BIOCLINICA INC
Form 10-Q
November 09, 2012
Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

x Quarterly Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended September 30, 2012

or

o Transition Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from to

Commission File No. 001-11182

BIOCLINICA, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware	**11-2872047**
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)

826 Newtown-Yardley Road, Newtown, Pennsylvania 18940-1721

(Address of Principal Executive Offices) (Zip Code)

(267) 757-3000

(Registrant s Telephone Number, Including Area Code)

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: o

Indicate by check mark if 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 (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes: x No: o

Indicate by check mark if 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 (check one):

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

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

Indicate the number of shares outstanding of each of the registrant s classes of common stock, as of October 31, 2012:

Class	**Number of Shares**
Common Stock, $0.00025 par value	15,611,173

Table of Contents

BIOCLINICA, INC. AND SUBSIDIARIES

TABLE OF CONTENTS

		Page
PART I.	FINANCIAL INFORMATION.	
Item 1.	Financial Statements (unaudited)	1
	CONSOLIDATED BALANCE SHEETS as of September 30, 2012 and December 31, 2011	2
	CONSOLIDATED STATEMENTS OF INCOME For the Three Months Ended September 30, 2012 and 2011	3
	CONSOLIDATED STATEMENTS OF INCOME For the Nine Months Ended September 30, 2012 and 2011	4
	CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME For the Three and Nine Months Ended September 30, 2012 and 2011	5
	CONSOLIDATED STATEMENTS OF CASH FLOWS For the Nine Months Ended September 30, 2012 and 2011	6
	NOTES TO CONSOLIDATED FINANCIAL STATEMENTS	8
Item 2.	Management s Discussion and Analysis of Financial Condition and Results of Operations	14
	Overview	14
	Forward Looking Statements	15
	Recent Accounting Pronouncements	15
	Results of Operations	17
	Business Segments	22
	Liquidity and Capital Resources	23
	Changes to Critical Accounting Policies and Estimates	24
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	24
Item 4.	Controls and Procedures	25
PART II.	OTHER INFORMATION.	
Item 1.	Legal Proceedings	26

Item 1A.	Risk Factors	26
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	26
Item 3.	Defaults Upon Senior Securities	27
Item 4.	Mine Safety Disclosures	27
Item 5.	Other Information	27
Item 6.	Exhibits	28
SIGNATURES		29

Table of Contents

PART I. FINANCIAL INFORMATION.

Item 1. Financial Statements.

References in this Quarterly Report on Form 10-Q to BioClinica, we, us, or our refer to BioClinica, Inc., a Delaware corporation, and its subsidiaries, doing business as BioClinica.

Certain information and footnote disclosures required under generally accepted accounting principles (GAAP) in the United States of America have been condensed or omitted from the following consolidated financial statements pursuant to the rules and regulations of the Securities and Exchange Commission, although we believe that such financial disclosures are adequate so that the information presented is not misleading in any material respect. The following consolidated financial statements should be read in conjunction with the year-end consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2011.

The results of operations for the interim periods presented in this Quarterly Report on Form 10-Q are not necessarily indicative of the results to be expected for the entire fiscal year.

Table of Contents

BIOCLINICA, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

(unaudited)

(in thousands)	September 30, 2012	December 31, 2011
ASSETS		
Current assets:		
Cash and cash equivalents	$ 13,184	$ 12,575
Accounts receivable, net	18,950	16,353
Prepaid expenses and other current assets	1,886	1,743
Deferred income taxes	5,522	5,637
Total current assets	39,542	36,308
Property and equipment, net	19,771	16,186
Intangibles, net	1,378	1,808
Goodwill	34,302	34,302
Deferred income tax	43	1,021
Other assets	765	796
Total assets	$ 95,801	$ 90,421
LIABILITIES AND STOCKHOLDERS EQUITY		
Current Liabilities:		
Accounts payable	$ 2,320	$ 2,422
Accrued expenses and other current liabilities	5,760	5,944
Deferred revenue	14,179	13,438
Deferred income tax		526
Current maturities of capital lease obligations	1,006	423
Current liability for acquisition earn-out	2,000	2,000
Total current liabilities	25,265	24,753
Long-term capital lease obligations	3,522	1,535
Deferred income tax	4,689	4,499
Other liabilities	1,453	1,574
Total liabilities	$ 34,929	$ 32,361
Stockholders equity		
Preferred stock - $0.00025 par value; authorized 3,000,000 shares, none issued and outstanding at September 30, 2012 and at December 31, 2011		
Common stock - $0.00025 par value; authorized 36,000,000 shares, issued and outstanding 15,597,493 shares at September 30, 2012 and 15,649,994 shares at December 31, 2011	4	4
Treasury stock - at cost, shares held: 477,113 at September 30, 2012 and 233,913 at December 31, 2011	(2,440)	(1,126)
Additional paid-in capital	51,151	49,564
Retained earnings	12,159	9,590
Accumulated other comprehensive income	(2)	28
Total stockholders equity	$ 60,872	$ 58,060
Total liabilities and stockholders equity	$ 95,801	$ 90,421

See Notes to Consolidated Financial Statements

Table of Contents

BIOCLINICA, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOME

(unaudited)

(in thousands, except per share data)	For the Three Months ended September 30, 2012	2011
Service revenues	$ 19,227	$ 16,623
Reimbursement revenues	5,701	4,847
Total revenues	24,928	21,470
Costs and expenses		
Cost of service revenues	11,968	10,434
Cost of reimbursement revenues	5,701	4,847
Sales and marketing expenses	2,489	2,081
General and administrative expenses	2,697	2,434
Amortization of intangible assets related to acquisition	138	155
Restructuring costs	839	1,040
Total cost and expenses	23,832	20,991
Operating income	1,096	479
Interest income	2	2
Interest expense	(36)	(14)
Income before income tax	1,062	467
Income tax provision	(520)	(109)
Net income	$ 542	$ 358
Basic income per common share	$ 0.03	$ 0.02
Weighted average number of common shares	15,596	15,640
Diluted income per common share	$ 0.03	$ 0.02
Weighted average number of diluted shares	16,461	16,383

See Notes to Consolidated Financial Statements

Table of Contents

BIOCLINICA, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOME

(unaudited)

