requested included fraud, intentional misrepresentation and concealment; negligent misrepresentation; equitable indemnity; declaratory relief and respondeat superior.

In November 2013, the Court granted the CBIZ Parties motion for summary judgment and the CBIZ Parties were dismissed from the lawsuit. The CBIZ Parties and Mayer Hoffman, without admitting any liability, have settled this matter. The CBIZ Parties did not pay any monetary amounts as part of this settlement.

The Company cannot predict the outcome of the above matters or estimate the possible loss or range of loss, if any. Although the proceedings are subject to uncertainties inherent in the litigation process and the ultimate disposition of these proceedings is not presently determinable, management believes that the allegations are without merit and that the ultimate resolution of these matters will not have a material adverse effect on the consolidated financial condition, results of operations or cash flows of the Company.

In addition to those items disclosed above, the Company is, from time to time, subject to claims and suits arising in the ordinary course of business. Although the ultimate disposition of such proceedings is not presently determinable, management does not believe that the ultimate resolution of these matters will have a material adverse effect on the consolidated financial condition, results of operations or cash flows of the Company.

Table of Contents

CBIZ, INC. AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (Continued)

7. Financial Instruments

Bonds

In connection with CBIZ s payroll business and the collection of client funds, CBIZ invests a portion of these funds in corporate and municipal bonds. CBIZ held corporate and municipal bonds with par values totaling $36.2 million and $29.0 million at September 30, 2014 and December 31, 2013, respectively. All bonds are investment grade and are classified as available-for-sale. These bonds have maturity or callable dates ranging from November 2014 through November 2019, and are included in Funds held for clients on the consolidated balance sheets based on the intent and ability of the Company to sell these investments at any time under favorable conditions. The following table summarizes CBIZ s bond activity for the nine months ended September 30, 2014 and the twelve months ended December 31, 2013 (in thousands):

	Nine Months Ended September 30, 2014	Twelve Months Ended December 31, 2013
Fair value at beginning of period	$ 30,011	$ 29,776
Purchases	12,955	5,650
Sales	(245)	(845)
Maturities and calls	(5,426)	(4,050)
Increase (decrease) in bond premium	1,198	(270)
Fair market value adjustment	(133)	(250)
Fair value at end of period	$ 38,360	$ 30,011

Interest Rate Swaps

CBIZ uses interest rate swaps to manage interest rate risk exposure primarily through converting portions of floating rate debt under the credit facility to a fixed rate basis. These agreements involve the receipt or payment of floating rate amounts in exchange for fixed rate interest payments over the life of the agreements without an exchange of the underlying principal amounts. CBIZ does not enter into derivative instruments for trading or speculative purposes. See the Annual Report on Form 10-K for the year ended December 31, 2013 for further discussion on CBIZ s interest rate swaps.

At September 30, 2014 and December 31, 2013, the interest rate swap was classified as a liability derivative. The following table summarizes CBIZ s outstanding interest rate swap and its classification on the consolidated balance sheets at September 30, 2014 and December 31, 2013 (in thousands).

	September 30, 2014		
	Notional Amount	Fair Value (2)	Balance Sheet Location
Interest rate swap (1)	$ 25,000	$ (214)	Other current liabilities

	December 31, 2013		
	Notional Amount	Fair Value (2)	Balance Sheet Location
Interest rate swap (1)	$ 40,000	$ (452)	Other current and non-current liabilities

(1) Represents interest rate swap with a notional value of $40 million, of which $15.0 million expired in June 2014. The remaining $25 million will expire in June 2015. Under the terms of the interest rate swap, CBIZ pays interest at a fixed rate of 1.41% plus applicable margin as stated in the agreement, and received interest that varied with the three-month LIBOR.

(2) See additional disclosures regarding fair value measurements in Note 8.

Table of Contents

CBIZ, INC. AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (Continued)

The swap was deemed to be effective for the three and nine months ended September 30, 2014 and 2013. The following table summarizes the effects of the interest rate swap on CBIZ s consolidated statements of comprehensive income for the three and nine months ended September 30, 2014 and 2013 (in thousands):

	Gain Recognized in AOCL, net of tax Three Months Ended September 30,		Loss Reclassified from AOCL into Expense Three Months Ended September 30,	
	2014	2013	2014	2013
Interest rate swap	$ 44	$ 32	$ 75	$ 115
	Nine Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
Interest rate swap	$ 161	$ 175	$ 301	$ 340

8. Fair Value Measurements

The following table summarizes CBIZ s assets and liabilities at September 30, 2014 and December 31, 2013 that are measured at fair value on a recurring basis subsequent to initial recognition and indicates the fair value hierarchy of the valuation techniques utilized by the Company to determine such fair value (in thousands):

	Level	September 30, 2014	December 31, 2013
Deferred compensation plan assets	1	$ 57,690	$ 51,953
Corporate bonds	1	$ 38,360	$ 30,011
Interest rate swap	2	$ (214)	$ (452)
Contingent purchase price liabilities	3	$ (33,369)	$ (25,196)

During the nine months ended September 30, 2014 and 2013, there were no transfers between the valuation hierarchy Levels 1, 2 and 3. The following table summarizes the change in Level 3 fair values of the Company s contingent purchase price liability for the nine months ended September 30, 2014 and 2013 (pre-tax basis) (in thousands):

	2014	2013
Beginning balance January 1	$ (25,196)	$ (30,012)
Additions from business acquisitions	(13,953)	(4,566)
Payment of contingent purchase price liabilities	2,285	4,893
Change in fair value of contingencies	3,591	(1,090)

Change in net present value of contingencies	(96)	(86)
Ending balance September 30	$ (33,369)	$ (30,861)

Contingent Purchase Price Liabilities - Contingent purchase price liabilities arise from business acquisitions and are classified as Level 3 due to the utilization of a probability weighted discounted cash flow approach to determine the fair value of the contingency. A contingent liability is established for each acquisition that has a contingent purchase price component and normally extends over a term of three to six years. The significant unobservable input used in the fair value measurement of the contingent purchase price liabilities is the future performance of the acquired business. The future

Table of Contents

CBIZ, INC. AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (Continued)

performance of the acquired business directly impacts the contingent purchase price that is paid to the seller; thus, performance that exceeds target could result in a higher payout, and a performance under target could result in a lower payout. Changes in the expected amount of potential payouts are recorded as adjustments to the initial contingent purchase price liability, with the same amount being recorded in the consolidated statements of comprehensive income. These liabilities are reviewed quarterly and adjusted if necessary. See Note 12 for further discussion of contingent purchase price liabilities.

The following table presents financial instruments that are not carried at fair value but which require fair value disclosure as of September 30, 2014 and December 31, 2013 (in thousands):

	September 30, 2014		December 31, 2013	
	Carrying Value	**Fair Value**	**Carrying Value**	**Fair Value**
2006 Convertible Notes	$ 750	$ 750	$ 750	$ 750
2010 Convertible Notes	$ 95,224	$ 117,189	$ 124,506	$ 173,779

The fair value of CBIZ s 2006 Notes and 2010 Notes was determined based upon their most recent quoted market price and as such, is considered to be a Level 1 fair value measurement. The 2006 Notes and the 2010 Notes are carried at face value less any unamortized debt discount. See Note 5 for further discussion of CBIZ s debt instruments.

In addition, the carrying amounts of CBIZ s cash and cash equivalents, accounts receivable and accounts payable approximate fair value because of the short maturity of these instruments, and the carrying value of bank debt approximates fair value as the interest rate on the bank debt is variable and approximates current market rates. As a result, the fair value measurement of CBIZ s bank debt is considered to be Level 2.

