

MKS INSTRUMENTS INC
Form 10-Q
August 06, 2013
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 10-Q

(MARK ONE)

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

For the quarterly period ended June 30, 2013

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 0-23621

MKS INSTRUMENTS, INC.

(Exact name of registrant as specified in its charter)

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Massachusetts (State or other jurisdiction of incorporation or organization)	04-2277512 (I.R.S. Employer Identification No.)
2 Tech Drive, Suite 201, Andover, Massachusetts (Address of principal executive offices)	01810 (Zip Code)

Registrant's telephone number, including area code (978) 645-5500

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 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 (§ 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 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 the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer <input checked="" type="checkbox"/>	Accelerated filer <input type="checkbox"/>
Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company <input type="checkbox"/>

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

As of July 30, 2013, the registrant had 53,161,233 shares of common stock outstanding.

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS.

MKS INSTRUMENTS, INC.

CONSOLIDATED BALANCE SHEETS

(in thousands, except share and per share data)

(Unaudited)

	June 30, 2013	December 31, 2012
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 235,724	\$ 287,588
Short-term investments	346,715	327,653
Trade accounts receivable, net	95,771	82,060
Inventories	137,006	134,639
Deferred income taxes	8,046	8,194
Other current assets	38,426	28,048
Total current assets	861,688	868,182
Property, plant and equipment, net	78,875	80,516
Long-term investments	15,788	12,158
Goodwill	150,012	150,733
Intangible assets, net	12,523	11,561
Other assets	11,461	11,692
Total assets	\$ 1,130,347	\$ 1,134,842
LIABILITIES AND STOCKHOLDERS EQUITY		
Current liabilities:		
Accounts payable	\$ 24,302	\$ 16,803
Accrued compensation	19,318	20,955
Income taxes payable	3,269	4,148
Other current liabilities	32,697	37,405
Total current liabilities	79,586	79,311
Other liabilities	46,693	43,375
Commitments and contingencies (Note 17)		
Stockholders' equity:		
Preferred Stock, \$0.01 par value per share, 2,000,000 shares authorized; none issued and outstanding		
Common Stock, no par value, 200,000,000 shares authorized; 53,153,412 and 52,748,849 shares issued and outstanding at June 30, 2013 and December 31, 2012, respectively	113	113
Additional paid-in capital	723,360	718,005
Retained earnings	273,296	278,583
Accumulated other comprehensive income	7,299	15,455
Total stockholders' equity	1,004,068	1,012,156

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Total liabilities and stockholders' equity	\$ 1,130,347	\$ 1,134,842
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The accompanying notes are an integral part of the consolidated financial statements.

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MKS INSTRUMENTS, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS

AND COMPREHENSIVE INCOME

(in thousands, except per share data)

(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Net revenues:				
Products	\$ 132,541	\$ 148,851	\$ 249,152	\$ 313,339
Services	24,387	28,546	49,421	54,926
Total net revenues	156,928	177,397	298,573	368,265
Cost of revenues:				
Cost of products	79,206	84,622	149,781	175,646
Cost of services	15,764	16,259	32,132	32,312
Total cost of revenues	94,970	100,881	181,913	207,958
Gross profit	61,958	76,516	116,660	160,307
Research and development	16,813	15,591	32,061	31,775
Selling, general and administrative	34,849	32,582	68,982	66,701
Insurance reimbursement	(1,071)		(1,071)	
Completed acquisition costs		377	171	377
Restructuring	198		238	
Amortization of intangible assets	742	119	1,176	238
Income from operations	10,427	27,847	15,103	61,216
Interest income	234	200	539	461
Interest expense	23	51	37	60
Income before income taxes	10,638	27,996	15,605	61,617
Provision for income taxes	3,318	9,424	2,524	20,277
Net income	\$ 7,320	\$ 18,572	\$ 13,081	\$ 41,340
Other comprehensive income:				
Changes in value of financial instruments designated as cash flow hedges, net of tax expense (benefit) ⁽¹⁾	56	(522)	1,076	114
Foreign currency translation adjustments, net of tax of \$0 for the three and six months ended June 30, 2013 and 2012	(836)	(4,353)	(9,175)	(4,052)
Unrealized (loss) on investments, net of tax (benefit) ⁽²⁾	(36)	(25)	(61)	(61)
Total comprehensive income	\$ 6,504	\$ 13,672	\$ 4,921	\$ 37,341
Net income per share:				
Basic	\$ 0.14	\$ 0.35	\$ 0.25	\$ 0.79

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Diluted	\$ 0.14	\$ 0.35	\$ 0.25	\$ 0.78
Cash dividends per common share	\$ 0.16	\$ 0.15	\$ 0.32	\$ 0.30
Weighted average common shares outstanding:				
Basic	53,054	52,679	52,914	52,591
Diluted	53,358	53,206	53,359	53,214

- (1) Tax expense (benefit) was \$56 and \$(330) for the three months ended June 30, 2013 and 2012, respectively. Tax expense was \$652 and \$89 for the six months ended June 30, 2013 and 2012, respectively.
- (2) Tax (benefit) was \$(36) and \$(16) for the three months ended June 30, 2013 and 2012, respectively. Tax (benefit) was \$(37) and \$(48) for the six months ended June 30, 2013 and 2012, respectively.

The accompanying notes are an integral part of the consolidated financial statements.

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MKS INSTRUMENTS, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)

(Unaudited)

	Six Months Ended June,	
	2013	2012
Cash flows from operating activities:		
Net income	\$ 13,081	\$ 41,340
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	8,470	6,557
Stock-based compensation	8,809	7,079
Provision for excess and obsolete inventory		

There can be no assurance that we will be able to identify or consummate any future acquisitions or other strategic relationships on favorable terms, or at all, or that any future acquisition or other strategic relationship will not have an adverse impact on our business or results of operations. If suitable opportunities arise, we may finance such transactions, as well as internal growth, through debt or equity financing. There can be no assurance, however, that such debt or equity financing would be available to us on acceptable terms when, and if, suitable strategic opportunities arise.

If we are unable to increase our market share among national and regional insurance carriers and large, self-funded employers, our results may be adversely affected.

Our business strategy and future success depend in part on our ability to capture market share with our cost containment services as national and regional insurance carriers and large, self-funded employers look for ways to achieve cost savings. We cannot assure you that we will successfully market our services to these insurance carriers and employers or that they will not resort to other means to achieve cost savings. Additionally, our ability to capture additional market share may be adversely affected by the decision of potential customers to perform services internally instead of outsourcing the provision of such services to us. Furthermore, we may not be able to demonstrate sufficient cost savings to potential or current customers to induce them not to provide comparable services internally or to accelerate efforts to provide such services internally.

If competition increases, our growth and profits may decline.

The markets for our network services and patient management services are also fragmented and competitive. Our competitors include national managed care providers, preferred provider networks, smaller independent providers and insurance companies. Companies that offer one or more workers' compensation managed care services on a national basis are our primary competitors. We also compete with many smaller vendors who generally provide unbundled services on a local level, particularly companies with an established relationship with a local insurance company adjuster. In addition, several large workers' compensation insurance carriers offer managed care services for their customers, either by performance of the services in-house or by outsourcing to organizations like ours. If these carriers increase their performance of these services in-house, our business may be adversely affected. In addition, consolidation in the industry may result in carriers performing more of such services in-house.

Our sequential revenue may not increase and may decline. As a result, we may fail to meet or exceed the expectations of investors or analysts which could cause our common stock price to decline.

Our sequential revenue growth may not increase and may decline in the future as a result of a variety of factors, many of which are outside of our control. If changes in our sequential revenue fall below the expectations of investors or analysts, the price of our common stock could decline substantially. Fluctuations or declines in sequential revenue growth may be due to a number of factors, including, but not limited to, those listed below and identified throughout this Risk Factors section: the decline in manufacturing employment, the decline in workers' compensation claims, the decline in healthcare expenditures, the considerable price

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competition in a flat-to-declining workers' compensation market, litigation, the increase in competition, and the changes and the potential changes in state workers' compensation and automobile managed care laws which can reduce demand for our services. These factors create an environment where revenue and margin growth is more difficult to attain and where revenue growth is less certain than historically experienced. Additionally, our technology and preferred provider network face competition from companies that have more resources available to them than we do. Also, some customers may handle their managed care services in-house and may reduce the amount of services which are outsourced to managed care companies such as CorVel. These factors could cause the market price of our common stock to fluctuate substantially. There can be no assurance that our growth rate in the future, if any, will be at or near historical levels.

In addition, the stock market has in the past experienced price and volume fluctuations that have particularly affected companies in the healthcare and managed care markets resulting in changes in the market price of the stock of many companies, which may not have been directly related to the operating performance of those companies.

Due to the foregoing factors, and the other risks discussed in this report, investors should not rely on period-to-period comparisons of our results of operations as an indication of our future performance.

If the referrals for our patient management services decline, our business, financial condition and results of operations would be materially adversely affected.

In some years, we have experienced a general decline in the revenue and operating performance of patient management services. We believe that the performance decline has been due to the following factors: the decrease of the number of workplace injuries that have become longer-term disability cases; increased regional and local competition from providers of managed care services; a possible reduction by insurers on the types of services provided by our patient management business; the closure of offices and continuing consolidation of our patient management operations; and employee turnover, including management personnel, in our patient management business. In the past, these factors have all contributed to the lowering of our long-term outlook for our patient management services. If some or all of these conditions continue, we believe that the performance of our patient management revenues could decrease.

We are subject to risks associated with acquisitions of intangible assets.

Our acquisition of other businesses may result in significant increases in our intangible assets and goodwill. We regularly evaluate whether events and circumstances have occurred indicating that any portion of our intangible assets and goodwill may not be recoverable. When factors indicate that intangible assets and goodwill should be evaluated for possible impairment, we may be required to reduce the carrying value of these assets. We cannot currently estimate the timing and amount of any such charges.

Customers

If we lose several customers in a short period, our results may be materially adversely affected.

Our results may decline if we lose several customers during a short period. Most of our customer contracts permit either party to terminate without cause. If several customers terminate, or do not renew or extend their contracts with us, our results could be materially and adversely affected. Many organizations in the insurance industry have consolidated and this could result in the loss of one or more of our customers through a merger or acquisition. Additionally, we could lose customers due to competitive pricing pressures or other reasons.

Our failure to compete successfully could make it difficult for us to add and retain customers and could reduce or impede the growth of our business.

We face competition from PPOs, TPAs and other managed healthcare companies. We believe that as managed care techniques continue to gain acceptance in the workers' compensation marketplace, our competitors will increasingly consist of nationally-focused workers' compensation managed care service companies, insurance companies, HMOs and other significant providers of managed care products. Legislative reform in some states has been considered, but not enacted to permit employers to designate health plans such as HMOs.

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and PPOs to cover workers' compensation claimants. Because many health plans have the ability to manage medical costs for workers' compensation claimants, such legislation may intensify competition in the markets served by us. Many of our current and potential competitors are significantly larger and have greater financial and marketing resources than we do, and there can be no assurance that we will continue to maintain our existing customers, our past level of operating performance or be successful with any new products or in any new geographical markets we may enter.

Services

If the utilization by healthcare payors of early intervention services continues to increase, the revenue from our later-stage network and healthcare management services could be negatively affected.

The performance of early intervention services, including injury occupational healthcare, first notice of loss, and telephonic case management services, often result in a decrease in the average length of, and the total costs associated with, a healthcare claim. By successfully intervening at an early stage in a claim, the need for additional cost containment services for that claim often can be reduced or even eliminated. As healthcare payors continue to increase their utilization of early intervention services, the revenue from our later stage network and healthcare management services will decrease.

Declines in workers' compensation claims may harm our results of operations.

Within the past few years, the economy has performed below historical averages which leads to fewer workers on a national level and could lead to fewer work related injuries. If declines in workers' compensation costs occur in many states and persist over the long-term, it would have an adverse impact on our business, financial condition and results of operations.

We provide an outsource service to payors of workers' compensation and auto healthcare benefits. These payors include insurance companies, TPAs, municipalities, state funds, and self-insured, self-administered employers. If these payors reduce the amount of work they outsource, our results of operations would be materially adversely affected.

Healthcare providers are becoming increasingly resistant to the application of certain healthcare cost containment techniques; this may cause revenue from our cost containment operations to decrease.