(in thousands, except per share data)	For the Nine Months ended September 30, 2012	2011
Service revenues	$ 56,835	$ 49,658
Reimbursement revenues	13,836	11,887
Total revenues	70,671	61,545
Costs and expenses		
Cost of service revenues	35,248	31,432
Cost of reimbursement revenues	13,836	11,887
Sales and marketing expenses	7,848	6,324
General and administrative expenses	8,081	7,027
Amortization of intangible assets related to acquisition	429	467
Mergers and acquisitions related costs		162
Restructuring costs	839	1,719
Total cost and expenses	66,281	59,018
Operating income	4,390	2,527
Interest income	6	6
Interest expense	(73)	(32)
Income before income tax	4,323	2,501
Income tax provision	(1,754)	(868)
Net income	$ 2,569	$ 1,633
Basic income per common share	$ 0.16	$ 0.10
Weighted average number of common shares	15,626	15,645
Diluted income per common share	$ 0.16	$ 0.10
Weighted average number of diluted shares	16,467	16,515

See Notes to Consolidated Financial Statements

Table of Contents

BIOCLINICA, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(unaudited)

	For the Three Months Ended September 30,	
	2012	2011
Statement of comprehensive income (in thousands)		
Net income	$ 542	$ 358
Equity adjustment from foreign currency translation, net of tax	9	(47)
Total comprehensive income	$ 551	$ 311

	For the Nine Months Ended September 30,	
	2012	2011
Statement of comprehensive income (in thousands)		
Net income	$ 2,569	$ 1,633
Unrealized loss on derivative instruments, net of tax	(16)	
Equity adjustment from foreign currency translation, net of tax	(19)	44
Total comprehensive income	$ 2,534	$ 1,677

Table of Contents

BIOCLINICA, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(unaudited)

(in thousands)	For the Nine Months ended September 30, 2012	2011
Cash flows from operating activities:		
Net income	$ 2,569	$ 1,633
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	3,767	3,266
Provision for deferred income taxes	769	829
Excess tax benefit related to stock options	(11)	
Bad debt recovery (expense)	32	(15)
Stock based compensation expense	1,367	1,019
Accretion of acquisition earn-out		114
Gain on sale/leaseback	124	44
Changes in operating assets and liabilities:		
Increase in accounts receivable	(2,628)	(1,603)
Increase in prepaid expenses and other current assets	(166)	(89)
Decrease (increase) in other assets	32	(42)
(Decrease) increase in accounts payable	(123)	113
Decrease in accrued expenses and other current liabilities	(337)	(89)
Increase (decrease) in deferred revenue	742	(19)
(Decrease) increase in other liabilities	(123)	742
Net cash provided by operating activities	$ 6,014	$ 5,903
Cash flows from investing activities:		
Purchases of property and equipment	(3,305)	(1,352)
Capitalized software development costs	(3,731)	(2,843)
Net cash used in investing activities	$ (7,036)	$ (4,195)
Cash flows from financing activities:		
Proceeds from sale/leaseback	3,037	918
Payments under equipment lease obligations	(466)	(157)
Purchase of treasury stock	(1,314)	(784)
Excess tax benefits related to stock options	11	
Proceeds from exercise of stock options	367	138
Net cash provided by financing activities	$ 1,635	$ 115
Effect of exchange rate changes on cash	(4)	26
Net increase in cash and cash equivalents	609	1,849
Cash and cash equivalents at beginning of period	12,575	10,443
Cash and cash equivalents at end of period	$ 13,184	$ 12,292
Supplemental disclosure of cash flow information:		
Cash paid during the period for interest	$ 77	$ 32
Cash paid during the period for income taxes	$ 1,273	$ 736

See Notes to Consolidated Financial Statements

Table of Contents

BIOCLINICA, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(unaudited)

	For the Nine Months ended September 30,	
	2012	2011
Supplemental cash flow disclosure (in thousands)		
Non cash investing and financing activities:		
Increase in property, plant, and equipment acquisitions in accounts payable	$ 22	$ 74
Equipment purchases under capital lease obligations	$ 3,037	$ 918

See Notes to Consolidated Financial Statements

Table of Contents

BIOCLINICA, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(unaudited)

Note 1 - Interim Financial Statements

Basis of Presentation.

The financial statements included in this Quarterly Report on Form 10-Q have been prepared by us, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP in the United States of America have been condensed or omitted pursuant to such rules and regulations. These consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2011.

In the opinion of management, the accompanying consolidated financial statements contain all adjustments, consisting solely of those which are of a normal recurring nature, necessary for a fair statement of the results for the interim periods presented.

Interim results are not necessarily indicative of results for the full fiscal year.

Functional Currency.

The functional currency of each of the Company s foreign operations is the local currency of the country in which the operation is located. All assets and liabilities are translated into U.S. dollars using exchange rates in effect at the balance sheet date. Revenue and expenses are translated using average exchange rates during the period. Increases and decreases in net assets resulting from foreign currency translation are reflected in stockholder s equity as a component of accumulated other comprehensive income (loss). The equity adjustment from foreign currency translation was $(19,000) and $44,000 for the nine months ended September 30, 2012 and 2011, respectively.

Recently Issued Accounting Pronouncements.

In September 2011, the Financial Accounting Standards Board (FASB) issued authoritative guidance that allows an entity to use a qualitative approach to test goodwill for impairment. Under this guidance, an entity has the option to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If, after assessing the totality of events or circumstances, an entity determines it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, then performing the two-step impairment test is unnecessary. In addition, an entity has the option to bypass the qualitative assessment for any reporting unit in any period and proceed directly to performing the first step of the two-step goodwill impairment test. This guidance will be effective for BioClinica s goodwill impairment tests performed after December 31, 2011 and is not expected to have a material impact on the Company s consolidated financial statements.

In December 2011, the FASB issued an accounting standards update that will require us to disclose information about offsetting and related arrangements associated with certain financial and derivative instruments to enable users of our financial statements to better understand the effect of those arrangements on our financial position. The new guidance will be applicable to us for fiscal years, and

Table of Contents

BIOCLINICA, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(unaudited)

interim periods within those years, beginning after January 1, 2013. We do not expect the adoption of this guidance to have a material impact on our consolidated financial statements.

In July 2012, the FASB issued an accounting standards update with new guidance on annual impairment testing of indefinite-lived intangible assets. The standards update allows an entity to first assess qualitative factors to determine if it is more likely than not that the fair value of an indefinite-lived intangible asset is less than its carrying amount. If based on its qualitative assessment an entity concludes it is more likely than not that the fair value of an indefinite-lived intangible asset is less than its carrying amount, quantitative impairment testing is required. However, if an entity concludes otherwise, quantitative impairment testing is not required. The standards update is effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012, with early adoption permitted. We are currently evaluating the impact of adopting this standard.