9. Other Comprehensive (Loss) Income

The following table is a summary of other comprehensive (loss) income and discloses the tax impact of each component of other comprehensive (loss) income for the three and nine months ended September 30, 2014 and 2013 (in thousands):

	Three Months Ended September 30,		**Nine Months Ended September 30,**	
	2014	**2013**	**2014**	**2013**
Net unrealized (loss) gain on available-for-sale securities, net of income taxes (1)	$ (95)	$ 47	$ (86)	$ (128)
Net unrealized gain on interest rate swaps, net of income taxes (2)	44	32	161	175
Foreign currency translation	(15)	(14)	(44)	(45)

Total other comprehensive (loss) income income	$ (66)	$ 65	$ 31	$ 2

(1) Net of income tax (benefit) expense of ($63) and $31 for the three months ended September 30, 2014 and 2013, respectively, and net of income tax benefit of $57 and $85 for the nine months ended September 30, 2014 and 2013, respectively.

(2) Net of income tax expense of $26 and $19 for the three months ended September 30, 2014 and 2013, respectively, and net of income tax expense of $95 and $103 for the nine months ended September 30, 2014 and 2013, respectively.

Accumulated other comprehensive loss, net of tax, was approximately $0.7 million at September 30, 2014 and December 31, 2013, respectively. Accumulated other comprehensive loss consisted of adjustments, net of tax, to unrealized gains and losses on available-for-sale securities and an interest rate swap, and adjustments for foreign currency translation.

CBIZ, INC. AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (Continued)

10. Employer Share Plans

Effective May 15, 2014, CBIZ shareholders approved a new plan, the CBIZ, Inc. 2014 Stock Incentive Plan (2014 Plan). Under the 2014 Plan, a maximum of 9.6 million stock options, restricted stock awards or other stock-based compensation awards may be granted. The 2014 Plan is in addition to the 2002 Amended and Restated CBIZ, Inc. Stock Incentive Plan (2002 Plan), of which CBIZ has granted various stock-based awards through September 30, 2014. The terms and vesting schedules for stock-based awards vary by type and date of grant. Compensation expense for stock-based awards recognized during the three and nine months ended September 30, 2014 and 2013 was as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
Stock options	$ 641	$ 639	$ 1,956	$ 2,088
Restricted stock awards	1,184	711	2,856	2,186
Total stock-based compensation expense	$ 1,825	$ 1,350	$ 4,812	$ 4,274

Stock award activity during the nine months ended September 30, 2014 was as follows (in thousands, except per share data):

	Stock Options		Restricted Stock Awards	
	Number of Options	Weighted Average Exercise Price Per Share	Number of Shares	Weighted Average Grant-Date Fair Value (1)
Outstanding at beginning of year	6,035	$ 6.88	1,083	$ 6.62
Granted	1,348	$ 8.36	482	$ 8.46
Exercised or released	(1,031)	$ 7.61	(507)	$ 6.98
Expired or canceled	(213)	$ 6.88	(9)	$ 6.66
Outstanding at September 30, 2014	6,139	$ 7.09	1,049	$ 7.30
Exercisable at September 30, 2014	3,181	$ 7.23		

(1) Represents weighted average market value of the shares; awards are granted at no cost to the recipients.

Table of Contents

CBIZ, INC. AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (Continued)

11. Earnings Per Share

The following table sets forth the computation of basic and diluted earnings per share from continuing operations for the three and nine months ended September 30, 2014 and 2013 (in thousands, except per share data).

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
Numerator:				
Income from continuing operations	$ 7,284	$ 5,476	$ 31,506	$ 28,217
Denominator:				
Basic				
Weighted average common shares outstanding	48,451	48,504	48,303	49,187
Diluted				
Stock options (1)	725	227	779	52
Restricted stock awards	209	204	289	230
Contingent shares (2)	103	68	103	68
Convertible senior subordinated notes (3)	1,721		1,995	
Diluted weighted average common shares outstanding	51,209	49,003	51,469	49,537
Basic earnings per share from continuing operations	$ 0.15	$ 0.11	$ 0.65	$ 0.57
Diluted earnings per share from continuing operations	$ 0.14	$ 0.11	$ 0.61	$ 0.57

(1) A total of 1.3 million and 1.1 million share based awards were excluded from the calculation of diluted earnings per share for the three and nine months ended September 30, 2014, respectively, and a total of 6.5 million and 7.6 million share based awards were excluded from the calculation of diluted earnings per share for the three and nine months ended September 30, 2013, respectively, as they were anti-dilutive.

(2) Contingent shares represent additional shares to be issued for purchase price earned by former owners of businesses acquired by CBIZ once future conditions have been met.

(3) The dilutive impact of potential shares to be issued related to the 2010 Notes based on the average share price of $8.53 and $8.73 for the three and nine months ended September 30, 2014, respectively, which exceeded the conversion price of $7.41.

12. Acquisitions

During the nine months ended September 30, 2014, CBIZ acquired substantially all of the assets of five businesses. Centric Insurance Agency (Centric), located in New Providence, New Jersey, is an insurance broker providing property and casualty insurance, with a specialty in education and public schools. Clearview National Partners, LLC (Clearview), located in Waltham, Massachusetts, is a specialized employee benefits broker focused on providing employee benefit solutions to clients with more than 100 employees. Lewis Birch & Richardo, LLC (LBR), located in Tampa Bay, Florida, is a professional tax, accounting and consulting service provider with significant experience and expertise in matrimonial and family law litigation support, not-for-profit entities and healthcare provider services. Tegrit Group (Tegrit), based in Akron, Ohio, is a national provider of actuarial consulting and retirement plan administration. Rognstad s Inc. d.b.a. Sattler Insurance Agency (Sattler), based in Lewiston, Idaho, provides property and casualty, personal, and life insurance services, with a specialty in outdoor recreation insurance, to businesses across the United States The operating results of Centric, Clearview, Tegrit and Sattler are reported in the Employee Services practice group and the operating results of LBR are reported in the Financial Services practice group. Aggregate consideration for these acquisitions consisted of approximately $27.6 million in cash, $2.8 million in CBIZ common stock, and $14.0 million in contingent consideration.

Table of Contents

CBIZ, INC. AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (Continued)

The aggregate purchase price for these acquisitions was allocated as follows (in thousands):

Recognized amounts of identifiable assets acquired and liabilities assumed:	
Cash	$ 382
Accounts receivable	3,408
Work in process	900
Other assets	406
Identifiable intangible assets	11,109
Current liabilities	(3,690)
Total identifiable net assets	$ 12,515
Goodwill	31,925
Aggregate purchase price	$ 44,440

Under the terms of each of the acquisition agreements, a portion of the purchase price is contingent on future performance of the business acquired. The maximum potential undiscounted amount of all future payments that CBIZ could be required to make under the contingent arrangements is $15.4 million. CBIZ is required to record the fair value of this obligation at the applicable acquisition date. CBIZ determined, utilizing a probability weighted income approach, that the fair value of the contingent consideration arrangements was $14.0 million, which was recorded in the consolidated balance sheet at September 30, 2014. The goodwill of $31.9 million arising from the acquisitions in the current year consists largely of expected future earnings and cash flow from the existing management teams, as well as the synergies created by the integration of the new businesses within the CBIZ organization, including cross-selling opportunities expected with the Company s Employee Services and Financial Services practice groups, to help strengthen the Company s existing service offerings and expand market position. A significant portion of the goodwill is deductible for income tax purposes.

In addition, CBIZ paid $2.3 million in cash and issued approximately 0.1 million shares of CBIZ common stock during the nine months ended September 30, 2014 as contingent earnouts for previous acquisitions. During the nine months ended September 30, 2014, CBIZ also reduced the fair value of the contingent purchase price liability related to CBIZ s prior acquisitions by $3.6 million due to lower than originally projected future results of the acquired businesses. These reductions are included in Other (expense) income, net in the consolidated statements of comprehensive income.