Healthcare providers have become more active in their efforts to minimize the use of certain cost containment techniques and are engaging in litigation to avoid application of certain cost containment practices. Recent litigation between healthcare providers and insurers has challenged certain insurers' claims adjudication and reimbursement decisions. Although these lawsuits do not directly involve us or any services we provide, these cases may affect the use by insurers of certain cost containment services that we provide and may result in a decrease in revenue from our cost containment business.

Systems

An interruption in our ability to access critical data may cause customers to cancel their service and/or may reduce our ability to effectively compete.

Certain aspects of our business are dependent upon our ability to store, retrieve, process and manage data and to maintain and upgrade our data processing capabilities. Interruption of data processing capabilities for any extended length of time, loss of stored data, programming errors or other system failures could cause customers to cancel their service and could have a material adverse effect on our business and results of operations.

In addition, we expect that a considerable amount of our future growth will depend on our ability to process and manage claims data more efficiently and to provide more meaningful healthcare information to customers and payors of healthcare. There can be no assurance that our current data processing capabilities will be adequate for our future growth, that we will be able to efficiently upgrade our systems to meet future demands, or that we will be able to develop, license or otherwise acquire software to address these market demands as well or as timely as our competitors.

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A breach of security may cause our customers to curtail or stop using our services.

We rely largely on our own security systems, confidentiality procedures and employee nondisclosure agreements to maintain the privacy and security of our and our customers' proprietary information. Accidental or willful security breaches or other unauthorized access by third parties to our information systems, the existence of computer viruses in our data or software and misappropriation of our proprietary information could expose us to a risk of information loss, litigation and other possible liabilities which may have a material adverse effect on our business, financial condition and results of operations. If security measures are breached because of third-party action, employee error, malfeasance or otherwise, or if design flaws in our software are exposed and exploited, and, as a result, a third party obtains unauthorized access to any customer data, our relationships with our customers and our reputation will be damaged, our business may suffer and we could incur significant liability. Because techniques used to obtain unauthorized access or to sabotage systems change frequently and generally are not recognized until launched against a target, we may be unable to anticipate these techniques or to implement adequate preventative measures.

Our Internet-based services are dependent on the development and maintenance of the Internet infrastructure.

The Internet has experienced a variety of outages and other delays as a result of damages to portions of its infrastructure, and it could face outages and delays in the future. These outages and delays could reduce the level of Internet usage, as well as the availability of the Internet to us for delivery of our Internet-based services. In addition, our customers who use our Web-based services depend on Internet service providers, online service providers and other Web site operators for access to our Web site. All of these providers have experienced significant outages in the past and could experience outages, delays and other difficulties in the future due to system failures unrelated to our systems. Any significant interruptions in our services or increases in response time could result in a loss of potential or existing users, and, if sustained or repeated, could reduce the attractiveness of our services.

If we are unable to leverage our information systems to enhance our outcome-driven service model, our results may be adversely affected.

To leverage our knowledge of workplace injuries, treatment protocols, outcomes data, and complex regulatory provisions related to the workers compensation market, we must continue to implement and enhance information systems that can analyze our data related to the workers compensation industry. We frequently upgrade existing operating systems and are updating other information systems that we rely upon in providing our services and financial reporting. We have detailed implementation schedules for these projects that require extensive involvement from our operational, technological and financial personnel. Delays or other problems we might encounter in implementing these projects could adversely affect our ability to deliver streamlined patient care and outcome reporting to our customers.

The introduction of software products incorporating new technologies and the emergence of new industry standards could render our existing software products less competitive, obsolete or unmarketable.

There can be no assurance that we will be successful in developing and marketing new software products that respond to technological changes or evolving industry standards. If we are unable, for technological or other reasons, to develop and introduce new software products cost-effectively, in a timely manner and in response to changing market conditions or customer requirements, our business, results of operations and financial condition may be adversely affected.

Developing or implementing new or updated software products and services may take longer and cost more than expected. We rely on a combination of internal development, strategic relationships, licensing and acquisitions to develop our software products and services. The cost of developing new healthcare information services and technology solutions is inherently difficult to estimate. Our development and implementation of proposed software products and services may take longer than originally expected, require more testing than originally anticipated and require the acquisition of additional personnel and other resources. If we are unable to

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develop new or updated software products and services cost-effectively on a timely basis and implement them without significant disruptions to the existing systems and processes of our customers, we may lose potential sales and harm our relationships with current or potential customers.

Employment

The failure to attract and retain qualified or key personnel may prevent us from effectively developing, marketing, selling, integrating and supporting our services.

We are dependent, to a substantial extent, upon the continuing efforts and abilities of certain key management personnel. In addition, we face competition for experienced employees with professional expertise in the workers' compensation managed care area. The loss of key personnel, especially V. Gordon Clemons, Chairman, President, and Chief Executive Officer, or the inability to attract, qualified employees, could have a material unfavorable effect on our business and results of operations.

We face competition for staffing, which may increase our labor costs and reduce profitability.

We compete with other healthcare providers in recruiting qualified management and staff personnel for the day-to-day operations of our business, including nurses and other case management professionals. In some markets, the scarcity of nurses and other medical support personnel has become a significant operating issue to healthcare providers. This shortage may require us to enhance wages to recruit and retain qualified nurses and other healthcare professionals. Our failure to recruit and retain qualified management, nurses and other healthcare professionals, or to control labor costs could have a material adverse effect on profitability.

Item 1B. *Unresolved Staff Comments*

None.

Item 2. *Properties.*

The Company's principal executive office is located in Irvine, California in approximately 12,000 square feet of leased space. The lease expires in March 2013. The Company leases approximately 92 branch offices in 45 states, which range in size from 500 square feet up to 26,000 square feet. The lease terms for the branch offices range from monthly to ten years and expire through 2019. The Company believes that its facilities are adequate for its current needs and that suitable additional space will be available as required.

Item 3. *Legal Proceedings.*

On March 25, 2011, George Raymond Williams, MD. (Williams), as plaintiff, individually and on behalf of those similarly situated, filed a First Amended and Restated Petition for Damages and Class Certification in the 27th Judicial District Court, Parish of St. Landry, Louisiana, against CorVel Corporation (CorVel) and its insurance carriers, Homeland Insurance Company of New York and Executive Risk Specialty Insurance Company and several other unrelated parties. Williams alleges that CorVel violated Louisiana's Any Willing Provider Act (the AWWPA), which requires a payor accessing a preferred provider contract to give 30 days' advance written notice or point of service notice in the form of a benefit card before the payor accesses the discounted rates in the contract to pay the provider for services rendered to an insured under that payor's health benefit plan.

On March 31, 2011, CorVel entered into a Memorandum of Understanding with attorneys representing the plaintiffs and the class setting forth the terms of settlement of this class action lawsuit. The Memorandum of Understanding provides that subject to the execution of a mutually acceptable settlement agreement and final non-appealable approval of such settlement by the Louisiana state court, CorVel will pay \$9 million to resolve claims for which CorVel recorded a \$9 million pre-tax charge to earnings during the March 2011 quarter. In addition, CorVel will assign to the class certain rights it has to the proceeds of CorVel's insurance policies relating to the claims asserted by the class. The class action arbitration filed with the American Arbitration Association against CorVel in December 2006 by Southwest Louisiana Hospital Association dba Lake Charles

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Memorial Hospital as previously disclosed by CorVel is encompassed within the settlement terms of the Memorandum of Understanding. Pursuant to the Memorandum of Understanding, the parties have also agreed to request that the appropriate courts stay all related proceedings in State and Federal Court, as well as the Louisiana Office of Workers Compensation and the arbitration proceeding before the American Arbitration Association in which the parties are named, until the settlement agreement is prepared, executed and receives final court approval. The settlement does not constitute an admission of liability.

On June 23, 2011 CorVel and class counsel executed a definitive settlement agreement. The settlement agreement contains the same terms and conditions as were set forth in the Memorandum of Understanding. Accordingly, CorVel made a \$9 million cash payment into escrow on July 6, 2011. As set forth in the settlement agreement, certain contingencies such as preliminary court approval, resolutions of objections filed by class members challenging the fairness of the settlement, class members excluded from the settlement not exceeding a materiality threshold, and final court approval, must be satisfied before the settlement can become final.

On June 23, 2011, the 27th Judicial District Court for the Parish of St. Landry, Louisiana granted preliminary approval of settlement and set a deadline of October 16, 2011 for parties to opt out of or object to the proposed settlement. Notice of the settlement was given to Class Members. The Court gave final approval of the settlement on November 4, 2011. No appeal has been filed since that time, so the judgment became final on January 17, 2012. CorVel has begun to move for dismissal of all claims covered by the settlement in state and federal court.

In exchange for the settlement payment by CorVel, class members will release CorVel and all of its affiliates and clients for any claims relating in any way to re-pricing, payment for, or reimbursement of a workers compensation bill, including but not limited to claims under the AWP. Plaintiffs have also agreed to a notice procedure that CorVel may follow in the future to comply with the AWP.

In February 2005, Kathleen Roche, D.C., as plaintiff, filed a putative class action in Circuit Court for the 20th Judicial District, St. Clair County, Illinois, against the Company. The case sought unspecified damages based on the Company's alleged failure to direct patients to medical providers who were members of the CorVel CorCare PPO network and also alleged that the Company used biased and arbitrary computer software to review medical providers' bills. The Company denies that its conduct was improper in any way and denied all liability. On October 29, 2010, the Company entered into a settlement agreement providing for the payment of \$2.1 million to class members and up to an additional \$700,000 for attorneys' fees and expenses, and as a result the Company accrued \$2.8 million of estimated liability for this settlement agreement during the quarter ended September 30, 2010. In exchange for the settlement payment by the Company, class members consisting of Illinois medical providers (excluding hospitals) have released the Company and all of its affiliates for claims relating to any PPO or usual and customary reductions recommended by the Company on class members' medical bills. On January 21, 2011, the Circuit Court gave final approval to the settlement and awarded class counsel \$700,000 in attorneys' fees and expenses. A modified final judgment approving the settlement and addressing certain class notice issues was approved on January 20, 2012; the modified judgment did not change the financial terms of the settlement or the release. Initial payments were sent to class members on July 18, 2011 and the remaining payments to class members should be completed by July 2012.

The Company is involved in other litigation arising in the normal course of business. Management believes that resolution of these matters will not result in any payment that, in the aggregate, would be material to the financial position or results of the operations of the Company.

Item 4. *Mine Safety Disclosures.*

Not applicable.

Table of Contents**PART II****Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities. Market Information**

The Company's common stock is traded on the NASDAQ Global Select Market under the symbol CRVL. The quarterly high and low per share sales prices for the Company's common stock for fiscal years 2011 and 2012 as reported by NASDAQ are set forth below for the periods indicated. These prices represent prices among dealers, do not include retail markups, markdowns or commissions, and may not represent actual transactions.

	High	Low
Fiscal Year Ended March 31, 2011:		
Quarter Ended June 30, 2010:	\$ 38.00	\$ 32.04
Quarter Ended September 30, 2010:	43.76	33.10
Quarter Ended December 31, 2010:	49.65	40.63
Quarter Ended March 31, 2011:	53.34	45.75
Fiscal Year Ended March 31, 2012:		
Quarter Ended June 30, 2011:	\$ 54.19	\$ 42.64
Quarter Ended September 30, 2011:	51.54	38.04
Quarter Ended December 31, 2011:	54.64	40.67
Quarter Ended March 31, 2012:	54.23	39.46

Holders. As of June 1, 2012, there were approximately 1,350 holders of record of the Company's common stock according to the information provided by the Company's transfer agents.

Dividends. The Company has never paid any cash dividends on its common stock and has no current plans to do so in the foreseeable future. The Company intends to retain future earnings, if any, for use in the Company's business. The payment of any future dividends on its common stock will be determined by the Board of Directors in light of conditions then existing, including the Company's earnings, financial condition and requirements, restrictions in financing agreements, business conditions and other factors.

Unregistered Sales of Equity Securities. None.

Issuer Purchases of Equity Securities: The following table summarizes purchases of the Company's common stock made by or on behalf of the Company for the quarter ended March 31, 2012 pursuant to a publicly announced plan.