Note 2 Restructuring charges

In 2012, the Company initiated a change in reporting structure and changes of roles and responsibilities within the operations that resulted in elimination of certain positions and resulted in a total restructuring charge of $839,000 for the quarter ended September 30, 2012. This restructuring charge was comprised of $695,000 in employee severance, $5,000 in office space restructuring and $139,000 in legal and other costs. The Company has paid $32,000 of the restructuring cost as of September 30, 2012 and the $807,000 remaining to be paid is included in Accrued Expense and Other Current Liabilities on the Consolidated Balance Sheet.

In 2011, the Company realigned its global resources to eliminate certain duplicate functions and took a total restructuring charge of $1.7 million for the fiscal year ended December 31, 2011. This restructuring charge was comprised of $656,000 in employee severance, $884,000 write-off of facility lease obligations and $179,000 in legal and other costs. The Company has paid $1.6 million of the restructuring cost as of September 30, 2012 and the $102,000 remaining to be paid is included in Accrued Expense and Other Current Liabilities on the Consolidated Balance Sheet. The remaining $102,000 of the unpaid restructuring cost consists of the facility lease obligations that will be paid out over the remaining term of the leases with the last lease payment in March 2013.

Table of Contents

BIOCLINICA, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(unaudited)

Note 3 Stockholders Equity

The following summarizes the activity of the Stockholders equity accounts for the period from December 31, 2011 through September 30, 2012:

(in thousands)	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Treasury Stock	Accumulated Retained Earnings	Other Comprehensive gain (Loss)	Stockholders Equity
Balance at December 31, 2011	15,650	$ 4	$ 49,564	$ (1,126)	$ 9,590	$ 28	$ 58,060
Stock options exercised	134		367				367
Restricted shares issued	61		(158)				(158)
Stock based compensation			1,367				1,367
Purchase of treasury stock	(243)			(1,314)			(1,314)
Tax benefit on exercise of stock options			11				11
Unrealized gain on derivative instruments						(11)	(11)
Equity adjustments from foreign currency translation						(19)	(19)
Net income					2,569		2,569
Balance at September 30, 2012	15,602	$ 4	$ 51,151	$ (2,440)	$ 12,159	$ (2)	$ 60,872

On December 15, 2010, our Board of Directors authorized $2 million in funds for use in our common stock repurchase program over the following 18 months. On May 16, 2012, our Board of Directors extended our common stock repurchase program through December 31, 2013 and increased the authorized funds to $4 million. Repurchases under the program may be made through open market purchases or privately negotiated transactions in accordance with applicable federal securities laws, including Rule 10b-18. The timing of the repurchases and the exact number of shares of common stock to be purchased will be determined by the discretion of our management, and will depend upon market conditions and other factors. The program will be funded using our cash on hand and cash generated from operations. The program may be extended, suspended or discontinued at any time.

Note 4 Earnings Per Share

Basic income per common share for the three and nine months ended September 30, 2012 and 2011 was calculated by dividing the net income available to holders of our common stock by the weighted average number of shares of common stock outstanding during the period. Diluted income per share for the three and nine months ended September 30, 2012 and 2011 was calculated by dividing net income by the weighted average number of shares of common stock outstanding, adjusted for the effect of potentially dilutive securities using the treasury stock method.

Table of Contents

BIOCLINICA, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(unaudited)

The computation of basic income per common share and diluted income per common share was as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in thousands, except per share data)	**2012**	**2011**	**2012**	**2011**
Net income basic and diluted	$ 542	$ 358	$ 2,569	$ 1,633
Denominator basic:				
Weighted average number of common shares	15,596	15,640	15,626	15,645
Basic income per common share	$ 0.03	$ 0.02	$ 0.16	$ 0.10
Denominator diluted:				
Weighted average number of common shares	15,596	15,640	15,626	15,645
Incremental shares from assumed conversions of stock based compensation plans	865	743	841	870
Weighted average number of dilutive common equity shares	16,461	16,383	16,467	16,515
Diluted income per common share	$ 0.03	$ 0.02	$ 0.16	$ 0.10

Options to purchase 500,000 and 536,000 shares of BioClinica s common stock were excluded from the calculation of diluted earnings per common share for the three months ended September 30, 2012 and September 30, 2011, respectively, as they were antidilutive. Options to purchase 500,000 and 536,000 shares of BioClinica s common stock were excluded from the calculation of diluted earnings per common share for the nine months ended September 30, 2012 and September 30, 2011, respectively, as they were antidilutive.

Note 5 Commitments and Contingencies

On May 5, 2010, we entered into a two year unsecured, committed line of credit with PNC Bank and have renewed this two year line of credit annually. In April 2012, the Company again extended the expiration date of this line of credit to May 4, 2014. Under the credit agreement, we have the ability to borrow $7.5 million at interest rates equal to LIBOR plus 1.75%. In addition, we pay a fee of 0.25% per annum on the loan commitment regardless of usage. The credit agreement requires our compliance with certain covenants, including maintaining a minimum stockholders equity of $35 million. As of

Table of Contents

BIOCLINICA, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(unaudited)

September 30, 2012, we had no borrowings under this line of credit, and we were compliant with the covenants.

Capital lease obligations consist of eight equipment lease obligations with the same bank at September 30, 2012. In the third quarter of 2012, we entered into one sale/leaseback transaction totaling $1.3 million whereby we sold and leased back computer equipment and software. The lease is accounted for as a capital lease and resulted in a gain of $51,000 which is deferred over the life of the lease. For the nine months ended September 30, 2012, a gain of $124,000 was recorded. The lease terms are for five years with interest rates ranging from 3.04% to 3.87% per annum.

Note 6 Derivative Financial Instruments

We enter into foreign currency contracts with financial institutions to reduce the risk that our cash flows and earnings will be adversely affected by foreign currency exchange rate fluctuations. In accordance with our current foreign exchange rate risk management policy, our program is not designated for trading or speculative purposes.

We recognize derivative instruments as either assets or liabilities in the accompanying Consolidated Balance Sheets at fair value.

During the second and third quarters of 2012, we entered into twelve foreign currency call options designated as cash flow hedges to hedge certain forecasted expenses in our Netherlands and France offices denominated in Euros. The notional principal of the foreign currency call options to purchase 2.6 million Euros was $3.4 million U.S. Dollars at September 30, 2012. The remaining foreign currency call options mature monthly between October 2012 and August 2013. We paid a total premium in 2012 of $86,000 for these foreign currency call options.

We initially report any gain or loss on the effective portion of the cash flow hedge as a component of Other Comprehensive Income and subsequently reclassify to the Cost of Service Revenue in the Consolidated Statements of Income when the hedged transactions occur. Any ineffectiveness would be recognized in earnings immediately. At September 30, 2012, the effective portion of our cash flow hedges, before tax effect, was $(23,000). During the nine months ended September 30, 2012, one of the hedged cash flow transactions occurred and we reclassified $3,000 of the loss to our Consolidated Statements of Income.