During the nine months ended September 30, 2013, CBIZ acquired Associated Insurance Agents (AIA) AIA, located in Minneapolis, Minnesota, an insurance brokerage agency specializing in property and casualty insurance, personal lines and health and benefit insurance. The operating results of AIA are reported in the Employee Services practice group. Aggregate consideration for this acquisition consisted of approximately $3.7 million in cash, $0.4 million in guaranteed future consideration, and $4.6 million in contingent consideration. CBIZ also purchased one client list, which is reported in the Employee Services practice group. Total consideration for this client list was $0.3 million cash paid at closing and an additional $0.2 million in cash, which is contingent upon future financial performance of the client list.

In addition, CBIZ paid $4.1 million in cash and issued approximately 0.2 million of CBIZ common stock during the nine months ended September 30, 2013 as contingent earnouts for previous acquisitions. During the nine months ended September 30, 2013, CBIZ also increased the fair value of the contingent purchase price liability related to CBIZ s prior acquisitions by $1.1 million due to greater than originally projected future results of the acquired businesses. This increase is included in Other income, net in the Consolidated Statements of Comprehensive Income. Refer to Note 8 for further discussion of contingent purchase price liabilities.

Table of Contents

CBIZ, INC. AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (Continued)

The operating results of acquired businesses are included in the accompanying consolidated financial statements since the dates of acquisition. Client lists and non-compete agreements are recorded at fair value at the time of acquisition. The excess of purchase price over the fair value of net assets acquired (including client lists and non-compete agreements) is allocated to goodwill.

Additions to goodwill, client lists and other intangible assets resulting from acquisitions and contingent consideration earned on prior period acquisitions during the nine months ended September 30, 2014 and 2013, respectively, were as follows (in thousands):

	2014	2013
Goodwill	$ 32,094	$ 7,378
Client lists	$ 11,606	$ 3,499
Other intangible assets	$ 559	$ 166

13. Discontinued Operations and Divestitures

CBIZ will divest (through sale or closure) business operations that do not contribute to the Company s long-term objectives for growth or that are not complementary to its target service offerings and markets. Divestitures are classified as discontinued operations provided they meet the criteria as provided in FASB ASC 205 Presentation of Financial Statements Discontinued Operations Other Presentation Matters.

Discontinued Operations

Revenue and results from operations of discontinued operations are separately reported as (Loss) income from operations of discontinued operations, net of tax in the consolidated statements of comprehensive income. For the nine months ended September 30, 2014, the loss on operations of discontinued operations represents the results from the Company s property tax business located in Leawood, Kansas that was discontinued in December 2013 and subsequently sold on June 1, 2014. For the nine months ended September 30, 2013, the income from operations of discontinued operations relates to the results of CBIZ s Medical Management Professionals practice group (MMP) that was discontinued and sold in August 2013, as well as the results of the Leawood, Kansas property tax business.

Revenue and results from operations of discontinued operations for the three and nine months ended September 30, 2014 and 2013 were as follows (in thousands):

	Three Months Ended September 30,	Nine Months Ended September 30,

	2014	2013	2014	2013
Revenue	$	$ 23,610	$ 298	$ 91,974
(Loss) income from discontinued operations before income tax	$ (104)	$ 1,080	$ (642)	$ 5,602
Income tax expense (benefit)	99	511	(114)	2,252
(Loss) income from discontinued operations, net of tax	$ (203)	$ 569	$ (528)	$ 3,350

Gains from the sale of discontinued operations are recorded as Gain on disposal of discontinued operations, net of tax , in the accompanying consolidated statements of comprehensive income. In addition, proceeds that are contingent upon a divested operation s actual future performance are recorded as Gain on disposal of discontinued operations, net of tax in the period they are earned. During the nine months ended September 30, 2014, CBIZ sold its property tax business located in Leawood, Kansas and recorded a gain, which was partially offset by a loss that was recorded representing the finalization of the working capital adjustment related to the August 2013 sale of MMP. The gain recorded in the nine months ended September 30, 2013 related to contingent proceeds on sales of discontinued operations that occurred in prior periods. For the nine months ended September 30, 2013, the gain of disposal of discontinued operations was primarily the result of the sale of MMP.

CBIZ, INC. AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (Continued)

For the three and nine months ended September 30, 2014 and 2013, gains on the disposal of discontinued operations were as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
Gain on disposal of discontinued operations, before income tax	$ 1,010	$ 107,506	$ 125	$ 107,543
Income tax expense	403	51,191	19	49,300
Gain on disposal of discontinued operations, net of tax	$ 607	$ 56,315	$ 106	$ 58,243

At September 30, 2014 and December 31, 2013, the assets and liabilities of businesses classified as discontinued operations were reported separately in the accompanying consolidated financial statements and consisted of the following (in thousands):

	September 30, 2014	December 31, 2013
Assets:		
Accounts receivable, net	$ 876	$ 1,068
Other current assets		24
Assets of discontinued operations	$ 876	$ 1,092
Liabilities:		
Accounts payable	$ 32	$ 72
Accrued personnel	71	161
Accrued expenses	136	137
Liabilities of discontinued operations	$ 239	$ 370

Divestitures

Gains and losses from divested operations and assets that do not qualify for treatment as discontinued operations are recorded as Gain on sale of operations, net in the consolidated statements of comprehensive income.

Table of Contents

CBIZ, INC. AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (Continued)

14. Segment Disclosures

CBIZ s business units have been aggregated into three practice groups: Financial Services, Employee Services and National Practices. The business units have been aggregated based on the following factors: similarity of the products and services provided to clients; similarity of the regulatory environment in which they operate; and similarity of economic conditions affecting long-term performance. The business units are managed along these segment lines. A general description of services provided by each practice group is provided in the following table.

Financial Services	Employee Services	National Practices
Accounting	Employee Benefits	Managed Networking and Hardware Services
Tax	Property & Casualty	Health Care Consulting
Financial Advisory	Retirement Plan Services	
Valuation	Payroll Services	
Litigation Support	Life Insurance	
Government Health Care Consulting	Human Capital Services	
Risk Advisory Services	Compensation Consulting	
Real Estate Advisory	Executive Recruiting	
	Actuarial Services	

Corporate and Other. Included in Corporate and Other are operating expenses that are not directly allocated to the individual business units. These expenses are primarily comprised of gains or losses attributable to assets held in the Company s deferred compensation plan, stock-based compensation, certain health care costs, consolidation and integration charges, certain professional fees, certain advertising costs and other various expenses.

Accounting policies of the practice groups are the same as those described in Note 1 to the Annual Report on Form 10-K for the year ended December 31, 2013. Upon consolidation, all intercompany accounts and transactions are eliminated; thus inter-segment revenue is not included in the measure of profit or loss for the practice groups. Performance of the practice groups is evaluated on operating income excluding those costs listed above, which are reported in the Corporate and Other segment.