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Program	Maximum Number of Shares that may yet be Purchased Under the Program
January 1 to January 31, 2012	37,794	\$ 50.83	37,794	1,122,450
February 1 to February 29, 2012	39,341	48.71	39,341	1,083,109
March 1 to March 31, 2012	36,210	42.50	36,210	1,046,899
Total	113,345	\$ 48.96	113,345	1,046,899

In 1996, the Company's Board of Directors authorized a stock repurchase program initially for up to 100,000 shares of the Company's common stock. The Company's Board of Directors has periodically increased the number of shares authorized for repurchase under the program. In February 2012, the board authorized an increase in the number of shares to be repurchased over the life of the program to 16,000,000. As of March 31, 2012, the Company has repurchased 14,953,101 shares its common stock. There is no expiration date for the plan.

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The graph depicted below shows a comparison of cumulative total stockholder returns for the Company, the Nasdaq and the Nasdaq Health Services Index over a five year period beginning on March 31, 2007. The data depicted on the graph are as set forth in the chart below the graph. The graph assumes that \$100 was invested in the Company's Common Stock on March 31, 2007, and in each index, and that all dividends were reinvested. No cash dividends have been paid or declared on the Common Stock. Stockholder returns over the indicated period should not be considered indicative of future stockholder returns.

CORVEL STOCK PERFORMANCE GRAPH

	2007	2008	2009	2010	2011	2012
CorVel Corporation	100.00	101.12	66.84	118.18	175.80	131.87
U.S. Nasdaq	100.00	93.28	64.18	100.68	118.56	135.42
U.S. Nasdaq Healthcare Services	100.00	104.34	77.24	137.42	155.06	160.49

Notwithstanding anything to the contrary set forth in any of our previous filings made under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, that might incorporate future filings made by us under those statutes, neither the preceding Stock Performance Graph, nor the information relating to it, is soliciting material or is filed or is to be incorporated by reference into any such prior filings, nor shall such graph or information be incorporated by reference into any future filings made by us under those statutes.

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Item 6. *Selected Financial Data.*

The selected consolidated financial data of the Company appears in a separate section of this Annual Report on Form 10-K in front of the Management Discussion and Analysis and is incorporated herein by this reference.

Item 7. *Management's Discussion and Analysis of Financial Condition and Results of Operations.*

Management's Discussion and Analysis of Financial Condition and Results of Operations appears in a separate section of this Annual Report on Form 10-K and is incorporated herein by this reference.

Item 7A. *Quantitative and Qualitative Disclosures About Market Risk.*

As of March 31, 2012, the Company held no market risk sensitive instruments for trading purposes and the Company did not employ any derivative financial instruments, other financial instruments, or derivative commodity instruments to hedge any market risk. The Company had no debt outstanding as of March 31, 2012, and therefore, had no market risk related to debt.

Item 8. *Financial Statements and Supplementary Data.*

The Company's consolidated financial statements, as listed under Item 15, appear in a separate section of this Annual Report on Form 10-K and are incorporated herein by this reference. The financial statement schedule is included below under Item 15(a) (2).

Item 9. *Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.*

None.

Item 9A. *Controls and Procedures.*

Evaluation of Disclosure Controls and Procedures

Our management, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act). Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of March 31, 2012, our disclosure controls and procedures were effective in ensuring that information required to be disclosed by us in the reports filed or submitted by us under the Exchange Act is (i) recorded, processed, summarized and reported, within the time periods specified in the Commission's rules and forms and (ii) accumulated and communicated to our management, including our principal executive and principal accounting officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining a system of internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of our financial reporting and preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles. Internal control over financial reporting includes maintaining records that in reasonable detail accurately and fairly reflect our transactions; providing reasonable assurance that transactions are recorded as necessary for preparation of our financial statements in accordance with U. S. generally accepted accounting principles; providing reasonable assurance that our receipts and expenditures are made in accordance with authorizations of our management and directors; and providing reasonable assurance that unauthorized acquisition, use or disposition of our assets that could have a material effect on our financial statements would be prevented or detected on a timely basis. Because of its inherent limitations, internal control over financial reporting is not intended to provide absolute assurance that a misstatement of our financial statements would be prevented or detected.

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Management conducted an assessment of the effectiveness of our internal control over financial reporting based on the framework set forth in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, our management concluded that our internal control over financial reporting was effective as of March 31, 2012 to provide reasonable assurance regarding the reliability of financial reporting and preparation of financial statements for external reporting purposes in accordance with U.S. generally accepted accounting principles.

Our independent registered public accounting firm, Haskell & White LLP, has issued an audit report on the effectiveness of our internal control over financial reporting as of March 31, 2012 as stated in their report that is included in Part II, Item 8 herein.

Changes to Internal Control over Financial Reporting

During the quarter ended March 31, 2012, there were no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information.

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance.

The information in the sections titled Proposal One: Election of Directors, Corporate Governance, Board Composition and Board Committees, Executive Officers of CorVel, and Section 16(a) Beneficial Ownership Reporting Compliance appearing in the Company's Definitive Proxy Statement for the 2012 Annual Meeting of Stockholders is incorporated herein by reference.

The Board of Directors has adopted a code of ethics and business conduct that applies to all of the Company's employees, officers and directors. The full text of the Company's code of ethics and business conduct is posted on the Company's web site at www.corvel.com under the Investor Relations section. The Company intends to disclose future amendments to certain provisions of the Company's code of ethics and business conduct, or waivers of such provisions, applicable to the Company's directors and executive officers, at the same location on the Company's web site identified above. The inclusion of the Company's web site address in this report does not include or incorporate by reference the information on the Company's web site into this report.

Item 11. Executive Compensation.

The information in the sections titled Executive Compensation, Compensation Discussion and Analysis, Compensation Committee Interlocks and Insider Participation, Compensation Committee Report, and Compensation of Directors, appearing in the Company's Definitive Proxy Statement for the 2012 Annual Meeting of Stockholders is incorporated herein by reference.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

The information in the sections titled Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matter and Equity Compensation Plan Information appearing in the Company's Definitive Proxy Statement for the 2012 Annual Meeting of Stockholders is incorporated herein by reference.

Item 13. Certain Relationships and Related Party Transactions, and Director Independence.

The information in the sections titled Certain Relationships and Related Person Transactions, Proposal One: Election of Directors, and Corporate Governance, Board Composition and Board Committees appearing in the Company's Definitive Proxy Statement for the 2012 Annual Meeting of Stockholders is incorporated herein by reference.

Table of Contents**Item 14. Principal Accounting Fees and Services.**

The information under the captions Principal Accountant Fees and Services, Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Auditors and Ratification of Appointment of Independent Auditors appearing in the Company's Definitive Proxy Statement for the 2012 Annual Meeting of Stockholders is incorporated herein by reference.

PART IV**Item 15. Exhibits, Financial Statement Schedules.****(a)(1) Financial Statements:**

The Company's financial statements appear in a separate section of this Annual Report on Form 10-K beginning on the pages referenced below:

	Page
<u>Report of Independent Registered Public Accounting Firm</u>	47
<u>Consolidated Statements of Income for the Fiscal Years Ended March 31, 2010, 2011, and 2012</u>	49
<u>Consolidated Balance Sheets as of March 31, 2011 and 2012</u>	50
<u>Consolidated Statements of Stockholders' Equity for the Fiscal Years Ended March 31, 2010, 2011, and 2012</u>	51
<u>Consolidated Statements of Cash Flows for the Fiscal Years Ended March 31, 2010, 2011, and 2012</u>	52
<u>Notes to Consolidated Financial Statements</u>	53

(2) Financial Statement Schedule:

The Company's consolidated financial statements, as listed under Item 15(a) (1), appear in a separate section of this Annual Report on Form 10-K. The Company's financial statement schedule is as follows:

Schedule Valuation and Qualifying Accounts

Schedule II Valuation and Qualifying Accounts

	Balance at Beginning of Year	Additions Charged to Cost and Expenses	Deductions	Balance at End of Year
Allowance for doubtful accounts:				
Fiscal Year Ended March 31, 2012:	\$ 2,588,000	\$ 2,146,000	\$ (2,339,000)	\$ 2,395,000
Fiscal Year Ended March 31, 2011:	2,754,000	2,434,000	(2,600,000)	2,588,000
Fiscal Year Ended March 31, 2010:	2,371,000	2,868,000	(2,485,000)	2,754,000

(3) Exhibits:**EXHIBITS****Exhibit**

No.	Title	Method of Filing
3.1		

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	Amended and Restated Certificate of Incorporation of the Company	Incorporated herein by reference to Exhibit 3.1 to the Current Report on Form 8-K filed on August 10, 2011.
3.2	Amended and Restated Bylaws of the Company	Incorporated herein by reference to Exhibit 3.2 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2006 filed on August 14, 2006.
3.3	Certificate of Designation Increasing the Number of Shares of Series A Junior Participating Preferred Stock	Incorporated herein by reference to Exhibit 3.1 to the Company's Form 8-K filed on November 24, 2008.

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Exhibit

No.	Title	Method of Filing
4.1	Second Amended and Restated Preferred Shares Rights Agreement, dated as of November 17, 2008, by and between CorVel Corporation and Computershare Trust Company, N.A., including the original Certificate of Designation, the Certificate of Designation Increasing the Number of Shares, the form of Right Certificate (as amended) and the Summary of Rights (as amended) attached thereto as Exhibits A-1, A-2, A-3, B and C, respectively	Incorporated herein by reference to Exhibit 4.1 to the Company's Form 8-K filed on November 24, 2008.
10.1*	Nonqualified Stock Option Agreement between V. Gordon Clemons, the Company and North Star together with all amendments and addendums thereto	Incorporated herein by reference to Exhibit 10.6 to the Company's Registration Statement on Form S-1 Registration No. 33-40629 initially filed on May 16, 1991.
10.2*	Supplementary Agreement between V. Gordon Clemons, the Company and North Star	Incorporated herein by reference to Exhibit 10.7 to the Company's Registration Statement on Form S-1 Registration No. 33-40629 initially filed on May 16, 1991.
10.3*	Amendment to Supplementary Agreement between Mr. Clemons, the Company and North Star	Incorporated herein by reference to Exhibit 10.5 to the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 1992 filed on June 29, 1992.
10.4*	Restated Omnibus Incentive Plan (Formerly The Restated 1988 Executive Stock Option Plan)	Incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on August 10, 2011.
10.5*	Forms of Notice of Grant of Stock Option, Stock Option Agreement and Notice of Exercise Under the Restated Omnibus Incentive Plan (Formerly The Restated 1988 Executive Stock Option)	Incorporated herein by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2006 filed on November 9, 2006, Exhibits 10.7, 10.8 and 10.9 to the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 1994 filed on June 29, 1994, Exhibits 99.2, 99.3, 99.4, 99.5, 99.6, 99.7 and 99.8 to the Company's Registration Statement on Form S-8 (File No. 333-94440) filed on July 10, 1995, and Exhibits 99.3 and 99.5 to the Company's Registration Statement on Form S-8 (File No. 333-58455) filed on July 2, 1998.
10.6*	Employment Agreement of V. Gordon Clemons	Incorporated herein by reference to Exhibit 10.12 to the Company's Registration Statement on Form S-1 Registration No. 33-40629 initially filed on May 16, 1991.
10.7*	Restated 1991 Employee Stock Purchase Plan, as amended	Incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K/A filed on August 12, 2010.
10.8	Fidelity Master Plan for Savings and Investment, and amendments	Incorporated herein by reference to Exhibits 10.16 and 10.16A to the Company's Registration Statement on Form S-1 Registration No. 33-40629 initially filed on May 16, 1991.