Table of Contents

BIOCLINICA, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(unaudited)

Valuation techniques used to measure fair value are intended to maximize the use of observable inputs and minimize the use of unobservable inputs. FASB establishes a fair value hierarchy that prioritizes the use of inputs used in valuation techniques into the following three levels:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date.

- Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. Level 2 inputs include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability, or inputs that are derived principally from or corroborated by observable market data.

- Level 3 inputs are unobservable inputs for the asset or liability. Unobservable inputs are to be used to measure fair value to the extent that observable inputs are not available, thereby allowing for situations in which there is little, if any, market activity for the asset or liability at the measurement date.

The Company has determined the foreign currency call options to be Level 2. The fair value of the foreign currency call options at September 30, 2012 was $60,000, and is reported in Other Assets in the accompanying Consolidated Balance Sheets.

Table of Contents

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

Overview

BioClinica provides integrated clinical research technology solutions to pharmaceutical, biotechnology, medical device companies and other organizations such as contract research organizations (CROs), engaged in global clinical studies. Our products and services include: medical image management, electronic image transport and archive solutions, electronic data capture, clinical data management, interactive voice and web response, clinical trial supply forecasting tools, and clinical trial management software solutions. By supplying enterprise-class software and hosted solutions accompanied by expert services to fully utilize these tools, we believe that our offerings provide our clients, large and small, improved speed and efficiency in the execution of clinical studies, with reduced clinical and business risk.

Market for our Services

Our vision is to build critical mass in the complementary disciplines of clinical research related to data collection and processing especially those which can benefit from our information technology products and support services and to integrate these offerings in ways that yield efficiency and value for our clients. Our goal is to provide demonstrable benefits to sponsor clients through this strategy, that is, more reliable, faster and less expensive drug development. We believe that the outsourcing of these services should continue to increase in the future because of continued pressure on clinical trial sponsors, including factors such as: the need to more tightly manage costs, capacity limitations, reductions in marketing exclusivity periods, the desire to reduce development time, increased globalization of clinical trials, productivity challenges, imminent patent expirations, and more stringent regulation. We believe these trends will continue to create opportunities for companies like BioClinica that are focused on improving the efficiency of drug and medical device development.

Sales and Backlog

Our sales cycle, referring to the period from the presentation by us to a potential client to the engagement of us by such client, has typically ranged from three to 12 months. In addition, the contracts under which we perform services typically cover a period of three months to seven years, and the volume and type of services performed by us generally vary during the course of a project. We cannot assure you that our project revenues will be at levels sufficient to maintain profitability.

Our contracted/committed backlog, referred to as backlog, is the expected service revenue that remains to be earned and recognized on both signed and verbally agreed-to contracts. In addition, our Cost of Service Revenues may increase to service our increased backlog. Our backlog as of September 30, 2012 was $114.1 million, compared to $115.6 million at September 30, 2011. The decrease from the prior year was due to the cancellation of a large drug program due to lack of efficacy. This cancelled program for which we were providing medical imaging solutions was long term in nature and had a remaining backlog of approximately $17 million and a remaining duration of seven years. Changes in backlog for the period reflect the net effect of new contract signings, addendums, cancellations and expansions and reductions in scope of existing projects, all of which impacted our backlog at September 30, 2012.

Contracts included in backlog are subject to termination by our clients at any time. In the event that a contract is cancelled by the client, we would be entitled to receive payment for all services performed up to the cancellation date. The duration of the projects included in our backlog range from less than three

Table of Contents

months to 84 months. We do not believe that backlog is a reliable predictor of future results because service revenues may be incurred in a given period on contracts that were not included in the previous reporting period s backlog and/or contract cancellations or project delays may occur in a given period on contracts that were included in the previous reporting period s backlog.

Forward Looking Statements

Certain matters discussed in this Form 10-Q are forward-looking statements intended to qualify for the safe harbors from liability established by the Private Securities Litigation Reform Act of 1995. Such forward-looking statements may be identified by, among other things, the use of forward-looking terminology such as believes , expects , may , should or anticipates or the negative thereof or other variations thereon or comparable terminology, or by discussions of strategy that involve risks and uncertainties. In particular, our statements regarding: our projected financial results; the demand for our services and technologies; growing recognition for the use of independent medical image review services; trends toward the outsourcing of imaging services in clinical trials; realized return from our marketing efforts; increased use of digital medical images in clinical trials; integration of our acquired companies and businesses; expansion into new business segments; the success of any potential acquisitions and the integration of current acquisitions; and the level of our backlog are examples of such forward-looking statements. The forward-looking statements include risks and uncertainties, including, but not limited to, the timing of revenues due to the variability in size, scope and duration of projects, estimates made by management with respect to our critical accounting policies, regulatory delays, clinical study results which lead to reductions or cancellations of projects and other factors, including general economic conditions and regulatory developments, not within our control. The factors discussed in this Form 10-Q and expressed from time to time in our filings with the SEC could cause actual results and developments to be materially different from those expressed in or implied by such statements. The forward-looking statements are made only as of the date of this filing, and we undertake no obligation to publicly update such forward-looking statements to reflect subsequent events or circumstances.

Recent Accounting Pronouncements

In September 2011, the Financial Accounting Standards Board (FASB) issued authoritative guidance that allows an entity to use a qualitative approach to test goodwill for impairment. Under this guidance, an entity has the option to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If, after assessing the totality of events or circumstances, an entity determines it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, then performing the two-step impairment test is unnecessary. In addition, an entity has the option to bypass the qualitative assessment for any reporting unit in any period and proceed directly to performing the first step of the two-step goodwill impairment test. This guidance will be effective for BioClinica s goodwill impairment tests performed after December 31, 2011 and is not expected to have a material impact on the Company s consolidated financial statements.

In December 2011, the FASB issued an accounting standards update that will require us to disclose information about offsetting and related arrangements associated with certain financial and derivative instruments to enable users of our financial statements to better understand the effect of those arrangements on our financial position. The new guidance will be applicable to us for fiscal years, and interim periods within those years, beginning after January 1, 2013. We do not expect the adoption of this guidance to have a material impact on our consolidated financial statements.

Table of Contents

In July 2012, the FASB issued an accounting standards update with new guidance on annual impairment testing of indefinite-lived intangible assets. The standards update allows an entity to first assess qualitative factors to determine if it is more likely than not that the fair value of an indefinite-lived intangible asset is less than its carrying amount. If based on its qualitative assessment an entity concludes it is more likely than not that the fair value of an indefinite-lived intangible asset is less than its carrying amount, quantitative impairment testing is required. However, if an entity concludes otherwise, quantitative impairment testing is not required. The standards update is effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012, with early adoption permitted. We are currently evaluating the impact of adopting this standard.