Table of Contents

CBIZ, INC. AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (Continued)

Segment information for the three and nine months ended September 30, 2014 and 2013 was as follows (in thousands):

	Three Months Ended September 30, 2014				
	Financial Services	Employee Services	National Practices	Corporate and Other	Total
Revenue	$ 119,462	$ 56,891	$ 7,446	$	$ 183,799
Operating expenses	102,789	47,194	6,583	2,460	159,026
Gross margin	16,673	9,697	863	(2,460)	24,773
Corporate general & admin				8,889	8,889
Operating income (loss)	16,673	9,697	863	(11,349)	15,884
Other income (expense):					
Interest expense		(7)		(3,116)	(3,123)
Gain on sale of operations, net				17	17
Other income (expense), net	193	97	4	(1,662)	(1,368)
Total other income (expense)	193	90	4	(4,761)	(4,474)
Income (loss) from continuing operations before income tax expense	$ 16,866	$ 9,787	$ 867	$ (16,110)	$ 11,410

	Three Months Ended September 30, 2013				
	Financial Services	Employee Services	National Practices	Corporate and Other	Total
Revenue	$ 110,552	$ 50,415	$ 7,812	$	$ 168,779
Operating expenses	96,999	42,055	6,617	4,587	150,258
Gross margin	13,553	8,360	1,195	(4,587)	18,521
Corporate general & admin				8,944	8,944
Operating income (loss)	13,553	8,360	1,195	(13,531)	9,577
Other income (expense):					
Interest expense		(7)		(3,808)	(3,815)
Gain on sale of operations, net				6	6

Other income, net	74	63	1	2,233	2,371
Total other income (expense)	74	56	1	(1,569)	(1,438)
Income (loss) from continuing operations before income tax expense	$ 13,627	$ 8,416	$ 1,196	$ (15,100)	$ 8,139

Table of Contents

CBIZ, INC. AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (Continued)

	Nine Months Ended September 30, 2014				
	Financial Services	Employee Services	National Practices	Corporate and Other	Total
Revenue	$ 383,964	$ 167,479	$ 22,149	$	$ 573,592
Operating expenses	317,402	138,865	19,901	11,352	487,520
Gross margin	66,562	28,614	2,248	(11,352)	86,072
Corporate general & admin				27,454	27,454
Operating income (loss)	66,562	28,614	2,248	(38,806)	58,618
Other income (expense):					
Interest expense		(23)		(10,110)	(10,133)
Gain on sale of operations, net				93	93
Other income, net	234	472	4	3,833	4,543
Total other income (expense)	234	449	4	(6,184)	(5,497)
Income (loss) from continuing operations before income tax expense	$ 66,796	$ 29,063	$ 2,252	$ (44,990)	$ 53,121

	Nine Months Ended September 30, 2013				
	Financial Services	Employee Services	National Practices	Corporate and Other	Total
Revenue	$ 365,004	$ 154,681	$ 22,512	$	$ 542,197
Operating expenses	300,602	127,545	20,442	12,149	460,738
Gross margin	64,402	27,136	2,070	(12,149)	81,459
Corporate general & admin				26,577	26,577
Operating income (loss)	64,402	27,136	2,070	(38,726)	54,882
Other income (expense):					
Interest expense		(15)		(12,001)	(12,016)
Gain on sale of operations, net				72	72
Other income, net	450	238	1	3,925	4,614
Total other income (expense)	450	223	1	(8,004)	(7,330)
	$ 64,852	$ 27,359	$ 2,071	$ (46,730)	$ 47,552

Income (loss) from continuing operations before income tax expense

15. Subsequent Events

On October 29, 2014, Steven L. Gerard announced that he will retire as CBIZ, Inc. Chief Executive Officer in March 2016, following the filing of the Company s Form 10-K for the year ending December 31, 2015. Following his retirement, Mr. Gerard will continue to serve as non-executive Chairman of the Company s Board of Directors. The Company s Board of Directors has indicated that it will appoint Jerome P. Grisko, Jr., currently President and Chief Operating Officer of the Company, as Mr. Gerard s successor.

Effective November 1, 2014, CBIZ acquired Weekes and Callaway, Inc. (W&C) of Delray Beach, Florida. W&C is an insurance brokerage firm that specializes in providing business insurance, life insurance, commercial lines, personal lines, employee benefits and risk management services. Annual revenues are expected to be $9.0 million and will be reported in the Employee Services practice group.

Table of Contents

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

Unless the context otherwise requires, references in this Quarterly Report on Form 10-Q to CBIZ or the Company shall mean CBIZ, Inc., a Delaware corporation, and its operating subsidiaries.

The following discussion is intended to assist in the understanding of CBIZ s financial position at September 30, 2014 and December 31, 2013, results of operations for the three and nine months ended September 30, 2014 and 2013, and cash flows for the nine months ended September 30, 2014 and 2013, and should be read in conjunction with the consolidated financial statements and related notes included elsewhere in this Quarterly Report on Form 10-Q and with the Company s Annual Report on Form 10-K for the year ended December 31, 2013. This discussion and analysis contains forward-looking statements and should also be read in conjunction with the disclosures and information contained in Forward-Looking Statements included elsewhere in this Quarterly Report on Form 10-Q and in Risk Factors included in the Annual Report on Form 10-K for the year ended December 31, 2013.

Overview

CBIZ provides professional business services, products and solutions that help its clients grow and succeed by better managing their finances and employees. These services are provided to businesses of various sizes, as well as individuals, governmental entities and not-for-profit enterprises throughout the United States and parts of Canada. CBIZ delivers its integrated services through three practice groups: Financial Services, Employee Services, and National Practices. See Note 14 to the accompanying consolidated financial statements for a general description of services provided by each practice group.

See the Annual Report on Form 10-K for the year ended December 31, 2013 for further discussion of CBIZ s business and strategies, as well as the external relationships and regulatory factors that currently impact the Company s operations.

Executive Summary

On October 29, 2014, Steven L. Gerard announced that he will retire as CBIZ, Inc. Chief Executive Officer in March 2016, following the filing of the Company s Form 10-K for the year ending December 31, 2015. Following his retirement, Mr. Gerard will continue to serve as non-executive Chairman of the Company s Board of Directors. The Company s Board of Directors has indicated that it will appoint Jerome P. Grisko, Jr., currently President and Chief Operating Officer of the Company, as Mr. Gerard s successor.

Revenue for the three months ended September 30, 2014 increased by 8.9% to $183.8 million from $168.8 million for the comparable period in 2013. Revenue from newly acquired operations contributed $6.6 million, or 3.9%, to the growth in revenue, and same-unit revenue contributed $8.4 million, or 5.0%. Revenue for the nine months ended September 30, 2014 increased by 5.8% to $573.6 million from $542.2 million for the comparable period in 2013. Revenue from newly acquired operations contributed $16.4 million, or 2.9%, and same-unit revenue contributed $15.0 to the growth in revenue, or 2.8%.

Earnings per diluted share from continuing operations were $0.14 and $0.11 for the three months ended September 30, 2014 and 2013, respectively, and $0.61 and $0.57 for the nine months ended September 30, 2014 and 2013, respectively. Non-GAAP earnings per diluted share were $0.28 and $0.26 for the three months ended September 30, 2014 and 2013, respectively, and $0.97 and $1.01 for the nine months ended September 30, 2014 and 2013, respectively. CBIZ believes Non-GAAP earnings per diluted share illustrates the impact of certain non-cash charges and credits to income from continuing operations and is a useful measure for the Company, its analysts and its stockholders. Non-GAAP earnings per diluted share is a measurement prepared on a basis other than generally accepted accounting principles (GAAP). As such, the Company has included this data and has provided reconciliation to the nearest GAAP measurement, income per diluted share from continuing operations . Reconciliations for the three and nine months ended September 30, 2014 and 2013 are provided in the Results of Operations Continuing Operations section that follows.

During the nine months ended September 30, 2014, CBIZ acquired substantially all of the assets of five businesses: Clearview National Partners, LLC (Clearview), Centric Insurance Agency (Centric), Lewis Birch & Richardo, LLC (LBR), the Tegrit Group (Tegrit) and Rognstad s Inc. d.b.a Sattler Insurance

24

Table of Contents

Agency (Sattler). Clearview is located in Waltham, Massachusetts, and is a specialized employee benefits broker. Centric is an insurance broker located in New Providence, New Jersey, that provides property and casualty insurance, with a specialty in education institutions and public schools. LBR is a professional tax, accounting and consulting service provider located in Tampa, Florida, with significant experience and expertise in family law litigation support, not-for-profit entities and healthcare providers. Tegrit is located in Akron, Ohio and is a national provider of actuarial consulting and retirement plan administration. Sattler is based in Lewiston, Idaho, and provides property and casualty, personal, and life insurance services, with a specialty in outdoor recreation insurance, to businesses across the United States. Annual revenues for Clearview, Centric, Tegrit and Sattler are estimated to be $14.2 million and are reported in the Employee Services practice group. Annual revenues for LBR are estimated to be $9.8 million and are reported in the Financial Services practice group.