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No.	Title	Method of Filing
10.9	Second Amended and Restated Preferred Shares Rights Agreement, dated as of November 17, 2008, by and between CorVel Corporation and Computershare Trust Company, N.A., including the original Certificate of Designation, the Certificate of Designation Increasing the Number of Shares, the form of Rights Certificate (as amended) and the Summary of Rights (as amended) attached thereto as Exhibits A-1, A-2, A-3, B and C, respectively	Incorporated herein by reference to Exhibit 4.1 to the Company's Form 8-K filed on November 24, 2008.
10.10*	Employment Agreement effective May 26, 2006 by and between CorVel Corporation and Dan Starck	Incorporated herein by reference to Exhibit 10.1 in the Company's Form 8-K filed on May 30, 2006.
10.11*	Stock Option Agreement and Acceleration Addendum dated May 26, 2006 by and between CorVel Corporation and Dan Starck, providing for time vesting	Incorporated herein by reference to Exhibit 10.2 in the Company's Form 8-K filed on May 30, 2006.
10.12 *	Stock Option Agreement and Acceleration Addendum dated May 26, 2006 by and between CorVel Corporation and Dan Starck, providing for performance vesting.	Incorporated herein by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed on May 30, 2006.
10.13 *	Stock Option Agreement dated May 26, 2006 by and between CorVel Corporation and Scott McCloud, providing for performance vesting.	Incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on June 2, 2006.
10.14*	Stock Option Agreement dated May 26, 2006 by and between CorVel Corporation and Don McFarlane, providing for performance vesting.	Incorporated herein by reference to Exhibit 10.15 to the Company's Annual Report on Form 10-K/A filed on July 6, 2007.
10.15	Credit Agreement dated May 28, 2009 by and between CorVel Corporation and Wells Fargo Bank, National Association.	Incorporated herein by reference to Exhibit 10.16 to the Company's Current Report on Form 8-K filed on June 4, 2009.
10.16	Revolving Line of Credit Note dated May 28, 2009 by CorVel Corporation in favor of Wells Fargo Bank, National Association.	Incorporated herein by reference to Exhibit 10.17 to the Company's Current Report on Form 8-K filed on June 4, 2009.
10.17	Form of Partial Waiver of Automatic Option Grant executed by Directors	Incorporated herein by reference to Exhibit 10.18 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2007 filed on November 8, 2007.
10.18*	Stock Option Agreement and Acceleration Addendum dated February 4, 2008 by and between CorVel Corporation and Dan Starck, providing for performance vesting.	Incorporated herein by reference to Exhibit 10.19 to the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2008 filed on June 16, 2008.
10.19*	Stock Option Agreement dated February 4, 2008 by and between CorVel Corporation and Scott McCloud, providing for performance vesting.	Incorporated herein by reference to Exhibit 10.20 to the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2008 filed on June 16, 2008.
10.20*	Stock Option Agreement dated February 4, 2008 by and between CorVel Corporation and Don McFarlane, providing for performance vesting.	Incorporated herein by reference to Exhibit 10.21 to the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2008 filed on June 16, 2008.
10.21	Partial Waiver of Automatic Option Grant by Jean Macino dated February 8, 2008	Incorporated herein by reference to Exhibit 10.22 to the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2008 filed on June 16, 2008.

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Exhibit			
No.	Title		Method of Filing
10.22*	Stock Option Agreement dated February 24, 2009 by and between CorVel Corporation and Daniel J. Starck, providing for performance vesting		Refiled herewith.
10.23*	Stock Option Agreement dated February 24, 2009 by and between CorVel Corporation and Scott R. McCloud, providing for performance vesting		Refiled herewith.
10.24*	Stock Option Agreement dated February 24, 2009 by and between CorVel Corporation and Donald C. McFarlane, providing for performance vesting		Refiled herewith.
10.25*	Stock Option Agreement dated February 5, 2009 by and between CorVel Corporation and Diane J. Blaha, providing for performance vesting		Incorporated herein by reference to Exhibit 10.25 to the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2009 filed on June 12, 2009.
10.26*	Stock Option Agreement dated February 24, 2009 by and between CorVel Corporation and Diane J. Blaha, providing for performance vesting		Refiled herewith.
10.27	Summary of Terms of Oral Agreement to Repurchase Shares of Common Stock held by V. Gordon Clemons.		Incorporated herein by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended December 31, 2009 filed on February 5, 2010.
10.28*	Stock Option Agreement granted November 2, 2009 by and between CorVel Corporation and Daniel J. Starck, providing for performance vesting.		Refiled herewith.
10.29*	Stock Option Agreement granted November 2, 2009 by and between CorVel Corporation and Scott R. McCloud, providing for performance vesting.		Refiled herewith.
10.30*	Stock Option Agreement granted November 2, 2009 by and between CorVel Corporation and Donald C. McFarlane, providing for performance vesting		Refiled herewith.
10.31*	Stock Option Agreement granted November 2, 2009 by and between CorVel Corporation and Diane J. Blaha, providing for performance vesting.		Refiled herewith.
10.32	First Amendment to Credit Agreement dated June 2, 2010 by and between CorVel Corporation and Wells Fargo Bank, National Association.		Incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on June 7, 2010.
10.33	Revolving Line of Credit Note dated June 2, 2010 by CorVel Corporation in favor of Wells Fargo Bank, National Association.		Incorporated herein by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on June 7, 2010.
10.34	Settlement Agreement and General Release between Corvel Corporation and Kathleen Roche, D.C., individually and on behalf of others similarly situated, dated October 29, 2010.		Incorporated herein by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2010 filed on November 8, 2010.

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Exhibit	No.	Title	Method of Filing
	10.35	Summary of Terms of Oral Agreement to Repurchase Shares of Common Stock held by Corstar Holdings, Inc.	Incorporated herein by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2010 filed on November 8, 2010.
	10.36*	Stock Option Agreement dated December 6, 2010 by and between CorVel Corporation and Daniel J. Starck, providing performance vesting.	Refiled herewith.
	10.37*	Stock Option Agreement dated December 6, 2010 by and between CorVel Corporation and Scott R. McCloud, providing performance vesting.	Refiled herewith.
	10.38*	Stock Option Agreement dated December 6, 2010 by and between CorVel Corporation and Donald C. McFarlane, providing performance vesting.	Refiled herewith.
	10.39*	Stock Option Agreement dated December 6, 2010 by and between CorVel Corporation and Diane Blaha, providing performance vesting.	Refiled herewith.
	10.40	Settlement Agreement dated June 23, 2011 by and among CorVel Corporation and counsel for class representatives, George Raymond Williams, M.D., Orthopaedic Surgery, A Profession Medical, L.L.C. and Southwest Louisiana Hospital Association d/b/a Lake Charles Memorial Hospital, and all other class members.	Incorporated herein by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2011 filed on August 5, 2011.
	10.41	Second Amendment to Credit Agreement dated September 1, 2011 by and between CorVel Corporation and Wells Fargo Bank, National Association.	Incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on August 31, 2011.
	10.42	Revolving Line of Credit Note dated September 1, 2011 by CorVel Corporation in favor of Wells Fargo Bank, National Association.	Incorporated herein by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on August 31, 2011.
	10.43*	Stock option agreement dated November 3, 2011, by and between CorVel Corporation and Daniel J. Starck, providing performance vesting.	Incorporated herein by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2011 filed on February 6, 2012.
	10.44*	Stock option agreement dated November 3, 2011, by and between CorVel Corporation and Scott R. McCloud, providing performance vesting.	Incorporated herein by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2011 filed on February 6, 2012.
	10.45*	Stock option agreement dated November 3, 2011, by and between CorVel Corporation and Donald C. McFarlane, providing performance vesting.	Incorporated herein by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2011 filed on February 6, 2012.

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Exhibit	No.	Title	Method of Filing
	10.46*	Stock option agreement dated November 3, 2011, by and between CorVel Corporation and Diane Blaha, providing performance vesting.	Incorporated herein by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2011 filed on February 6, 2012.
	10.47*	Stock option agreement dated November 3, 2011, by and between CorVel Corporation and V. Gordon Clemons, Jr., providing performance vesting.	Incorporated herein by reference to Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2011 filed on February 6, 2012
	10.48	Stock option agreement dated February 24, 2009, by and between CorVel Corporation and V. Gordon Clemons, Jr., providing performance vesting.	Filed herewith.
	10.49	Stock option agreement dated November 2, 2009, by and between CorVel Corporation and V. Gordon Clemons, Jr., providing performance vesting.	Filed herewith.
	10.50	Stock option agreement dated December 6, 2010, by and between CorVel Corporation and V. Gordon Clemons, Jr., providing performance vesting	Filed herewith.
	21.1	Subsidiaries of the Company	Filed herewith.
	23.1	Consent of Independent Registered Public Accounting Firm, Haskell & White LLP	Filed herewith.
	31.1	Certification of the Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	Filed herewith.
	31.2	Certification of the Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	Filed herewith.
	32.1	Certification of the Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	Furnished herewith.
	32.2	Certification of the Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	Furnished herewith.
	101.0	The following materials from CorVel Corporation's Annual Report on Form 10-K for the fiscal year ended March 31, 2012, formatted in XBRL (eXtensible Business Reporting Language): (i) Consolidated Balance Sheets as of March 31, 2012 and March 31, 2011; (ii) Consolidated Statements of Income for the fiscal years ended March 31, 2012, 2011 and 2010; (iii) Consolidated Statements of Stockholders' Equity for the fiscal years ended March 31, 2012, 2011 and 2010; (iv) Consolidated Statements of Cash Flows for the fiscal years ended March 31, 2012, 2011 and 2010; and (v) Notes to Consolidated Financial Statements(**)	

* Denotes management contract or compensatory plan or arrangement.

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** Pursuant to Rule 406T of Regulation S-T, the Interactive Data Files on Exhibit 101.0 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

Confidential treatment has been requested for certain confidential portions of this exhibit pursuant to Rule 24b-2 under the Securities Exchange Act of 1934. In accordance with Rule 24b-2, these confidential portions have been omitted from this exhibit and filed separately with the Securities and Exchange Commission.

(b) Exhibits

The exhibits filed as part of this report are listed under Item 15(a)-(3) of this Annual Report on Form 10-K.

(c) Financial Statement Schedule

The Financial Statement Schedules required by Regulation S-X and Item 8 of Form 10-K are listed under Item 15(a)(2) of this Annual Report on Form 10-K.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15 (d) 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.

CORVEL CORPORATION

By: /s/ V. GORDON CLEMONS
 V. Gordon Clemons
*President, Chief Executive Officer, and
 Chief Operating Officer*

Date: June 8, 2012

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities indicated on June 8, 2012.

Signature	Title
/s/ V. GORDON CLEMONS V. Gordon Clemons	Chairman of the Board, Chief Executive Officer, and President (Principal Executive Officer)
/s/ SCOTT R. McCloud Scott R. McCloud	Chief Financial Officer (Principal Financial and Accounting Officer)
/s/ ALAN HOOPS Alan Hoops	Director
/s/ <u>STEVEN J. HAMERSLAG</u> Steven J. Hamerslag	Director
/s/ <u>JUDD JESSUP</u> Judd Jessup	Director
/s/ <u>JEAN MACINO</u> Jean Macino	Director
/s/ <u>JEFFREY J. MICHAEL</u> Jeffrey J. Michael	Director

Table of Contents**SELECTED CONSOLIDATED FINANCIAL DATA**

The following selected financial data for each of the five fiscal years ended March 31, 2012, have been derived from the Company's audited consolidated financial statements. The following data should be read in conjunction with the Company's Consolidated Financial Statements, the related notes thereto, and Management's Discussion and Analysis of Financial Condition and Results of Operations. The following amounts are in thousands, except per share data.

	Fiscal Year Ended March 31,				
	2008	2009	2010	2011	2012
Statement of Income Data:					
Revenues	\$ 301,894	\$ 310,076	\$ 337,968	\$ 380,668	\$ 412,668
Cost of revenues	223,829	236,334	252,429	284,098	318,826
Gross profit	78,065	73,742	85,539	96,570	93,842
General and administrative	39,720	42,133	42,056	59,167	50,405
Income before income taxes	38,345	31,609	43,483	37,403	43,437
Income tax provision	14,961	12,332	17,387	12,740	16,885
Net income	\$ 23,384	\$ 19,277	\$ 26,096	\$ 24,663	\$ 26,552
Net income per share:					
Basic	\$ 1.69	\$ 1.43	\$ 2.09	\$ 2.09	\$ 2.31
Diluted	\$ 1.67	\$ 1.42	\$ 2.06	\$ 2.05	\$ 2.28
Shares used in computing net income per share:					
Basic	13,856	13,458	12,499	11,801	11,476
Diluted	14,036	13,620	12,672	12,029	11,627
Return on beginning of year equity	29.5%	20.0%	27.1%	25.8%	26.6%
Return on beginning of year assets	20.6%	13.7%	19.0%	17.6%	16.2%
Balance Sheet Data as of March 31,					
Cash and cash equivalents	\$ 17,911	\$ 13,217	\$ 10,242	\$ 12,269	\$ 6,597
Accounts receivable, net	39,164	41,249	43,930	48,964	49,334
Working capital	29,445	28,096	27,196	27,389	36,485
Total assets	140,575	137,552	140,368	164,225	171,882
Retained earnings	178,458	197,735	223,831	248,494	275,046
Treasury stock	(162,302)	(185,762)	(218,323)	(248,931)	(270,574)
Total stockholders' equity	96,378	96,297	95,728	99,639	110,382

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**MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

This Management's Discussion and Analysis of Financial Condition and Results of Operations may include certain forward-looking statements, within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, including (without limitation) statements with respect to anticipated future operating and financial performance, growth and acquisition opportunities and other similar forecasts and statements of expectation. Words such as expects, anticipates, intends, plans, believes, seeks, estimates, continue, may, will, and should and variations of these words and similar expressions, are intended to identify these forward-looking statements. Forward-looking statements made by the Company and its management are based on estimates, projections, beliefs and assumptions of management at the time of such statements and are not guarantees of future performance.