Table of Contents

Results of Operations

Three Months Ended September 30, 2012 and 2011

(in thousands)	Three Months ended September 30, 2012	% of Total Revenue	Three Months ended September 30, 2011	% of Total Revenue	$ Change	% Change
Service revenues	$ 19,227	77.1%	$ 16,623	77.4%	$ 2,604	15.7%
Reimbursement revenues	5,701	22.9%	4,847	22.6%	854	17.6%
Total revenues	24,928	100.0%	21,470	100.0%	3,458	16.1%
Cost and expenses:						
Cost of service revenues	11,968	48.0%	10,434	48.6%	1,534	14.7%
Cost of reimbursement revenues	5,701	22.9%	4,847	22.6%	854	17.6%
Sales and marketing expenses	2,489	10.0%	2,081	9.7%	408	19.6%
General and administrative expenses	2,697	10.8%	2,434	11.3%	263	10.8%
Amortization of intangible assets related to acquisitions	138	0.6%	155	0.7%	(17)	-11.0%
Restructuring costs	839	3.4%	1,040	4.8%	(201)	-19.3%
Total cost and expenses	23,832	95.6%	20,991	97.8%	2,841	13.5%
Income from operations	1,096	4.4%	479	2.2%	617	128.8%
Interest income	2	0.0%	2	0.0%		0.0%
Interest expense	(36)	-0.1%	(14)	-0.1%	(22)	157.1%
Income before income tax	1,062	4.3%	467	2.2%	595	127.4%
Income tax provision	(520)	-2.1%	(109)	-0.5%	(411)	377.1%
Net income	$ 542	2.2%	$ 358	1.7%	$ 184	51.4%

Service revenues were $19.2 million for the three months ended September 30, 2012 and $16.6 million for the same period in 2011, an increase of $2.6 million or 15.7%. The increase in service revenues was due to an increase in work performed as a result of strong growth from our eClinical solutions, including our full service EDC, Trident IWR and OnPoint CTMS as well as solid performance in our medical imaging solutions offering. Pfizer, Inc., encompassing 18 projects, represented 19.9% of our service revenue for the three months ended September 30, 2012. For the three months ended September 30, 2011, Pfizer Inc., encompassing 18 distinct projects, represented 19.2% of our service revenues.

Reimbursement revenues and cost of reimbursement revenues were $5.7 million for the three months ended September 30, 2012 and $4.8 million for the same period in 2011, an increase of $854,000, or 17.6%. Reimbursement revenues and cost of reimbursement revenues consist of payments received from the customer for revenues and cost of reimbursement revenues fluctuate significantly over the course of

Table of Contents

any given project, and quarter to quarter variations are a reflection of this project timing. Therefore, our management believes that reimbursement revenues and cost of reimbursement revenues are not a significant indicator of our overall performance trends. At the request of our clients, we may directly pay the independent radiologists who review our client s imaging data. In such cases, per contractual arrangement, these costs are billed to our clients and are included in reimbursement revenues and cost of reimbursement revenues.

Cost of service revenues was $11.9 million for the three months ended September 30, 2012 and $10.4 million for the same period in 2011, an increase of $1.5 million, or 14.7%. Cost of service revenues for the three months ended September 30, 2012 and the three months ended September 30, 2011 are comprised of professional salaries and benefits and allocated overhead. The increase is primarily attributable to the additional personnel to support the growth of our Trident IWR, OnPoint CTMS and full service Express EDC solutions. The cost of revenues as a percentage of total revenues also fluctuates due to work-flow variations in the utilization of staff and the mix of services provided by us in any given period. We expect that our cost of service revenues will increase for the remainder of fiscal 2012 due to increased servicing costs to support the growth of our Trident IWR, OnPoint CTMS and full service Express EDC solutions but decrease as a percentage of total revenue going forward.

Sales and marketing expenses were $2.5 million for the three months ended September 30, 2012 and $2.1 million for the same period in 2011, an increase of $408,000, or 19.6%. Sales and marketing expenses for the three months ended September 30, 2012 and the three months ended September 30, 2011 were comprised of direct sales and marketing costs, salaries and benefits and allocated overhead. The increase is due to additional sales personnel and related costs as we expand our sales efforts for our eClinical product in the U.S. and Europe. We expect that our sales and marketing costs will increase for fiscal 2012 but decrease as a percentage of total revenue going forward.

General and administrative expenses were $2.7 million for the three months ended September 30, 2012 and $2.4 million for the same period in 2011, an increase of $263,000, or 10.8%. General and administrative expenses for the three months ended September 30, 2012 and the three months ended September 30, 2011 consisted primarily of salaries and benefits, allocated overhead, professional and consulting services and corporate insurance. The increase is due to increased information technology personnel and costs to support our technology needs. We expect that our general and administrative expenses will increase for fiscal 2012 but decrease as a percentage of total revenue going forward.

Amortization of intangible assets related to acquisitions was $138,000 for the three months ended September 30, 2012 and $155,000 for the same period in 2011, a decrease of $17,000, or 11.0%. Amortization of intangible assets related to acquisitions consisted primarily of amortization of customer backlog, customer relationships, software and non-compete intangibles acquired from the acquisitions of Phoenix Data Systems, Tourtellotte, TranSenda and Theralys. We expect that the amortization of intangible assets related to acquisitions will decrease for fiscal 2012 due to the completion of amortization of certain intangible assets.

Net interest expense was $34,000 for the three months ended September 30, 2012, and $12,000 for the same period in 2011, an increase of $22,000, or 183.3%. Interest income is comprised of interest income earned on our cash balance and interest expense is comprised of interest expense incurred on equipment lease obligations. The increase in expense is due to the capital lease obligations we entered into during 2011 and 2012.

Restructuring costs were $839,000 for the three months ended September 30, 2012 and $1,040,000 for the same period in 2011. In 2012, we initiated a change in reporting structure and changes of roles and

18

Table of Contents

responsibilities within our operations that resulted in elimination of certain positions and resulted in a total restructuring charge of $839,000 for the quarter ended September 30, 2012. This restructuring charge was comprised of $695,000 in employee severance, $5,000 in office space restructuring and $139,000 in legal and other costs. As a result of the restructuring, the Company expects to realize annual operating expense savings of $1.0 million. In 2011, as a result of the launch of our BioPacs imaging management system and the release of our integrated BioRead image review software which further enhanced the quality of our imaging corelab service offering and enabled us to gain efficiencies by better utilizing resources across our U.S. and European operations, we realigned our global resources to eliminate certain duplicate functions and took a total restructuring charge of $1.7 million for fiscal 2011. For the three months ended September 30, 2011, this restructuring charge was comprised of $884,000 write-off of facility lease obligations and $156,000 in legal and other costs.