During the three months ended September 30, 2014, CBIZ paid cash of $30.6 million and issued 1.5 million shares of CBIZ common stock in privately negotiated transactions, in exchange for retiring $32.4 million of its outstanding $130.0 million 4.875% Convertible Senior Subordinated Notes (2010 Notes) due October 1, 2015. These transactions will result in lower interest expense of approximately $1.2 million annually. A non-operating loss of approximately $1.5 million was recorded in the third quarter of 2014 related to these transactions and is included in Other (expense) income, net in the Consolidated Statements of Comprehensive Income.

During the three months ended September 30, 2014, CBIZ replaced its $275.0 million unsecured credit facility with a new $400.0 million unsecured credit facility. The new credit facility, which expires in July 2019, will enable the Company to lower its borrowing costs, provide flexibility to refinance its 2010 Notes, and will also allow for the allocation of funds for strategic initiatives, including acquisitions and the repurchase of CBIZ common stock.

CBIZ believes that repurchasing shares of its common stock under the Company s stock purchase plan is a use of cash that provides value to its shareholders. During the nine months ended September 30, 2014, CBIZ repurchased approximately 2.2 million of its common shares at a total cost of approximately $19.0 million.

Results of Operations Continuing Operations

Same-unit revenue represents total revenue adjusted to reflect comparable periods of activity for acquisitions and divestitures. For example, for a business acquired on September 1, 2013, revenue for the month of September would be included in same-unit revenue for both years; revenue for the period January 1, 2014 through August 31, 2014 would be reported as revenue from acquired businesses.

Three Months Ended September 30, 2014 and 2013

Revenue The following table summarizes total revenue for the three months ended September 30, 2014 and 2013 (in thousands, except percentages).

	Three Months Ended September 30,					
	2014	% of Total	2013	% of Total	$ Change	% Change
Same-unit revenue						
Financial Services	$ 116,603	63.4%	$ 110,552	65.5%	$ 6,051	5.5%
Employee Services	53,135	28.9%	50,415	29.9%	2,720	5.4%
National Practices	7,446	4.1%	7,812	4.6%	(366)	(4.7)%

Total same-unit revenue	177,184	96.4%	168,779	100.0%	8,405	5.0%
Acquired businesses	6,615	3.6%			6,615	
Total revenue	$ 183,799	100.0%	$ 168,779	100.0%	$ 15,020	8.9%

A detailed discussion of revenue by practice group is included under Operating Practice Groups .

Gross margin and operating expenses Operating expenses increased by $8.7 million to $159.0 million for the three months ended September 30, 2014 from $150.3 million for the comparable period of 2013, and decreased as a percentage of revenue to 86.5% for the three months ended September 30, 2014 from 89.0% for the comparable period of 2013.

The primary components of operating expenses for the three months ended September 30, 2014 and 2013 are included in the following table:

	Three Months Ended September 30,				
	2014		2013		
	% of Operating Expense	% of Revenue	% of Operating Expense	% of Revenue	Change in % of Revenue
Personnel costs	77.7%	67.3%	76.2%	67.8%	(0.5)%
Occupancy costs	5.6%	4.8%	6.2%	5.5%	(0.7)%
Depreciation and amortization	3.2%	2.8%	3.1%	2.8%	
Travel and related costs	3.9%	3.3%	3.7%	3.3%	
Professional fees	1.3%	1.0%	1.1%	1.0%	
Other (1)	8.7%	7.6%	8.2%	7.3%	0.3%
Subtotal	100.4%	86.8%	98.5%	87.7%	(0.9)%
Deferred compensation costs	(0.4)%	(0.3)%	1.5%	1.3%	(1.6)%
Total operating expenses	100.0%	86.5%	100.0%	89.0%	(2.5)%
Gross margin		13.5%		11.0%	2.5%

(1) Other operating expenses include office expenses, equipment costs, restructuring charges, bad debt and other expenses, none of which are individually significant as a percentage of total operating expenses.

The decrease in operating expenses as a percentage of revenue that was attributable to deferred compensation costs was due to losses of $0.6 million in the value of the assets held in relation to CBIZ s deferred compensation plan for the three months ended September 30, 2014 compared to gains of $2.2 million in the value of assets for the comparable period in 2013, which resulted in a significant impact to gross margin. In addition, the decrease in occupancy costs was primarily due to the cancellation of a lease at the Leawood, Kansas office which will relocate to Kansas City, Missouri in the summer of 2015. Personnel and other operating expenses are discussed in further detail under Operating Practice Groups .

Corporate general and administrative expenses Corporate general and administrative (G&A) expenses remained flat at $8.9 million for the three months ended September 30, 2014 and 2013 and decreased as a percentage of revenue to 4.9% for the three months ended September 30, 2014 from 5.3% for the comparable period in 2013. The primary components of G&A expenses for the three months ended September 30, 2014 and 2013 are included in the following table:

	Three Months Ended September 30,				
	2014		2013		
	% of G&A	% of Revenue	% of G&A	% of Revenue	Change in % of

	Expense		Expense		Revenue
Personnel costs	63.0%	3.0%	48.2%	2.6%	0.4%
Professional services	12.1%	0.6%	25.7%	1.4%	(0.8)%
Computer costs	6.0%	0.3%	5.6%	0.3%	
Travel and related costs	3.8%	0.2%	3.6%	0.2%	
Depreciation and amortization	1.1%	0.1%	0.9%		0.1%
Other (1)	14.8%	0.7%	13.5%	0.7%	
Subtotal	100.8%	4.9%	97.5%	5.2%	(0.3)%
Deferred compensation costs	(0.8)%		2.5%	0.1	(0.1)%
Total G&A expenses	100.0%	4.9%	100.0%	5.3%	(0.4)%

(1) Other G&A expenses include office expenses, equipment costs, occupancy costs, insurance expense and other expenses, none of which are individually significant as a percentage of total G&A expenses.

26

The decrease in G&A expenses as a percentage of revenue attributable to professional fees was primarily related to a decrease in legal expenses during the three months ended September 30, 2014 compared to the same period last year related to the claims against CBIZ as described in Note 6 of the accompanying consolidated financial statements. This decrease was partially offset by an increase in personnel costs due to an increase in incentive based compensation accrued during the three months ended September 30, 2014 compared to the same period last year.

Interest expense Interest expense decreased by $0.7 million to $3.1 million for the three months ended September 30, 2014 from $3.8 million for the comparable period in 2013. The decrease in interest expense was primarily due to a decrease in the average debt balance outstanding under the credit facility and 2010 Notes. The average debt balance outstanding under the credit facility decreased to $102.0 million for the three months ended September 30, 2014 compared to $141.8 million for the three months ended September 30, 2013. The average debt balance outstanding under the 2010 Notes decreased to $105.0 million for the three months ended September 30, 2014 compared to $122.4 million for the three months ended September 30, 2013. In addition, the weighted average interest rate related to the credit facility decreased to 2.32% for the three months ended September 30, 2014 compared to 2.97% for the same period in 2013. See Note 5 of the accompanying consolidated financial statements for further discussion of CBIZ s debt arrangements.