The Company disclaims any obligations to update or revise any forward-looking statement based on the occurrence of future events, the receipt of new information or otherwise. Actual future performance, outcomes and results may differ materially from those expressed in forward-looking statements made by the Company and its management as a result of a number of risks, uncertainties and assumptions. Representative examples of these factors include (without limitation) general industry and economic conditions; possible litigation and legal liability in the course of operations; cost of capital and capital requirements; competition from other managed care companies; the ability to expand certain areas of the Company's business; shifts in customer demands; the ability of the Company to produce market-competitive software; changes in operating expenses including employee wages, benefits and medical inflation; governmental and public policy changes, including but not limited to legislative and administrative law and rule implementation or change; dependence on key personnel; the continued availability of financing in the amounts and at the terms necessary to support the Company's future business; and the other risks identified under the heading "Risk Factors" appearing elsewhere in the report.

Overview

CorVel Corporation is an independent nationwide provider of medical cost containment and managed care services designed to address the escalating medical costs of workers' compensation and auto claims. The Company's services are provided to insurance companies, third-party administrators (TPAs), and self-administered employers to assist them in managing the medical costs and monitoring the quality of care associated with healthcare claims.

Network Solutions Services

The Company's network solutions services are designed to reduce the price paid by its customers for medical services rendered in workers' compensation cases, auto policies and, to a lesser extent, group health policies. The network solutions offered by the Company include automated medical fee auditing, preferred provider services, retrospective utilization review, independent medical examinations, and inpatient bill review. Network solutions services also includes revenue from the Company's directed care network (CareIQ), including imaging and physical therapy.

Patient Management Services

In addition to its network solutions services, the Company offers a range of patient management services, which involve working on a one-on-one basis with injured employees and their various healthcare professionals, employers and insurance company adjusters. The services are designed to monitor the medical necessity and appropriateness of healthcare services provided to workers' compensation and other healthcare claimants and to expedite return to work. The Company offers these services on a stand-alone basis, or as an integrated component of its medical cost containment services. Patient management services include the processing of claims for self-insured payors to property and casualty insurance.

Organizational Structure

The Company's management is structured geographically with regional vice-presidents who report to the Executive Vice-President of the Company who reports to the President of the Company. Each of these regional

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vice-presidents is responsible for all services provided by the Company in his or her particular region and responsible for the operating results of the Company in multiple states. These regional vice presidents have area and district managers who are also responsible for all services provided by the Company in their given area and district.

Business Enterprise Segments

The Company operates in one reportable operating segment, managed care. The Company's services are delivered to its customers through its local offices in each region and financial information for the Company's operations follows this service delivery model. All regions provide the Company's patient management and network solutions services. ASC 280-10 establishes standards for the way that public business enterprises report information about operating segments in annual and interim consolidated financial statements. The Company's internal financial reporting is segmented geographically, as discussed above, and managed on a geographic rather than service line basis, with virtually all of the Company's operating revenue generated within the United States.

Under Accounting Standard Codification (ASC) 280-10, two or more operating segments may be aggregated into a single operating segment for financial reporting purposes if aggregation is consistent with the objective and basic principles of ASC 280-10, if the segments have similar economic characteristics, and if the segments are similar in each of the following areas: 1) the nature of products and services; 2) the nature of the production processes; 3) the type or class of customer for their products and services; and 4) the methods used to distribute their products or provide their services. The Company believes each of its regions meet these criteria as each provides similar services and products to similar customers using similar methods of productions and similar methods to distribute the services and products.

Because we believe we meet each of the criteria set forth above and each of our regions have similar economic characteristics, we aggregate our results of operations in one reportable operating segment, managed care.

Seasonality

While we are not directly impacted by seasonal shifts, we are affected by the change in working days in a given quarter. There are generally fewer working days for our employees to generate revenue in the third fiscal quarter as we experience vacations, inclement weather and holidays.

Summary of Fiscal 2012 Annual Results

The Company had revenues of \$413 million for fiscal year ended March 31, 2012, an increase of \$32 million, or 8%, compared to \$381 million for fiscal year ended March 31, 2011. This increase was primarily due to an increase in revenues from claims administration customers of our patient management services, due to an increase in such customers and an increase in the services sold to existing claims administration customers. Additionally, to a lesser extent, the Company had an increase in network solutions revenues from an increase pharmacy services.

During fiscal 2012, the Company's gross profit margin dropped to 22.7% from 25.4% in fiscal 2011. The decrease was primarily attributable to the loss of business with higher margins replaced by business with lower margins. The Company had record revenues in fiscal 2012; however, gross profit decreased 2.7% from fiscal 2011 to fiscal 2012.

During fiscal 2012, the Company continued to improve its accounts receivable collections processes and reduced its days sales outstanding from less than 45 days at March 31, 2011 to less than 43 days at March 31, 2012. The days sales outstanding at March 31, 2012 is the lowest for a fiscal year end in the history of the Company.

During fiscal 2012, the Company also continued to repurchase shares of its common stock under a plan originally approved by the Company's Board of Directors in 1996. In February 2012, the Company's Board of Directors increased the number of shares authorized to be repurchased over the life of the plan to

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16,000,000 shares. During fiscal 2012, the Company spent \$21.6 million to repurchase 461,938 shares of its common stock. Since commencing this program in the fall of 1996, the Company has repurchased 14,953,101 shares of its common stock through March 31, 2012, at a cost of \$271 million. These repurchases were funded primarily from the Company's operating cash flows.

Results of Operations

The Company derives its revenues from providing patient management and network solutions services to payors of workers' compensation benefits, auto insurance claims and health insurance benefits. Patient management services include utilization review, medical case management, vocational rehabilitation, and claims processing. Network solutions revenues include fee schedule auditing, hospital bill auditing, independent medical examinations, diagnostic imaging review services and preferred provider referral services. The percentages of total revenues attributable to patient management and network solutions services for the fiscal years ended March 31, 2010, 2011, and 2012 are listed below.

	2010	2011	2012
Patient management services	44.7%	47.0%	49.3%
Network solutions services	55.3%	53.0%	50.7%
	100.0%	100.0%	100.0%

As noted in the table above, from fiscal 2011 to fiscal 2012 the mix of the Company's revenues moved 2.3 percentage points from network solutions to patient management. This mix shift is primarily due to the Company's increased focus in the sale of TPA services which are included with patient management services. The Company expects to have more growth in the sale of TPA services than its other services.

The following table shows the income statements for the past three fiscal years and the dollar changes as well as the percentage changes for each fiscal year in thousands, except for per share information.

	Fiscal 2010	Fiscal 2011	Fiscal 2012	Amount Change from Fiscal 2010 to 2011	Amount Change from Fiscal 2011 to 2012	Percent Change from Fiscal 2010 to 2011	Percent Change from Fiscal 2011 to 2012
Revenues	\$ 337,968	\$ 380,668	\$ 412,668	\$ 42,700	\$ 32,000	12.6%	8.4%
Cost of revenues	252,429	284,098	318,826	31,669	34,728	12.5	12.2
Gross profit	85,539	96,570	93,842	11,031	(2,728)	12.9	(2.8)
General and administrative	42,056	59,167	50,405	17,111	(8,762)	40.7	(14.8)
Income before income taxes	43,483	37,403	43,437	(6,080)	6,034	(14.0)	16.1
Income tax provision	17,387	12,740	16,885	(4,647)	4,145	(26.7)	32.5
Net income	\$ 26,096	\$ 24,663	\$ 26,552	(\$ 1,433)	\$ 1,889	(5.5%)	7.7%
Net income per share:							
Basic	\$ 2.09	\$ 2.09	\$ 2.31	\$ 0.22	\$ 0.22	0.0%	10.5%
Diluted	\$ 2.06	\$ 2.05	\$ 2.28	\$ (0.01)	\$ 0.23	(0.5%)	11.2%
Shares used in net income per share:							
Basic	12,499	11,801	11,476	(698)	(325)	(5.6%)	(2.8%)
Diluted	12,672	12,029	11,627	(643)	(402)	(5.1%)	(3.3%)

As previously identified in the section titled "Risk Factors" in this report, the Company's ability to maintain or grow revenues is subject to several risks including, but not limited to, changes in government regulations, exposure to litigation and the ability to add or retain customers. Any of these, or a combination of all of them, could have a material and adverse effect on the Company's results of operations going forward.

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The following table sets forth, for the periods indicated, the percentage of revenues represented by certain items reflected in the Company's consolidated statements of income. The Company's past operating results are not necessarily indicative of future operating results. The percentages for the three fiscal years ended March 31, 2010, 2011 and 2012 are as follows:

	2010	2011	2012
Revenues	100.0%	100.0%	100.0%
Cost of revenues	74.7%	74.6%	77.3%
Gross profit	25.3%	25.4%	22.7%
General and administrative	12.4%	15.5%	12.2%
Income before income taxes	12.9%	9.9%	10.5%
Income tax provision	5.1%	3.3%	4.1%
Net Income	7.8%	6.6%	6.4%

Revenue

The Company derives its revenues from providing patient management and network solutions services to payors of workers' compensation benefits, auto insurance claims and health insurance benefits. Patient management services include claims administration, utilization review, medical case management and vocational rehabilitation. Network solutions revenues include fee schedule auditing, hospital bill auditing, independent medical examinations, diagnostic imaging review services, directed care services and preferred provider referral services.

Change in Revenue*Fiscal 2012 Compared to Fiscal 2011*

Revenues increased by 8%, to \$413 million in fiscal 2012, from \$381 million in fiscal 2011, an increase of \$32 million. The increase was primarily due to an increase in revenues from claims administration customers of our patient management services, due both to an increase in such customers and an increase in the services sold to existing claims administration customers. Additionally, to a lesser extent, the Company had an increase in network solutions revenues from an increase in pharmacy services. Patient management revenues increased by \$19 million, or 11%, from \$179 million to \$198 million. Network solutions services increased by \$13 million, or 6%, from \$202 million to \$215 million.

Fiscal 2011 Compared to Fiscal 2010

Revenues increased by 13% to \$381 million in fiscal 2011, from \$338 million in fiscal 2010, an increase of \$43 million. The increase was primarily due to an increase in revenues from claims administration customers for our services, due both to an increase in such customer and an increase in the services sold to the existing claims administration customers. Additionally, to a lesser extent, the Company had an increase in network solutions revenues from an increase in bill review volume and pharmacy services. Patient management revenues increased by \$28 million, or 18%, from \$151 million to \$179 million. Network solutions services increased by \$15 million, or 8%, from \$187 million to \$202 million.

Cost of Revenue

The Company's cost of revenues consist of direct expenses, costs directly attributable to the generation of revenue, and field indirect costs which are incurred in the field to support the operations in the field offices which generate the revenue. Direct costs are primarily case manager salaries, bill review analysts, related payroll taxes and fringe benefits, and costs for Independent Medical Examinations (IME), prescription drugs, and MRI providers. Most of the Company's revenues are generated in offices which provide both patient management services and network solutions services. The largest of the field indirect costs are manager salaries and bonus,

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account executive base pay and commissions, administrative and clerical support, field systems personnel, PPO network developers, related payroll taxes, fringe benefits, office rent, and telephone expense. During fiscal 2012, approximately 33% of the costs incurred in the field are field indirect costs which support both the patient management services and network solutions operations of the Company's field operations.