Our income tax provision was $520,000 for the three months ended September 30, 2012 and $109,000 for the same period in 2011, an increase of $411,000, or 377.0%. The income tax rate is 49.0% for the three months ends September 30, 2012 as compared to 23.3% for the same period in 2011. This difference is primarily due to the change in estimate of the federal credit for research and experimentation with the filing in September 2012 of our annual tax returns for the year ending 2011.We expect our effective tax rate for the full 2012 year to be approximately 41%; this estimate excludes an approximate 2% federal credit for research and experimentation activities since Congress has not enacted the legislation to extend this credit.

Table of Contents

Results of Operations

Nine Months Ended September 30, 2012 and 2011

(in thousands)	Nine Months ended September 30, 2012	% of Total Revenue	Nine Months ended September 30, 2011	% of Total Revenue	$ Change	% Change
Service revenues	$ 56,835	80.4%	$ 49,658	80.7%	$ 7,177	14.5%
Reimbursement revenues	13,836	19.6%	11,887	19.3%	1,949	16.4%
Total revenues	70,671	100.0%	61,545	100.0%	9,126	14.8%
Cost and expenses:						
Cost of service revenues	35,248	49.9%	31,432	51.1%	3,816	12.1%
Cost of reimbursement revenues	13,836	19.6%	11,887	19.3%	1,949	16.4%
Sales and marketing expenses	7,848	11.1%	6,324	10.3%	1,524	24.1%
General and administrative expenses	8,081	11.4%	7,027	11.4%	1,054	15.0%
Amortization of intangible assets related to acquisitions	429	0.6%	467	0.8%	(38)	-8.1%
Mergers and acquisitions related costs		0.0%	162	0.3%	(162)	-100.0%
Restructuring costs	839	1.2%	1,719	2.8%	(880)	-51.2%
Total cost and expenses	66,281	93.8%	59,018	95.9%	7,263	12.3%
Income from operations	4,390	6.2%	2,527	4.1%	1,863	73.7%
Interest income	6	0.0%	6	0.0%		0.0%
Interest expense	(73)	-0.1%	(32)	-0.1%	(41)	128.1%
Income before income tax	4,323	6.1%	2,501	4.1%	1,822	72.9%
Income tax provision	(1,754)	-2.5%	(868)	-1.4%	(886)	102.1%
Net income	$ 2,569	3.6%	$ 1,633	2.7%	$ 936	57.3%

Service revenues were $56.8 million for the nine months ended September 30, 2012 and $49.7 million for the same period in 2011, an increase of $7.2 million or 14.5%. The increase in service revenues was due to an increase in work performed as a result of strong growth from our eClinical solutions, including our full service EDC, Trident IWR and OnPoint CTMS as well as solid performance in our medical imaging solutions offering. Pfizer, Inc., encompassing 21 projects, represented 18.6% of our service revenue for the nine months ended September 30, 2012. For the nine months ended September 30, 2011, Pfizer Inc., encompassing 19 distinct projects, represented 20.3% of our service revenues.

Table of Contents

Reimbursement revenues and cost of reimbursement revenues were $13.8 million for the nine months ended September 30, 2012 and $11.9 million for the same period in 2011, an increase of $1.9 million, or 16.4%. Reimbursement revenues and cost of reimbursement revenues consist of payments received from the customer for revenues and cost of reimbursement revenues fluctuate significantly over the course of any given project, and quarter to quarter variations are a reflection of this project timing. Therefore, our management believes that reimbursement revenues and cost of reimbursement revenues are not a significant indicator of our overall performance trends. At the request of our clients, we may directly pay the independent radiologists who review our client s imaging data. In such cases, per contractual arrangement, these costs are billed to our clients and are included in reimbursement revenues and cost of reimbursement revenues.

Cost of service revenues was $35.2 million for the nine months ended September 30, 2012 and $31.4 million for the same period in 2011, an increase of $3.8 million, or 12.1%. Cost of service revenues for the nine months ended September 30, 2012 and the nine months ended September 30, 2011 are comprised of professional salaries and benefits and allocated overhead. The increase is primarily attributable to the additional personnel to support the growth of our Trident IWR, OnPoint CTMS and full service Express EDC solutions. The cost of revenues as a percentage of total revenues also fluctuates due to work-flow variations in the utilization of staff and the mix of services provided by us in any given period. We expect that our cost of service revenues will increase for the remainder of fiscal 2012 due to increased servicing costs to support the growth of our Trident IWR, OnPoint CTMS and full service Express EDC solutions but decrease as a percentage of total revenue going forward.

Sales and marketing expenses were $7.8 million for the nine months ended September 30, 2012 and $6.3 million for the same period in 2011, an increase of $1.5 million, or 24.1%. Sales and marketing expenses for the nine months ended September 30, 2012 and the nine months ended September 30, 2011 were comprised of direct sales and marketing costs, salaries and benefits and allocated overhead. The increase is due to additional sales personnel and related costs as we expand our sales efforts for our eClinical product in the U.S. and Europe. We expect that our sales and marketing costs will increase for fiscal 2012 but decrease as a percentage of total revenue going forward.

General and administrative expenses were $8.1 million for the nine months ended September 30, 2012 and $7.0 million for the same period in 2011, an increase of $1.1 million, or 15.0%. General and administrative expenses for the nine months ended September 30, 2012 and the nine months ended September 30, 2011 consisted primarily of salaries and benefits, allocated overhead, professional and consulting services and corporate insurance. The increase is due to increased information technology personnel and costs to support our technology needs. We expect that our general and administrative expenses will increase for fiscal 2012 but decrease as a percentage of total revenue going forward.

Amortization of intangible assets related to acquisitions was $429,000 for the nine months ended September 30, 2012 and $467,000 for the same period in 2011, a decrease of $38,000, or 8.1%. Amortization of intangible assets related to acquisitions consisted primarily of amortization of customer backlog, customer relationships, software and non-compete intangibles acquired from the acquisitions of Phoenix Data Systems, Tourtellotte, TranSenda and Theralys. We expect that the amortization of intangible assets related to acquisitions will decrease for fiscal 2012 due to the completion of amortization of certain intangible assets.

There were no merger and acquisition related costs for the nine months ended September 30, 2012, as compared to $162,000 for the same period in 2011. The nine months ended September 30, 2011 includes $57,000 for the accretion related to the change in the fair value of the second earn-out payment associated with our acquisition of Tourtellotte Solutions, Inc. in September 2009. It also includes

Table of Contents

professional fees associated with our acquisition of TranSenda International, LLC in March 2010.