Other (expense) income, net For the three months ended September 30, 2014, other (expense) income, net was primarily comprised of a loss of $1.5 million related to the repurchase of $32.4 million of the Company s outstanding $130.0 million 2010 Notes and a loss in the value of investments held in a rabbi trust related to the deferred compensation plan of $0.7 million. These losses were partially offset by adjustments to the fair value of the Company s contingent purchase price liability related to prior acquisitions which resulted in other income of $0.6 million. For the three months ended September 30, 2013, other (expense) income, net included a gain of $2.4 million in the fair value of the investments held in the rabbi trust related to the deferred compensation plan, partially offset by $0.2 million of adjustments to increase the contingent purchase price liability. The adjustments to the investments held in a rabbi trust related to the deferred compensation plan do not impact CBIZ s net income as they are offset by a corresponding increase or decrease to compensation expense, which is recorded as operating and G&A expenses in the consolidated statements of comprehensive income.

Income tax expense CBIZ recorded income tax expense from continuing operations of $4.1 million and $2.7 million for the three months ended September 30, 2014 and 2013, respectively. The effective tax rate for the three months ended September 30, 2014 was 36.2%, compared to an effective tax rate of 32.7% for the comparable period in 2013. The increase in the effective tax rate primarily relates to higher pre-tax income and deferred tax asset adjustments for state tax credits due to the lease cancellation at the Leawood, Kansas office for the three months ended September 30, 2014.

Earnings per share and Non-GAAP earnings per share Earnings per diluted share from continuing operations were $0.14 and $0.11 for the three months ended September 30, 2014 and 2013, respectively, and Non-GAAP earnings per diluted share were $0.28 and $0.26 for the three months ended September 30, 2014 and 2013, respectively. The Company believes Non-GAAP earnings and Non-GAAP earnings per diluted share illustrate the impact of certain non-cash charges and credits to income from continuing operations and are a useful performance measure for the Company, its analysts and its stockholders. Management uses these performance measures to evaluate CBIZ s business, including ongoing performance and the allocation of resources. Non-GAAP earnings and Non-GAAP earnings per diluted share are provided in addition to the presentation of GAAP measures and should not be regarded as a replacement or alternative of performance under GAAP.

The following is a reconciliation of income from continuing operations to Non-GAAP earnings from operations and diluted earnings per share from continuing operations to Non-GAAP earnings per share for the three months ended

September 30, 2014 and 2013.

Table of Contents

NON-GAAP EARNINGS AND PER SHARE DATA

Reconciliation of Income from Continuing Operations to Non-GAAP Earnings from Continuing Operations

	Three Months Ended September 30,			
	2014	Per Share	2013	Per Share
	(In thousands, except per share data)			
Income from continuing operations	$ 7,284	$ 0.14	$ 5,476	$ 0.11
Selected non-cash charges:				
Amortization	3,795	0.07	3,520	0.07
Depreciation	1,393	0.03	1,250	0.03
Non-cash interest on convertible notes	633	0.01	710	0.02
Stock-based compensation	1,825	0.04	1,350	0.03
Adjustment to contingent earnouts	(608)	(0.01)	186	
Non-cash charges	$ 7,038	$ 0.14	$ 7,016	$ 0.15
Non-GAAP earnings continuing operations	$ 14,322	$ 0.28	$ 12,492	$ 0.26

Operating Practice Groups

CBIZ delivers its integrated services through three practice groups: Financial Services, Employee Services and National Practices. A description of these groups operating results and factors affecting their businesses is provided below.

Financial Services

	Three Months Ended September 30,			
	2014	2013	$ Change	% Change
	(In thousands, except percentages)			
Revenue				
Same-unit	$ 116,603	$ 110,552	$ 6,051	5.5%
Acquired businesses	2,859		2,859	
Total revenue	$ 119,462	$ 110,552	$ 8,910	8.1%
Operating expenses	102,789	96,999	5,790	6.0%
Gross margin	$ 16,673	$ 13,553	$ 3,120	23.0%
Gross margin percent	14.0%	12.3%		

The growth in same-unit revenue was approximately 70% attributable to the traditional accounting and tax services and 30% attributable to stronger performance in the units that provide certain national services. The growth in the traditional accounting and tax services was primarily due to the addition of new clients and the completion of tax work that was extended from the first and second quarters of 2014. The growth in the national units related to those units that provide valuation services and those units that support the federal and state governmental health care consulting business.

The growth in revenue from acquisitions was provided by:

- Knight Field Fabry, LLP, located in Denver, Colorado, acquired in the fourth quarter of 2013, and

- Lewis Birch and Ricardo, LLC, located in Tampa, Florida, acquired in the first quarter of 2014.

CBIZ provides a range of services to affiliated CPA firms under joint referral and administrative service agreements (ASAs). Fees earned by CBIZ under the ASAs are recorded as revenue in the accompanying consolidated statements of comprehensive income and were approximately $32.3 million for each of the three months ended September 30, 2014 and 2013.

Table of Contents

The largest components of operating expenses for the Financial Services practice group are personnel costs, occupancy costs, and travel and related costs, which represented 89.1% and 90.0% of total operating expenses and 76.6% and 79.0% of total revenue for the three months ended September 30, 2014 and 2013, respectively. Personnel costs increased $4.3 million during the three months ended September 30, 2014 compared to the same period in 2013, and represented 68.3% and 69.9% of revenue for the three months ended September 30, 2014 and 2013, respectively. This increase is comprised of an increase in same-unit personnel costs of $2.2 million as a result of staff compensation increases and an increase in headcount, particularly at the units offering national services, and an increase of $2.1 million associated with the acquisitions of Knight and LBR. The increase in headcount primarily occurred at the units offering valuation services as well as those units providing federal and state governmental health care consulting services. Occupancy costs decreased $0.4 million to $6.0 million for the three months ended September 30, 2014 from $6.4 million for the comparable period last year, primarily due to the cancellation of a lease at the Leawood, Kansas office which will relocate to Kansas City, Missouri in the summer of 2015. Occupancy costs were 5.0% and 5.8% of revenue for the three months ended September 30, 2014 and 2013, respectively. Travel and related costs were $4.0 million and $3.6 million for the three months ended September 30, 2014 and 2013, respectively, and were flat as a percentage of operating expenses and revenue.

Employee Services

	Three Months Ended September 30,			
	2014	2013	$ Change	% Change
	(In thousands, except percentages)			
Revenue				
Same-unit	$ 53,135	$ 50,415	$ 2,720	5.4%
Acquired businesses	3,756		3,756	
Total revenue	$ 56,891	$ 50,415	$ 6,476	12.8%
Operating expenses	47,194	42,055	5,139	12.2%
Gross margin	$ 9,697	$ 8,360	$ 1,337	16.0%
Gross margin percent	17.0%	16.6%		

The increase in same-unit revenue was primarily attributable to increases in the Company s employee benefits, property and casualty, payroll, and human capital services group. The employee benefits business increased $0.8 million, or 3.4%, due to strong client retention and growth from new clients in the three months ended September 30, 2014 as well as an increase in volume-based carrier bonus payments. Property and casualty revenues increased $1.4 million, or 14.5%, primarily due to strong performance within the specialty program businesses. The payroll business revenues increased $0.2 million, or 3.8%, due to higher pricing coupled with an increase in processing volume for payroll and related services. The human capital services group increased $0.3 million, or 14.6%, primarily due to the timing of projects and billings in the three months ended September 30, 2014 versus September 30, 2013.

The growth in revenue from acquisitions was provided by:

Clearview National Partners, Inc., an employee benefits broker located in Waltham, Massachusetts, that was acquired in the first quarter of 2014.

Centric Insurance Agency, a property and casualty firm located in New Providence, New Jersey, that was acquired in the first quarter of 2014.

Tegrit Group, LLC, a retirement plan services business located in Akron, Ohio, that was acquired in the second quarter of 2014.