Change in Cost of Revenue

Fiscal 2012 Compared to Fiscal 2011

The Company's cost of revenues increased from \$284 million in fiscal 2011 to \$319 million in fiscal 2012, an increase of 12.2%, or \$35 million. The increase in cost of revenues is primarily due to the 8% increase in revenues noted above along with the loss of some higher margin business replaced by some lower margin business. During the past two fiscal years, the Company's gross margin decreased from 25% to 23%. These margins will not improve unless the Company is either able to sell additional higher margin services or develop operating efficiencies.

Fiscal 2011 Compared to Fiscal 2010

The Company's cost of revenues increased from \$252 million in fiscal 2010 to \$284 million in fiscal 2011, an increase of 12.5%, or \$32 million. The increase in cost of revenues was due to the costs associated with the increase in demand for the Company's TPA services, and to a lesser extent, the CareIQ services. These services operate at a lower margin than the Company's other services. The increase in cost of revenues is primarily due to the 13% increase in revenues noted above.

General and Administrative Expense

During fiscal years 2010, 2011 and 2012, approximately 61%, 54%, and 56% respectively, of general and administrative costs (exclusive of the \$9.0 million Louisiana legal settlement accrual in fiscal 2011, noted below) consisted of corporate systems costs, which include the corporate systems support, implementation and training, rules engine development, national information technology (IT) strategy and planning, depreciation of the hardware costs in the Company's corporate offices and backup data center, the Company's national wide area network, and other systems related costs. The Company includes all IT related costs managed by the corporate office in general and administrative whereas the field IT related costs are included in the cost of revenues. The remaining general and administrative costs consist of national marketing, national sales support, corporate legal, corporate insurance, human resources, accounting, product management, new business development, and other general corporate expenses.

Change in General and Administrative Expense

Fiscal 2012 Compared to Fiscal 2011

General and administrative expense decreased 14.8% from \$59 million in fiscal 2011 to \$50 million in fiscal 2012. In fiscal 2011, general and administrative expense included \$9 million for the costs to settle litigation in Louisiana, as noted below, which the Company did not have in fiscal 2012. Excluding the costs of this litigation, general and administrative expense was flat between fiscal 2011 and fiscal 2012. Systems related costs increased from \$25 million in fiscal 2011 to \$28 million in fiscal 2012. All other general and administrative expense decreased from \$25 million in fiscal 2011 to \$22 million in fiscal 2012.

The costs associated with the development and maintenance of software products and the implementation and incorporation of new technologies to remain competitive could have a material adverse effect on the Company's results of operations in the future. Likewise, the Company's exposure to litigation and increasing costs of insurance could have a material adverse effect on the Company's results of operations as well.

Fiscal 2011 Compared to Fiscal 2010

General and administrative expense increased 41% from \$42 million in fiscal 2010 to \$59 million in fiscal 2011. General and administrative expense increased as a percentage of revenue by 3.1% from 12.4% of revenue in fiscal 2010 to 15.5% of revenue in fiscal 2011 primarily due to the accrual of the \$9 million legal settlement of

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litigation in Louisiana as noted below. Exclusive of this accrual, general and administrative expense would have been 12.4% and 13.2% of revenue in both fiscal 2010 and fiscal 2011, respectively, as the increase in general and administrative expense were commensurate with the growth in revenue. Exclusive of the Louisiana settlement accrual, general and administrative expense increased from \$42 million in fiscal 2010 to \$50 million in fiscal 2011. Part of the increase was also due to the settlement of the Roche litigation noted below. The Company's systems expenses increased \$1 million, from \$24 million in fiscal 2010 to \$25 million in fiscal 2011. Given the importance the Company places on its proprietary software and IT infrastructure, these costs will always be a significant portion of the Company's general and administrative expense.

Income Tax Provision***Fiscal 2012 Compared to Fiscal 2011***

The Company's income tax expense for fiscal years 2011 and 2012 was \$13 million and \$17 million, respectively. The Company's income tax expense in fiscal 2012 increased primarily due to the increase in pre-tax income from \$37 million in fiscal 2011 to \$43 million in fiscal 2012. The effective income tax rates for fiscal years 2011 and 2012 were 35% and 39% respectively. The increase in the effective income tax rate was primarily due to the recognition of a net benefit of \$1,601,000 in fiscal 2011 due to the reduction in the FIN 48 liability originally recorded based upon review of the FIN 48 liability. The Company did not have any such adjustment in fiscal 2012. These rates differed from the statutory federal tax rate of 35% primarily due to state income taxes and certain non-deductible expenses

Fiscal 2011 Compared to Fiscal 2010

The Company's income tax expense for fiscal years 2010 and 2011, was \$17 million and \$13 million, respectively. The Company's income tax expense in fiscal 2011 decreased due to the decrease in pre-tax income from \$43 million in fiscal 2010 to \$37 million in fiscal 2011. The effective income tax rates for fiscal years 2010 and 2011 were 40% and 35%, respectively. The income tax provision rate in fiscal 2011 was lower due to the above noted FIN 48 adjustment in fiscal 2011. These rates differed from the statutory federal tax rate of 35% primarily due to state income taxes and certain non-deductible expenses.

Net Income***Fiscal 2012 Compared to Fiscal 2011***

The Company's net income for fiscal years 2011 and 2012 was \$25 million and \$27 million, respectively. The Company's net income in fiscal 2012 increased due to the \$9 million accrued in fiscal 2011 for the legal settlement of the Louisiana litigation and Roche litigation noted below offset by the increase in profits from the rest of the Company's operations. The Company did not have a similar legal accrual in fiscal 2012.

Fiscal 2011 Compared to Fiscal 2010

The Company's net income for fiscal years 2010 and 2011 was \$26 million and \$25 million, respectively. The Company's net income in fiscal 2011 decreased due to the accrual of \$9 million related to the settlement of litigation in Louisiana as noted below. Excluding this litigation, net income would have increased.

Earnings per Share***Fiscal 2012 Compared to Fiscal 2011***

The Company's diluted earnings per share for fiscal years 2011 and 2012 were \$2.05 and \$2.28, respectively. The Company's earnings per share in fiscal 2012 increased due to the accrued legal settlement of the Louisiana litigation in fiscal 2011 noted below, and due to a reduction in shares outstanding because of the shares repurchased in the Company's share repurchase program which reduced weighted shares.

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Fiscal 2011 Compared to Fiscal 2010

The Company's diluted earnings per share for fiscal years 2010 and 2011 were \$2.06 and \$2.05, respectively. The Company's earnings per share in fiscal 2011 decreased due to the decrease in net income as noted above, offset by the decrease in diluted shares from 12.7 million to 12.0 million due to repurchases under the Company's share repurchase program.

Liquidity and Capital Resources

Introduction

We manage our liquidity and financial position in the context of our overall business strategy. We continually forecast and manage our cash, investments, working capital balances and capital structure to meet the short- and long-term obligations of our businesses while seeking to maintain liquidity and financial flexibility. Cash flows generated from operating activities are principally from earnings before non-cash expenses. The risk of decreased operating cash flow from a decline in earnings is partially mitigated by the diversity of our services, geographies and customers; and our lack of any interest bearing debt for the past 20 years.

The Company has historically funded its operations and capital expenditures primarily from cash flow from operations, and to a lesser extent, stock option exercises. The Company's net accounts receivables have averaged below 45 days of average sales for the past two fiscal years and were at a fiscal year record low at 43 days at March 31, 2012. Property, net of accumulated depreciation, has historically averaged approximately 12% or less of annual revenue. The Company's historical profit margins and historical ratio of investments in assets used in the business has allowed the Company to generate sufficient cash flow to repurchase \$271 million of its common stock during the past fifteen fiscal years, without incurring debt, on inception-to-date net earnings of \$275 million. The Company repurchases shares during periods of excess liquidity which has occurred all 20 years the Company has been public. Should the Company have lower income or cash flows, it could reduce or eliminate the share repurchase program until earnings and cash flow improves. Working capital increased from \$27 million to \$36 million from March 31, 2011 to March 31, 2012.

The Company believes that cash from operations and funds from exercises of stock options granted to employees are adequate to fund existing obligations, repurchase shares of the Company's common stock under its current share repurchase program, introduce new services, and continue to develop healthcare related businesses for at least the next twelve months. The Company regularly evaluates cash requirements for current operations and commitments, and for capital acquisitions and other strategic transactions. The Company may elect to raise additional funds for these purposes, through debt or equity financings or otherwise, as appropriate. Additional equity or debt financing may not be available when needed, on terms favorable to us or at all.

As of March 31, 2012, the Company had \$7 million in cash and cash equivalents, invested primarily in short-term, interest-bearing highly liquid investment-grade securities with maturities of 90 days or less.

In September 2011, the Company renewed a credit agreement that was in place throughout fiscal 2012. The line is with a financial institution to provide a revolving credit facility with borrowing capacity of up to \$10 million. Borrowings under this agreement bear interest, at the Company's option, at a fixed LIBOR-based rate plus 1.50% or at a fluctuating rate determined by the financial institution to be 1.50% above the daily one-month LIBOR rate. The loan covenants require the Company to maintain the current assets to liabilities ratio of at least 1.25:1, debt to tangible net worth not greater than 1.25:1 and have positive net income. There were no outstanding revolving loans at any time during fiscal 2012, but letters of credit in the aggregate amount of \$8.0 million have been issued under a letter of credit sub-limit that does not reduce the amount of borrowings available under the revolving credit facility. The credit agreement expires in September 2012.

The Company believes that the cash balance at March 31, 2012 along with anticipated internally generated funds, and the credit facility would be sufficient to meet the Company's expected cash requirements for at least the next twelve months.

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Operating Cash Flows

Fiscal 2012 Compared to Fiscal 2011

Net cash provided by operating activities decreased from \$45 million in fiscal 2011 to \$36 million in fiscal 2012. The decrease in cash provided by operations was primarily due to a decrease in accrued liabilities by \$8 million primarily due to the payment of \$9 million towards the settlement of the Louisiana litigation note below. In fiscal 2011, this amount was accrued resulting in most of the increase in accrued liabilities.

Fiscal 2011 Compared to Fiscal 2010

Net cash provided by operating activities increased from \$38 million in fiscal 2010 to \$45 million in fiscal 2011. The increase in cash provided by operations was primarily due to an increase in accrued liabilities by \$7 million for fiscal 2010 to \$15 million for fiscal year 2011 primarily due to the accrual of the expected legal settlement of the Louisiana litigation noted below. Excluding the accrual of cost for this item, income in fiscal 2011 would have been greater than fiscal 2010.

Investing Activities

Fiscal 2012 Compared to Fiscal 2011

Net cash flow used in investing activities increased from \$20 million in fiscal 2011 to \$23 million in fiscal 2012. This increase in investing activity was primarily due to an increase in property additions from \$19 million in fiscal 2011 to \$23 million in fiscal 2012, primarily due to an increase in software development efforts. The Company expects future expenditures for property and equipment to increase if revenues increase.

Fiscal 2011 Compared to Fiscal 2010

Net cash flow used in investing activities increased from \$12 million in fiscal 2010 to \$20 million in fiscal 2011. This increase in investing activity was primarily due to an increase in capital additions from \$12 million in fiscal 2010 to \$19 million in fiscal 2011.

Financing Activities

Fiscal 2012 Compared to Fiscal 2011

Net cash flow used in financing activities decreased from \$23 million in fiscal 2011 to \$18 million in fiscal 2012. The decrease in cash flow used in financing activities was due to a decrease in the purchase of common stock under the Company's share repurchase program. During fiscal 2011, the Company spent \$31 million to repurchase 715,975 shares of its common stock (at an average price of \$42.75 per share). During fiscal 2012, the Company spent \$22 million to repurchase 461,938 shares of its common stock (at an average price of \$46.85 per share). The change noted above was partially offset by a decrease in cash received from option proceeds and related income tax benefits. In fiscal year 2011, the Company realized \$7 million in cash from the exercise of stock options and the related income tax benefits. In fiscal 2012, the Company realized \$3 million from the exercise of stock options and the related income tax benefits.