Restructuring costs were $839,000 for the nine months ended September 30, 2012, compared to $1,719,000 during the same period in 2011. In 2012, we initiated a change in reporting structure and changes of roles and responsibilities within our operations that resulted in elimination of certain positions and resulted in a total restructuring charge of $839,000 for the quarter ended September 30, 2012. This restructuring charge was comprised of $695,000 in employee severance, $5,000 in office space restructuring and $139,000 in legal and other costs. As a result of the restructuring, the Company expects to realize annual operating expense savings of $1.0 million. In 2011, as a result of the launch of our BioPacs imaging management system and the release of our integrated BioRead image review software which further enhanced the quality of our imaging corelab service offering and enabled us to gain efficiencies by better utilizing resources across our U.S. and European operations, we realigned our global resources to eliminate certain duplicate functions and took a total restructuring charge of $1.7 million for fiscal 2011. This restructuring charge was comprised of $656,000 in employee severance, $884,000 write-off of facility lease obligations and $179,000 in legal and other costs.

Net interest expense was $67,000 for the nine months ended September 30, 2012, and $26,000 for the same period in 2011, an increase of $41,000, or 157.7%. Interest income is comprised of interest income earned on our cash balance and interest expense is comprised of interest expense incurred on equipment lease obligations. The increase in expense is due to the capital lease obligations we entered into during 2011 and 2012.

Our income tax provision was $1.8 million for the nine months ended September 30, 2012 and $868,000 for the same period in 2011, an increase of $886,000, or 102.1%. The income tax rate is 40.6% for the nine months ends September 30, 2012 as compared to 34.7% for the same period in 2011. This difference is primarily due to the change in estimate of the federal credit for research and experimentation with the filing in September 2012 of our annual tax returns for the year ending 2011. We expect our effective tax rate for the full 2012 year to be approximately 41%; this estimate excludes an approximate 2% federal credit for research and experimentation activities since Congress has not enacted the legislation to extend this credit.

Business Segments and Geographic Information

We view our operations and manage our business as one operating segment, clinical trials services.

Our corporate headquarters and operational facilities are in Pennsylvania, in the United States. We also have a European facility in Leiden, the Netherlands. Our European facility has similar processing and analysis capabilities as our United States headquarters. We also have a facility in Lyon, France that provides product development and research activities. We have an office in Bhubaneshwar, India to provide information technology support services.

Table of Contents

Liquidity and Capital Resources

Our principal liquidity requirements have been, and we expect will be, for working capital and general corporate purposes, including capital expenditures.

Statement of Cash Flow for the nine months ended September 30, 2012 compared to September 30, 2011

(in thousands)	Nine Months Ended September 30, 2012	Nine Months Ended September 30, 2011
Net cash provided by operating activities	$ 6,014	$ 5,903
Net cash used in investing activities	$ (7,036)	$ (4,195)
Net cash provided by financing activities	$ 1,635	$ 115

At September 30, 2012, we had cash and cash equivalents of $13.2 million. Working capital, defined as current assets minus current liabilities, at September 30, 2012 was $14.2 million.

Net cash provided by operating activities for the nine months ended September 30, 2012 was $6.0 million as compared to $5.9 million for the nine months ended September 30, 2011. This increase is primarily due to the increase in net income.

Net cash used in investing activities for the nine months ended September 30, 2012 was $7.0 million as compared to net cash used in investing activities of $4.2 million for the nine months ended September 30, 2011. This increase is primarily due to increased capitalized software costs as we invest in our technology platform and an increase in computer equipment purchases for our data center for the nine months ended September 30, 2012 as compared to the nine months ended September 30, 2011. We currently anticipate that capital expenditures for fiscal 2012 will be approximately $9 million, funded by cash from operations, as compared to $5.8 million for fiscal 2011. These expenditures primarily represent capitalization of software costs and network and data center computer equipment.

Net cash provided by financing activities for the nine months ended September 30, 2012 was $1.6 million as compared to net cash provided by financing activities of $115,000 for the nine months ended September 30, 2011. The difference from the prior year was primarily due to our purchase of treasury shares for $1.3 million for the nine months ended September 30, 2012 along with entering into $3.0 million in capital lease obligations to finance the purchase of property and equipment.

As of September 30, 2012, our total cash and cash equivalents included $12.4 million held by our U.S. entities and $725,000 held by our foreign subsidiaries. If we need to access these overseas funds for our operations in the U.S., we would be required to accrue and pay U.S. taxes to repatriate these funds. However, our intent is to reinvest the unremitted earnings of our foreign subsidiaries indefinitely. Our current plans do not demonstrate a need to repatriate any overseas funds to fund our U.S. operations.

On May 5, 2010, we entered into a two year unsecured, committed line of credit with PNC Bank and have renewed this two year line of credit annually. In April 2012, the Company again extended the expiration date of this line of credit to May 4, 2014. Under the credit agreement, we have the ability to borrow $7.5 million at interest rates equal to LIBOR plus 1.75%. In addition, we pay a fee of 0.25% per annum on the loan commitment regardless of usage. The credit agreement requires our compliance with certain covenants, including maintaining a minimum stockholders equity of $35 million. As of

Table of Contents

September 30, 2012, we had no borrowings under this line of credit, and we were compliant with the covenants.

Capital lease obligations consist of eight equipment lease obligations with the same bank at September 30, 2012. In the third quarter of 2012, we entered into one sale/leaseback transaction totaling $1.3 million whereby we sold and leased back computer equipment and software. The resulting lease is being accounted for as a capital lease and a gain was recorded on the sale in the amount of $51,000 which is being deferred over the life of the lease. The lease terms are for five years with interest rates ranging from 3.04% to 3.87% per annum.

We have neither paid nor declared dividends on our common stock since our inception and do not plan to pay dividends on our common stock in the foreseeable future.

We have not entered into any off-balance sheet transactions, arrangements or other relationships with unconsolidated entities or other persons that are likely to affect liquidity or the availability of or requirements for capital resources.

We anticipate that our existing capital resources together with cash flow from operations will be sufficient to meet our cash needs for the next 12 months. However, we cannot assure you that our operating results will maintain profitability on an annual basis in the future. The inherent operational risks associated with the following factors may have a material adverse effect on our future liquidity:

- our ability to gain new client contracts;
- project cancellations;
- the variability of the timing of payments on existing client contracts; and
- other changes in our operating assets and liabilities.