Sattler Insurance Agency, a property and casualty firm located in Lewiston, Idaho, that was acquired in the third quarter of 2014.

The largest components of operating expenses for the Employee Services group are personnel costs, including commissions paid to third party brokers, and occupancy costs, representing 81.1% and 81.9% of total operating expenses for the three months ended September 30, 2014 and 2013, respectively.

Table of Contents

Excluding costs related to the acquired businesses of $2.1 million, personnel costs increased approximately $2.0 million, primarily due to higher commissions paid out to producers relating to the new revenue growth in employee benefits, property and casualty, payroll, and retirement plan services. Occupancy costs are relatively fixed in nature and were $2.6 million and $2.7 million for the three months ended September 30, 2014 and 2013, respectively. The decrease in occupancy costs was primarily due to the cancellation of a lease at the Leawood, Kansas office.

National Practices

	Three Months Ended September 30,			
	2014	2013	$ Change	% Change
	(In thousands, except percentages)			
Same-unit revenue	$ 7,446	$ 7,812	$ (366)	(4.7)%
Operating expenses	6,583	6,617	(34)	(0.5)%
Gross margin	$ 863	$ 1,195	$ (332)	(27.8)%
Gross margin percent	11.6%	15.3%		

The decrease in same-unit revenue for the three months ended September 30, 2014 compared to the same period last year is primarily a result of the mergers and acquisitions business that was sold as of December 31, 2013. In 2013, the mergers and acquisitions business had revenue of $0.4 million which did not reoccur in 2014. This decrease was partially offset by an increase of $0.1 million in services provided to CBIZ s largest client, Edward Jones, under its cost-plus contract. The operating expenses for the three months ended September 30, 2104 compared to the same period last year were flat as the decrease related to the expenses incurred in the mergers and acquisitions business in 2013 that did not reoccur in 2014 were offset by an increase in compensation costs related to services performed for Edward Jones.

The decrease in the gross margin is due to the lost revenue that the mergers and acquisitions business recorded in 2013 but that did not reoccur in 2014.

Nine Months Ended September 30, 2014 and 2013

Revenue The following table summarizes total revenue for the nine months ended September 30, 2014 and 2013 (in thousands, except percentages).

	Nine Months Ended September 30,					
	2014	% of Total	2013	% of Total	$ Change	% Change
Same-unit revenue						
Financial Services	$ 375,595	65.5%	$ 365,004	67.3%	$ 10,591	2.9%
Employee Services	159,430	27.8%	154,681	28.5%	4,749	3.1%
National Practices	22,149	3.8%	22,512	4.2%	(363)	(1.6)%

Total same-unit revenue	557,174	97.1%	542,197	100.0%	14,977	2.8%
Acquired businesses	16,418	2.9%			16,418	
Total revenue	$ 573,592	100.0%	$ 542,197	100.0%	$ 31,395	5.8%

A detailed discussion of revenue by practice group is included under Operating Practice Groups .

Gross margin and operating expenses Operating expenses increased $26.8 million to $487.5 million for the nine months ended September 30, 2014 from $460.7 million for the comparable period of 2013, and remained flat as a percentage of revenue at 85.0% for the nine months ended September 30, 2014 and 2013.

Table of Contents

The primary components of operating expenses for the nine months ended September 30, 2014 and 2013 are included in the following table:

	Nine Months Ended September 30,				
	2014		2013		
	% of Operating Expense	% of Revenue	% of Operating Expense	% of Revenue	Change in % of Revenue
Personnel costs	77.3%	65.7%	76.5%	65.0%	0.7%
Occupancy costs	5.8%	4.9%	6.1%	5.2%	(0.3)%
Depreciation and amortization	3.0%	2.6%	3.0%	2.6%	
Travel and related costs	3.9%	3.3%	3.8%	3.3%	
Professional fees	0.9%	0.8%	1.3%	1.1%	(0.3)%
Other (1)	7.4%	7.4%	8.3%	7.0%	0.4%
Subtotal	98.3%	84.7%	99.0%	84.2%	0.5%
Deferred compensation costs	1.7%	0.3%	1.0%	0.8%	(0.5)%
Total operating expenses	100.0%	85.0%	100.0%	85.0%	
Gross margin		15.0%		15.0%	

(1) Other operating expenses include office expenses, equipment costs, restructuring charges, bad debt and other expenses, none of which are individually significant as a percentage of total operating expenses.

Operating expenses as a percentage of revenue flat at 85.0% for the nine months ended September 30, 2014 and 2013. The decrease in operating expenses as a percentage of revenue that was attributable to deferred compensation costs was due to gains of $1.7 million in the value of the investments held in relation to CBIZ s deferred compensation plan compared to gains of $4.6 million in the value of investments for the comparable period in 2013. This decrease was offset by an increase in other operating expenses, none of which are individually significant as a percentage of total revenue. Personnel and other operating expenses are discussed in further detail under Operating Practice Groups .

Corporate general and administrative expenses Corporate G&A expenses increased by $0.9 million to $27.5 million for the nine months ended September 30, 2014 from $26.6 million for the comparable period in 2013, but decreased as a percentage of revenue to 4.8% from 4.9% for the nine months ended September 30, 2014 and 2013, respectively. The primary components of G&A expenses for the nine months ended September 30, 2014 and 2013 are included in the following table:

	Nine Months Ended September 30,				
	2014		2013		
	% of G&A Expense	% of Revenue	% of G&A Expense	% of Revenue	Change in % of Revenue

Personnel costs	57.8%	2.8%	55.4%	2.7%	0.1%
Professional services	16.4%	0.8%	17.9%	0.9%	(0.1)%
Computer costs	5.8%	0.3%	5.8%	0.3%	
Travel and related costs	3.3%	0.2%	3.3%	0.2%	
Depreciation and amortization	1.2%	0.1%	0.9%		0.1%
Other (1)	14.5%	0.6%	14.9%	0.7%	(0.1)%
Subtotal	99.0%	4.8%	98.2%	4.8%	
Deferred compensation costs	1.0%		1.8%	0.1%	(0.1)%
Total G&A expenses	100.0%	4.8%	100.0%	4.9%	(0.1)%

(1) Other G&A expenses include office expenses, equipment costs, occupancy costs, insurance expense and other expenses, none of which are individually significant as a percentage of total G&A expenses.

Interest expense Interest expense decreased by $1.9 million to $10.1 million for the nine months ended September 30, 2014 from $12.0 million for the comparable period in 2013. The decrease in interest expense was primarily due to a decrease in the average debt balance outstanding under the credit facility to $88.4 million for the nine months ended September 30, 2014 compared to $190.7 million for the nine months ended September 30, 2013, as well as a decrease in the weighted average interest rate to 2.55% for the nine months ended September 30, 2014 compared to 2.96% for the same period in 2013.

Table of Contents

Other (expense) income, net For the nine months ended September 30, 2014, other (expense) income, net was primarily comprised of gains in the fair value of investments related to the deferred compensation of $1.9 million and adjustments to reduce the contingent purchase price liability or $3.6 million, partially offset by a loss of $1.5 million related to the repurchase of $32.4 million of the Company s outstanding $130.0 million 2010 Notes. For the nine months ended September 30, 2013, other (expense) income, net included a gain of $5.0 million in the fair value of the investments held in the rabbi trust related to the deferred compensation plan, partially offset by $1.1 million of adjustments to increase the contingent purchase price liability. The adjustments to the investments held in a rabbi trust related to the deferred compensation plan do not impact CBIZ s net income as they are offset by a corresponding increase or decrease to compensation expense, which is recorded as operating and G&A expenses in the consolidated statements of comprehensive income.

Income tax expense CBIZ recorded income tax expense from continuing operations of $21.6 million and $19.3 million for the nine months ended September 30, 2014 and 2013, respectively. The effective tax rate for the nine months ended September 30, 2014 was relatively unchanged from the same period in 2013.