If the Company continues to generate cash flow from operating activities, the Company may continue to repurchase shares of its common stock on the open market, if authorized by the Company's Board of Directors, or seek to identify other businesses to acquire. In February 2012, the Board of Directors increased the number of shares authorized to be repurchased over the life of the stock repurchase program by an additional 1,000,000 shares to 16,000,000 shares. The Company has historically used cash provided by operating activities and from the exercise of stock options to repurchase stock. The Company expects that it may use some of the cash on the balance sheet at March 31, 2012 to repurchase additional shares of its common stock in the future.

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Net cash flow used in financing activities decreased from \$29 million in fiscal 2010 to \$23 million in fiscal 2011. The decrease in cash flow used in financing activities was due to a decrease in the purchase of common stock under the Company's stock repurchase program. During fiscal 2010, the Company spent \$33 million to repurchase 1,092,445 shares of its common stock (at an average price of \$29.80 per share). During fiscal 2011, the Company spent \$31 million to repurchase 715,975 shares of its common stock (at an average price of \$42.75 per share).

Contractual Obligations

The following table set forth our contractual obligations at March 31, 2012, which are primarily future minimum lease payments due under non-cancelable operating leases:

	Total	For the Fiscal Years Ended March 31:			More than 5 Years
		Less than one year	1 - 3 Years	3 - 5 Years	
Operating leases	\$ 44,401,000	\$ 12,606,000	\$ 18,432,000	\$ 10,925,000	\$ 2,438,000
Uncertain tax positions	983,000	983,000			
Software license	850,000	850,000			
Total	\$ 46,234,000	\$ 14,439,000	\$ 18,432,000	\$ 10,925,000	\$ 2,438,000

Litigation. On March 25, 2011, George Raymond Williams, MD. (Williams), as plaintiff, individually and on behalf of those similarly situated, filed a First Amended and Restated Petition for Damages and Class Certification in the 27th Judicial District Court, Parish of St. Landry, Louisiana, against CorVel Corporation (CorVel) and its insurance carriers, Homeland Insurance Company of New York and Executive Risk Specialty Insurance Company and several other unrelated parties. Williams alleges that CorVel violated Louisiana's Any Willing Provider Act (the AWP A), which requires a payor accessing a preferred provider contract to give 30 days' advance written notice or point of service notice in the form of a benefit card before the payor accesses the discounted rates in the contract to pay the provider for services rendered to an insured under that payor's health benefit plan.

On March 31, 2011, CorVel entered into a Memorandum of Understanding with attorneys representing the plaintiffs and the class setting forth the terms of settlement of this class action lawsuit. The Memorandum of Understanding provides that subject to the execution of a mutually acceptable settlement agreement and final non-appealable approval of such settlement by the Louisiana state court, CorVel will pay \$9 million to resolve claims for which CorVel recorded a \$9 million pre-tax charge to earnings during the March 2011 quarter. In addition, CorVel will assign to the class certain rights it has to the proceeds of CorVel's insurance policies relating to the claims asserted by the class. The class action arbitration filed with the American Arbitration Association against CorVel in December 2006 by Southwest Louisiana Hospital Association dba Lake Charles Memorial Hospital as previously disclosed by CorVel is encompassed within the settlement terms of the Memorandum of Understanding. Pursuant to the Memorandum of Understanding, the parties have also agreed to request that the appropriate courts stay all related proceedings in State and Federal Court, as well as the Louisiana Office of Workers Compensation and the arbitration proceeding before the American Arbitration Association in which the parties are named, until the settlement agreement is prepared, executed and receives final court approval. The settlement does not constitute an admission of liability.

On June 23, 2011 CorVel and class counsel executed a definitive settlement agreement. The settlement agreement contains the same terms and conditions as were set forth in the Memorandum of Understanding. Accordingly, CorVel made a \$9 million cash payment into escrow on July 6, 2011. As set forth in the settlement agreement, certain contingencies such as preliminary court approval, resolutions of objections filed by class members challenging the fairness of the settlement, class members excluded from the settlement not exceeding a materiality threshold, and final court approval, must be satisfied before the settlement can become final.

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On June 23, 2011, the 27th Judicial District Court for the Parish of St. Landry, Louisiana granted preliminary approval of settlement and set a deadline of October 16, 2011 for parties to opt out of or object to the proposed settlement. Notice of the settlement was given to Class Members. The Court gave final approval of the settlement on November 4, 2011. No appeal has been filed since that time, so the judgment became final on January 17, 2012. CorVel has begun to move for dismissal of all claims covered by the settlement in state and federal court.

In exchange for the settlement payment by CorVel, class members will release CorVel and all of its affiliates and clients for any claims relating in any way to re-pricing, payment for, or reimbursement of a workers' compensation bill, including but not limited to claims under the AWP. Plaintiffs have also agreed to a notice procedure that CorVel may follow in the future to comply with the AWP.

In February 2005, Kathleen Roche, D.C., as plaintiff, filed a putative class action in Circuit Court for the 20th Judicial District, St. Clair County, Illinois, against the Company. The case sought unspecified damages based on the Company's alleged failure to direct patients to medical providers who were members of the CorVel CorCare PPO network and also alleged that the Company used biased and arbitrary computer software to review medical providers' bills. The Company denies that its conduct was improper in any way and denied all liability. On October 29, 2010, the Company entered into a settlement agreement providing for the payment of \$2.1 million to class members and up to an additional \$700,000 for attorneys' fees and expenses, and as a result the Company accrued \$2.8 million of estimated liability for this settlement agreement during the quarter ended September 30, 2010. In exchange for the settlement payment by the Company, class members consisting of Illinois medical providers (excluding hospitals) have released the Company and all of its affiliates for claims relating to any PPO or usual and customary reductions recommended by the Company on class members' medical bills. On January 21, 2011, the Circuit Court gave final approval to the settlement and awarded class counsel \$700,000 in attorneys' fees and expenses. A modified final judgment approving the settlement and addressing certain class notice issues was approved on January 20, 2012; the modified judgment did not change the financial terms of the settlement or the release. Initial payments were sent to class members on July 18, 2011 and the remaining payments to class members should be completed by July 2012.

The Company is involved in other litigation arising in the normal course of business. Management believes that resolution of these matters will not result in any payment that, in the aggregate, would be material to the financial position or results of the operations of the Company.

Inflation. The Company experiences pricing pressures in the form of competitive prices. The Company is also impacted by rising costs for certain inflation-sensitive operating expenses such as labor and employee benefits, and facility leases. However, the Company generally does not believe these impacts are material to its revenues or net income.

Off-Balance Sheet Arrangements

The Company is not a party to off-balance sheet arrangements as defined by the Securities and Exchange Commission. However, from time to time the Company enters into certain types of contracts that contingently require the Company to indemnify parties against third-party claims. The contracts primarily relate to: (i) certain contracts to perform services, under which the Company may provide customary indemnification to the purchasers of such services; (ii) certain real estate leases, under which the Company may be required to indemnify property owners for environmental and other liabilities, and other claims arising from the Company's use of the applicable premises; and (iii) certain agreements with the Company's officers, directors and employees, under which the Company may be required to indemnify such persons for liabilities arising out of their relationship with the Company.

The terms of such obligations vary by contract and in most instances a specific or maximum dollar amount is not explicitly stated therein. Generally, amounts under these contracts cannot be reasonably estimated until a specific claim is asserted. Consequently, no liabilities have been recorded for these obligations on the Company's balance sheets for any of the periods presented.

Critical Accounting Policies

The SEC defines critical accounting policies as those that require application of management's most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain and may change in subsequent periods.

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The following is not intended to be a comprehensive list of our accounting policies. Our significant accounting policies are more fully described in Note A to the Consolidated Financial Statements. In many cases, the accounting treatment of a particular transaction is specifically dictated by accounting principles generally accepted in the United States of America, with no need for management's judgment in their application. There are also areas in which management's judgment in selecting an available alternative would not produce a materially different result.

We have identified the following accounting policies as critical to us: 1) revenue recognition, 2) cost of revenues, 3) allowance for uncollectible accounts, 4) goodwill and long-lived assets, 5) accrual for self-insured costs, 6) accounting for income taxes, and 7) share-based compensation.

Revenue Recognition: The Company recognizes revenue when there is persuasive evidence of an arrangement, the services have been provided to the customer, the sales price is fixed or determinable, and collectability is reasonably assured. For the Company's services, as the Company's professional staff performs work, they are contractually permitted to bill for fees earned in fraction of an hour increments worked or by units of production. The Company recognizes revenue as the time is worked or as units of production are completed, which is when the revenue is earned and realized. Labor costs are recognized as the costs are incurred. The Company derives the majority of its revenue from the sale of Network Solutions and Patient Management services. Network Solutions and Patient Management services may be sold individually or combined with any of the services the Company provides. When a sale combines multiple elements, the Company accounts for multiple element arrangements in accordance with the guidance included in Accounting Standard Codification (ASC) 605-25.

In accordance with ASC 605-25, the Company allocates revenue for transactions or collaborations that include multiple elements to each unit of accounting based on its relative fair value, and recognizes revenue for each unit of accounting when the revenue recognition criteria have been met. The price charged when the element is sold separately generally determines fair value. When our customers purchase several products from CorVel, the pricing of the products sold is generally the same as if the product were sold on an individual basis. As a result, the fair value of each product sold in a multiple element arrangement is almost always determinable. In the absence of fair value of a delivered element, the Company would allocate revenue first to the fair value of the undelivered elements and the residual revenue to the delivered elements. The Company recognizes revenue for delivered elements when the delivered elements have standalone value and the Company has objective and reliable evidence of fair value for each undelivered element. If the fair value of any undelivered element included in a multiple element arrangement cannot be objectively determined, revenue is deferred until all elements are delivered and services have been performed, or until fair value can objectively be determined for any remaining undelivered elements. Based upon the nature of our products, bundled products are generally delivered in the same accounting period.

Cost of revenues: Cost of services consists primarily of the compensation and fringe benefits of field personnel, including managers, medical bill analysts, field case managers, telephonic case managers, systems support, administrative support and account managers and account executives and related facility costs including rent, telephone and office supplies. Historically, the costs associated with these additional personnel and facilities have been the most significant factor driving increases in the Company's cost of services. Locally managed and incurred IT costs are charged to cost of revenues whereas the costs incurred and managed at the corporate offices are charged to general and administrative expense.

Allowance for Uncollectible Accounts: The Company determines its allowance by considering a number of factors, including the length of time trade accounts receivable are past due, the Company's previous loss history, the customers' current ability to pay its obligation to the Company, and the condition of the general economy and the industry as a whole. The Company writes off accounts receivable when they become uncollectible.

The Company must make significant management judgments and estimates in determining contractual and bad debt allowances in any accounting period. One significant uncertainty inherent in the Company's analysis is whether its past experience will be indicative of future periods. Although the Company considers future projections when estimating contractual and bad debt allowances, the Company ultimately makes its decisions

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based on the best information available to it at that time. Adverse changes in general economic conditions or trends in reimbursement amounts for the Company's services could affect the Company's contractual and bad debt allowance estimates, collection of accounts receivable, cash flows, and results of operations. No one customer accounted for 10% or more of accounts receivable at March 31, 2011, and 2012.

Goodwill and Long-Lived Assets: Goodwill arising from business combinations represents the excess of the purchase price over the estimated fair value of the net assets of the acquired business. Pursuant to ASC 350-10 through ASC 350-30, Goodwill and Other Intangible Assets, goodwill is tested annually for impairment or more frequently if circumstances indicate the potential for impairment. Also, management tests for impairment of its amortizable intangible assets and long-lived assets annually and whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The Company's impairment is conducted at a regional level. The measurement of fair value is based on an evaluation of market capitalization and is further tested using a multiple of earnings approach. In projecting the Company's cash flows, management considers industry growth rates and trends and cost structure changes. Based on the Company's tests and reviews, no impairment of its goodwill, intangible assets or other long-lived assets existed at March 31, 2012. However, future events or changes in current circumstances could affect the recoverability of the carrying value of goodwill and long-lived assets. Should an asset be deemed impaired, an impairment loss would be recognized to the extent the carrying value of the asset exceeded its estimated fair market value.

Accrual for Self-insurance Costs: We accrue for the group medical costs and workers' compensation costs of our employees based on claims filed and an estimate of claims incurred but not reported as of each balance sheet date. The Company determines its estimated self-insurance reserves based upon historical trends along with outstanding claims information provided by its claims paying agents. However, it is possible that recorded accruals may not be adequate to cover the future payment of claims. Adjustments, if any, to estimated accruals resulting from ultimate claim payments will be reflected in earnings during the periods in which such adjustments are determined. Our self-insured liabilities contain uncertainties because management is required to make assumptions and to apply judgment to estimate the ultimate cost to settle reported claims and claims incurred but not reported at the balance sheet date.