We may seek to raise additional capital from equity or debt sources in order to take advantage of unanticipated opportunities, such as more rapid expansion, acquisitions of complementary businesses or the development of new services. We cannot assure you that additional financing will be available, if at all, on terms acceptable to us.

Changes to Critical Accounting Policies and Estimates

Our critical accounting policies and estimates are set forth in our Annual Report on Form 10-K for the fiscal year ended December 31, 2011. As of September 30, 2012, there have been no changes to such critical accounting policies and estimates.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Interest Rate Risk

We invest in high-quality financial instruments, comprised of savings accounts, certificate of deposits and money market funds. Due to the short-term nature of our investments, we do not believe that we have any material exposure to interest rate risk arising from our investments.

Foreign Currency Risk

Most of our sales are denominated in U.S. Dollars but we have costs denominated in Euros for our Netherlands and France subsidiaries. This exposes us to the risk of fluctuations in foreign currency

Table of Contents

exchange rates. We purchase foreign exchange option contracts to reduce the volatility of cash flows related to forecasted expenses denominated in Euros. The objective of the foreign exchange contracts is to better ensure that the U.S. dollar-equivalent cash flows are not adversely affected by changes in the U.S. dollar/Euro exchange rates. These contracts are designated as cash flow hedges. The gain on the effective portion of a cash flow hedge is initially reported as a component of Other Comprehensive Income and subsequently reclassified into expenses on the Consolidated Statements of Income when the hedge transactions occurs.

During the second and third quarters of 2012, we entered into twelve foreign currency call options designated as cash flow hedges to hedge certain forecasted expenses in our Netherlands and France offices denominated in Euros. The notional principal of the foreign currency call options to purchase 2.6 million Euros was $3.4 million U.S. Dollars at September 30, 2012. The remaining foreign currency call options mature monthly between October 2012 and August 2013. We paid a total premium in 2012 of $86,000 for these foreign currency call options.

We initially report any gain or loss on the effective portion of the cash flow hedge as a component of Other Comprehensive Income and subsequently reclassify to the Cost of Service Revenue in the Consolidated Statements of Income when the hedged transactions occur. Any ineffectiveness is recognized in earnings immediately. At September 30, 2012, the effective portion of our cash flow hedges, before tax effect, was $(23,000). During the nine months ended September 30, 2012, one of the cash flow hedge transactions occurred and we reclassified $3,000 of the gain to our Consolidated Statements of Income.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures. We evaluated, under the supervision and with the participation of the Chief Executive Officer and Chief Financial Officer, the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities and Exchange Act of 1934 (Exchange Act), as amended) as of September 30, 2012, the end of the period covered by this report on Form 10-Q. Based on this evaluation, our President and Chief Executive Officer (principal executive officer) and our Chief Financial Officer (principal accounting and financial officer) have concluded that our disclosure controls and procedures were effective at September 30, 2012. Disclosure controls and procedures are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act (i) is recorded, processed, summarized and reported within the time periods specified in the SEC s rules and forms, and were operating in an effective manner for the period covered by this report, and (ii) is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosures.

Changes in internal control over financial reporting. There was no change in our internal controls over financial reporting that occurred during the third quarter of 2012 that materially affected, or is reasonably likely to materially affect, our internal controls over financial reporting.

Table of Contents

PART II. OTHER INFORMATION.

Item 1. Legal Proceedings.

In the normal course of business, we may be a party to legal proceedings. We are not currently a party to any material legal proceedings.

Item 1A. Risk Factors.

In addition to the other information set forth in the this report, you should carefully consider the factors discussed in Part I, Item 1A, Risk Factors, in our Annual Report on Form 10-K for the year ended December 31, 2011, which could materially affect our business, financial condition or future results. There have been no material changes to those risk factors since we filed our fiscal 2011 Annual Report on Form 10-K. You should be aware that these risk factors and other information may not describe every risk facing our Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results.

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

Purchases of Equity Securities by the Issuer

On December 15, 2010, our Board of Directors authorized $2 million in funds for use in our common stock repurchase program over the following 18 months. On May 16, 2012, our Board of Directors extended our common stock repurchase program through December 31, 2013 and increased the authorized funds to $4 million. Repurchases under the program may be made through open market purchases or privately negotiated transactions in accordance with applicable federal securities laws, including Rule 10b-18. The timing of the repurchases and the exact number of shares of common stock to be purchased will be determined by the discretion of our management under the supervision of the Audit Committee of our Board of Directors, and will depend upon market conditions and other factors. The program will be funded using our cash on hand and cash generated from operations. The program may be extended, suspended or discontinued at any time.

Table of Contents

The following table provides information relating to our repurchase of common stock for the three months ended September 30, 2012:

	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Program	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Program (Unaudited)
July 1 July 31, 2012	23,700	$ 5.25	23,700	$ 1,772,485
August 1 August 31, 2012	17,100	$ 5.42	17,100	$ 1,679,871
September 1 September 30, 2012	21,000	$ 5.72	21,000	$ 1,559,613
Total	**61,800**		**61,800**	

Item 3. **Defaults Upon Senior Securities.**

None.

Item 4. **Mine Safety Disclosures**

Not applicable.

Item 5. **Other Information.**

None.

Table of Contents

Item 6. **Exhibits.**

4.1	Renewal Letter dated April 24, 2012 to the Committed Line of Credit Note dated May 5, 2010, by and between BioClinica, Inc. and Oxford Bio-Imaging Research, Inc. and PNC Bank, National Association (filed herewith).
10.1	Amended and restated 2010 Stock Incentive Plan, adopted by the stockholders of BioClinica, Inc. on May 16, 2012 (filed herewith).
31.1	Certification of principal executive officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith).
31.2	Certification of principal financial and accounting officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith).
32.1	Certification of principal executive officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. 1350 (furnished herewith).
32.2	Certification of principal financial and accounting officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. 1350 (furnished herewith).
101.1	Financial statements from the Quarterly Report on Form 10-Q of BioClinica, Inc. for the quarter ended September 30, 2012, filed on November 9, 2012, formatted in XBRL (Extensible Business Reporting language): (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Income, (iii) the Consolidated Statements of Comprehensive Income, (iv) the Consolidated Statements of Cash Flows and (v) the Notes to the Consolidated Financial Statements.

Table of Contents

SIGNATURES

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

BIOCLINICA, INC.

DATE: November 9, 2012

By: /s/ Mark L. Weinstein
Mark L. Weinstein, President and Chief Executive Officer
(Principal Executive Officer)

DATE: November 9, 2012

By: /s/ Ted I. Kaminer
Ted I. Kaminer, Executive Vice President of Finance and Administration and Chief Financial Officer
(Principal Financial and Accounting Officer)