Earnings per share and Non-GAAP earnings per share Earnings per diluted share from continuing operations were $0.61 and $0.57 for the nine months ended September 30, 2014 and 2013, and Non-GAAP earnings per diluted share were $0.97 and $1.01 for the nine months ended September 30, 2014 and 2013, respectively. The Company believes Non-GAAP earnings and Non-GAAP earnings per diluted share illustrate the impact of certain non-cash charges and credits to income from continuing operations and are a useful performance measure for the Company, its analysts and its stockholders. Management uses these performance measures to evaluate CBIZ s business, including ongoing performance and the allocation of resources. Non-GAAP earnings and Non-GAAP earnings per diluted share are provided in addition to the presentation of GAAP measures and should not be regarded as a replacement or alternative of performance under GAAP.

The following is a reconciliation of income from continuing operations to Non-GAAP earnings from operations and diluted earnings per share from continuing operations to Non-GAAP earnings per diluted share for the nine months ended September 30, 2014 and 2013.

NON-GAAP EARNINGS AND PER SHARE DATA

Reconciliation of Income from Continuing Operations to Non-GAAP Earnings from Continuing Operations

	Nine Months Ended September 30,			
	2014	**Per Share**	**2013**	**Per Share**
	(In thousands, except per share data)			
Income from continuing operations	$ 31,506	$ 0.61	$ 28,217	$ 0.57
Selected non-cash charges:				
Amortization	11,069	0.22	10,562	0.21
Depreciation	3,931	0.08	3,582	0.07
Non-cash interest on convertible note	2,133	0.04	2,104	0.04
Stock-based compensation	4,812	0.09	4,274	0.09
Adjustments to contingent earnouts	(3,592)	(0.07)	1,090	0.03
Non-cash charges	$ 18,353	$ 0.36	$ 21,612	$ 0.44

Non-GAAP earnings continuing operations	$ 49,859	$	0.97	$ 49,829	$ 1.01

Table of Contents

Operating Practice Groups

CBIZ delivers its integrated services through three practice groups: Financial Services, Employee Services and National Practices. A brief description of these groups operating results and factors affecting their businesses is provided below.

Financial Services

	Nine Months Ended September 30,			
	2014	2013	$ Change	% Change
	(In thousands, except percentages)			
Revenue				
Same-unit	$ 375,595	$ 365,004	$ 10,591	2.9%
Acquired businesses	8,369		8,369	
Total revenue	$ 383,964	$ 365,004	$ 18,960	5.2%
Operating expenses	317,402	300,602	16,800	5.6%
Gross margin	$ 66,562	$ 64,402	$ 2,160	3.4%
Gross margin percent	17.3%	17.6%		

The growth in same-unit revenue was approximately 50% attributable to stronger performance in the units that provide certain national services and 50% attributable to the traditional accounting and tax services. Growth in the national units was primarily due to an 8.9% increase in revenue related to those units that provide valuation services and a 7.3% increase in revenue related to the federal and state governmental health care compliance industry. The growth in the traditional accounting and tax services was due to a 2.4% increase in billable hours for the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013.

The growth in revenue from acquisitions was provided by:

Knight Field Fabry, LLP, located in Denver, Colorado, acquired in the fourth quarter of 2013, and

Lewis Birch and Ricardo, LLC, located in Tampa, Florida, acquired in the first quarter of 2014.

CBIZ provides a range of services to affiliated CPA firms under joint referral and ASAs. Fees earned by CBIZ under the ASAs are recorded as revenue in the accompanying consolidated statements of comprehensive income and were approximately $112.9 million and $113.3 million for the nine months ended September 30, 2014 and 2013, respectively.

The largest components of operating expenses for the Financial Services practice group are personnel costs, occupancy costs, and travel and related costs, which represented 89.6% and 89.4% of total operating expenses and 74.0% and 73.6% of total revenue for the nine months ended September 30, 2014 and 2013, respectively. Personnel costs increased $14.8 million and represented 65.9% and 65.3% of revenue for the nine months ended September 30, 2014 and 2013, respectively. The increase was comprised of an increase in same-unit personnel costs of $8.3 million due to staff compensation increases and an increase in headcount, particularly at the units offering national services, and $6.5 million due to the acquisitions of Knight and LBR. The increase in headcount primarily occurred at the units offering valuation services as well as those units performing federal and state governmental health care consulting services to help support the growth in the business as well as to replace third-party consultants. Occupancy costs are relatively fixed from period to period and were $19.1 million and $19.2 million for the nine months ended September 30, 2014 and 2013, respectively, and relatively flat as a percentage of operating expenses and revenue. Travel and related costs were $12.0 million and $11.2 million for the nine months ended September 30, 2014 and 2013, respectively, and were flat as a percentage of operating expenses and revenue.

Table of Contents

Employee Services

	Nine Months Ended September 30,			
	2014	2013	$ Change	% Change
	(In thousands, except percentages)			
Revenue				
Same-unit	$ 159,430	$ 154,681	$ 4,749	3.1%
Acquired businesses	8,049		8,049	
Total revenue	$ 167,479	$ 154,681	$ 12,798	8.3%
Operating expenses	138,865	127,545	11,320	8.9%
Gross margin	$ 28,614	$ 27,136	$ 1,478	5.4%
Gross margin percent	17.1%	17.5%		

The increase in same-unit revenue was primarily attributable to increases in the Company s employee benefits, property and casualty, payroll, retirement plan consulting businesses, and human capital services, offset by a decrease in the life insurance business. Employee benefit revenues increased $1.8 million, or 2.5%, due to strong client retention and growth from new clients in 2014 as well as an increase in volume-based carrier bonus payments. Property and casualty revenues increased $1.8 million, or 6.4%, primarily due to strong performance within the specialty program businesses and an increase in volume-based carrier bonus payments. Payroll business revenues increased $0.7 million, or 3.3%, mainly due to pricing increases for core services, coupled with an increase in processing volume for payroll and related services. Retirement consulting revenues increased $0.6 million, or 2.7%, due to favorable equity market conditions as advisory fees are typically earned on plan asset balances, which have grown over the prior year. Human capital services revenue increased $0.2 million, or 2.4%, due to significantly higher billings in the third quarter of 2014 compared to the third quarter of 2013. These increases were partially offset by a decline in the life insurance business of $0.4 million, or 7.8%, due to a decline in the average policy premium.

The growth in revenue from acquisitions was provided by:

Clearview National Partners, Inc., an employee benefits broker located in Waltham, Massachusetts, that was acquired in the first quarter of 2014.

Centric Insurance Agency, a property and casualty firm located in New Providence, New Jersey, that was acquired in the first quarter of 2014.

Tegrit Group, LLC, a retirement plan services business located in Akron, Ohio, that was acquired in the second quarter of 2014.

Sattler Insurance Agency, a property and casualty firm located in Lewiston, Idaho, that was acquired in the third quarter of 2014.

The largest components of operating expenses for the Employee Services group are personnel costs, including commissions paid to third party brokers, and occupancy costs, representing 81.6% and 82.2% of total operating expenses for the nine months ended September 30, 2014 and 2013, respectively. Excluding costs related to the acquired businesses of $3.4 million, personnel costs increased approximately $5.0 million, primarily due to higher commissions paid out to producers relating to new revenue growth in employee benefits, property and casualty, payroll, retirement plan services, and human capital services. Occupancy costs are relatively fixed and were $8.4 million for the nine months ended September 30, 2014 and 2013.

Table of Contents

National Practices

	Nine Months Ended September 30,			
	2014	2013	$ Change	% Change
	(In thousands, except percentages)			
Same-unit revenue	$ 22,149	$ 22,512		