We do not believe there is a reasonable likelihood that there will be a material change in the estimates or assumptions we use to calculate our self-insured liabilities. However, if actual results are not consistent with our estimates or assumptions, we may be exposed to losses or gains that could be material.

Accounting for Income Taxes: The Company records a tax provision for the anticipated tax consequences of the reported results of operations. The provision for income taxes is computed using the asset and liability method, under which deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between the financial reporting and tax bases of assets and liabilities, and for operating losses and tax credit carryforwards. Deferred tax assets and liabilities are measured using the currently enacted tax rates that apply to taxable income in effect for the years in which those tax assets are expected to be realized or settled. The Company records a valuation allowance, if necessary, to reduce deferred tax assets to the amount that is believed more likely than not to be realized.

The Company recognizes tax benefits from uncertain tax positions only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such positions are then measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement.

Management believes it is more likely than not that forecasted income, including income that may be generated as a result of certain tax planning strategies, together with future reversals of existing taxable temporary differences, will be sufficient to fully recover the deferred tax assets. In the event that the Company determines all or part of the net deferred tax assets are not realizable in the future, the Company will make an adjustment to the valuation allowance that would be charged to earnings in the period such determination is made. In addition, the calculation of tax liabilities involves significant judgment in estimating the impact of uncertainties in the application of GAAP and complex tax laws. Resolution of these uncertainties in a manner

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inconsistent with management's expectations could have a material impact on the Company's financial condition and operating results. The significant assumptions and estimates described above are important contributors to our ultimate effective tax rate in each year.

Legal and Other Contingencies: As discussed in Part I, Item 3 of this Form 10-K under the heading "Legal Proceedings" and in Note I, "Contingencies and Legal Proceedings" in Notes to Consolidated Financial Statements, the Company is subject to various legal proceedings and claims that arise in the ordinary course of business. The Company records a liability when it is probable that a loss has been incurred and the amount is reasonably estimable. There is significant judgment required in both the probability determination and as to whether an exposure can be reasonably estimated. In the opinion of management, there was not at least a reasonable possibility the Company may have incurred a material loss, or a material loss in excess of a recorded accrual, with respect to loss contingencies. However, the outcome of legal proceedings and claims brought against the Company are subject to significant uncertainty. Therefore, although management considers the likelihood of such an outcome to be remote, if one or more of these legal matters were resolved against the Company in the same reporting period for amounts in excess of management's expectations, the Company's consolidated financial statements of a particular reporting period could be materially adversely affected.

Share-Based Compensation: The Company accounts for share based compensation in accordance with the provisions of ASC Topic 718 "Compensation - Stock Compensation". Under ASC 718, share-based compensation cost is measured at the grant date, based on the calculated fair value of the award, and is recognized as an expense over the employee's requisite service period (generally the vesting period of the equity grant). For the fiscal year ended March 31, 2012, the Company recorded share-based compensation expense of \$2,276,000. Share-based compensation expense recognized in fiscal 2012 is based on awards ultimately expected to vest; therefore, it has been reduced for estimated forfeitures. ASC Topic 718 requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates.

The Company estimates the fair value of stock options using the Black-Scholes valuation model. Key input assumptions used to estimate the fair value of stock options include the exercise price of the award, the expected option term, the expected volatility of the Company's stock over the option's expected term, the risk-free interest rate over the option's term, and the Company's expected annual dividend yield. The Company's management believes that the valuation technique and the approach utilized to develop the underlying assumptions are appropriate in calculating the fair values of the Company's stock options granted in fiscal 2012. Estimates of fair value are not intended to predict actual future events or the value ultimately realized by persons who receive equity awards.

We do not believe there is a reasonable likelihood there will be a material change in the future estimates or assumptions we use to determine stock-based compensation expense. However, if actual results are not consistent with our estimates or assumptions, we may be exposed to changes in stock-based compensation expense that could be material.

Software Development Costs: Development costs incurred in the research and development of new software products and enhancements to existing software products for external use are expensed as incurred until technological feasibility has been established. After technological feasibility is established, any additional external software development costs are capitalized and amortized on a straight-line basis over the estimated economic life of the related product, which is typically five years. We perform an annual review of the estimated economic life and the recoverability of such capitalized software costs. If a determination is made that capitalized amounts are not recoverable based on the estimated cash flows to be generated from the applicable software, any remaining capitalized amounts are written off. Although we believe that our approach to estimates and judgments as described herein is reasonable, actual results could differ and we may be exposed to increases or decreases in revenue that could be material.

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Recently Issued Accounting Standards

In September, 2011, the FASB issued ASU 2011-08, "Intangibles - Goodwill and Other (Topic 350), Testing Goodwill for Impairment." ASU 2011-08 simplifies how a company is required to test goodwill for impairment. Companies will now have the option to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If after considering the totality of events and 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, performing the two-step impairment test is unnecessary. The amendment is effective for the Company beginning January 1, 2012, with early adoption permitted. The Company will adopt ASU 2011-08 during fiscal year ending March 31, 2013.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of CorVel Corporation

We have audited the accompanying consolidated balance sheets of CorVel Corporation (the Company) as of March 31, 2011 and 2012, and the related consolidated statements of income, stockholders' equity, and cash flows for each of the years ended March 31, 2010, 2011 and 2012. In connection with our audits of the consolidated financial statements, we have also audited the financial statement schedule for each of the years ended March 31, 2010, 2011, and 2012. We also have audited CorVel Corporation's internal control over financial reporting as of March 31, 2012, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Report of Management on Internal Control over Financial Reporting. Our responsibility is to express an opinion on these financial statements and an opinion on the Company's internal control over financial reporting based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

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In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Company as of March 31, 2011 and 2012, and the consolidated results of its operations and its cash flows for each of the years ended March 31, 2010, 2011, and 2012, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, the financial statement schedule for each of the years ended March 31, 2010, 2011, and 2012, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein. Also, in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of March 31, 2012, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

/s/ HASKELL & WHITE LLP

Irvine, California

June 8, 2012

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CORVEL CORPORATION
CONSOLIDATED STATEMENTS OF INCOME

	Fiscal Years Ended March 31,		
	2010	2011	2012
Revenues	\$ 337,968,000	\$ 380,668,000	\$ 412,668,000
Cost of revenues	252,429,000	284,098,000	318,826,000
Gross profit	85,539,000	96,570,000	93,842,000
General and administrative	42,056,000	59,167,000	50,405,000
Income before income taxes	43,483,000	37,403,000	43,437,000
Income tax provision	17,387,000	12,740,000	16,885,000
Net income	\$ 26,096,000	\$ 24,663,000	\$ 26,552,000
Net income per share:			
Basic	\$ 2.09	\$ 2.09	\$ 2.31
Diluted	\$ 2.06	\$ 2.05	\$ 2.28
Weighted average shares outstanding:			
Basic	12,499,000	11,801,000	11,476,000
Diluted	12,672,000	12,029,000	11,627,000

See accompanying notes to consolidated financial statements.

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CORVEL CORPORATION
CONSOLIDATED BALANCE SHEETS

	2011	March 31, 2012
ASSETS		
Current Assets		
Cash and cash equivalents	\$ 12,269,000	\$ 6,597,000
Customer deposits	5,279,000	5,816,000
Accounts receivable (less allowance for doubtful accounts of \$2,588,000 at March 31, 2011 and \$2,395,000 at March 31, 2012)	48,964,000	49,334,000
Prepaid expenses and taxes	6,417,000	12,263,000
Deferred income taxes, net	9,298,000	7,237,000
Total current assets	82,227,000	81,247,000
Property and equipment, net	38,500,000	47,364,000
Goodwill	36,769,000	36,814,000
Other intangible assets, net	6,729,000	6,146,000
Non-current deferred income taxes and other assets		311,000
	\$ 164,225,000	\$ 171,882,000
LIABILITIES AND STOCKHOLDERS EQUITY		
Current Liabilities		
Accounts and taxes payable	\$ 14,590,000	\$ 12,773,000
Accrued liabilities	40,248,000	31,989,000
Total current liabilities, net	54,838,000	44,762,000
Deferred income taxes	9,748,000	16,738,000
Total liabilities	64,586,000	61,500,000
Commitments and contingencies (Notes F, H, I, J and M)		
Stockholders' Equity		
Common stock, \$.0001 par value: 60,000,000 shares authorized at March 31, 2011 and 120,000,000 million shares authorized at March 31, 2012; 26,122,084 shares issued (11,630,921 shares outstanding, net of Treasury shares) and 26,261,874 shares issued (11,308,773 shares outstanding, net of Treasury shares) at March 31, 2011 and March 31, 2012, respectively	3,000	3,000
Paid-in-capital	100,073,000	105,907,000
Treasury Stock, at cost (14,491,163 and 14,953,101 shares at March 31, 2011 and 2012, respectively)	(248,931,000)	(270,574,000)
Retained earnings	248,494,000	275,046,000
Total stockholders' equity	99,639,000	110,382,000
	\$ 164,225,000	\$ 171,882,000

See accompanying notes to consolidated financial statements.

Table of Contents**CORVEL CORPORATION****CONSOLIDATED STATEMENTS OF STOCKHOLDERS EQUITY****Fiscal Years Ended March 31, 2010, 2011, and 2012**

	Common Shares	Stock Amount	Paid-in- Capital	Treasury Shares	Treasury Stock	Retained Earnings	Total Shareholders Equity
Balance March 31, 2009	25,600,022	\$ 3,000	\$ 84,321,000	(12,682,743)	\$ (185,762,000)	\$ 197,735,000	\$ 96,297,000
Stock issued under employee stock purchase plan	11,064		333,000				333,000
Stock issued under stock option plan, net of shares repurchased	190,604		2,732,000				2,732,000
Stock-based compensation expense			2,102,000				2,102,000
Income tax benefits from stock option exercises			729,000				729,000
Purchase of treasury stock				(1,092,445)	(32,561,000)		(32,561,000)
Net income						26,096,000	26,096,000
Balance March 31, 2010	25,801,690	3,000	90,217,000	(13,775,188)	(218,323,000)	223,831,000	95,728,000
Stock issued under employee stock purchase plan	7,073		317,000				317,000
Stock issued under stock option plan, net of shares repurchased	313,321		4,728,000				4,728,000
Stock-based compensation expense			2,544,000				2,544,000
Income tax benefits from stock option exercises			2,267,000				2,267,000
Purchase of treasury stock				(715,975)	(30,608,000)		(30,608,000)
Net income						24,663,000	24,663,000
Balance March 31, 2011	26,122,084	3,000	100,073,000	(14,491,163)	(248,931,000)	248,494,000	99,639,000
Stock issued under employee stock purchase plan	8,215		321,000				321,000
Stock issued under stock option plan, net of shares repurchased	131,575		2,241,000				2,241,000
Stock-based compensation expense			2,276,000				2,276,000
Income tax benefits from stock option exercises			996,000				996,000
Purchase of treasury stock				(461,938)	(21,643,000)		(21,643,000)
Net income						26,552,000	26,552,000
Balance March 31, 2012	26,261,874	\$ 3,000	\$ 105,907,000	(14,953,101)	\$ (270,574,000)	\$ 275,046,000	\$ 110,382,000

See accompanying notes to consolidated financial statements.

Table of Contents**CORVEL CORPORATION****CONSOLIDATED STATEMENTS OF CASH FLOWS**

	Fiscal Years Ended March 31,		
	2010	2011	2012
CASH FLOWS FROM OPERATING ACTIVITIES			
Net income	\$ 26,096,000	\$ 24,663,000	\$ 26,552,000
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	11,988,000	12,249,000	14,723,000
Loss on write down or disposal of property or capitalized software	53,000	153,000	210,000
Stock-based compensation expense	2,102,000	2,544,000	2,276,000
Provision for doubtful accounts	2,868,000	2,437,000	2,146,000
Provision for deferred income taxes	308,000	624,000	9,051,000
Changes in operating assets and liabilities:			
Accounts receivable	(5,549,000)	(7,419,000)	(2,516,000)
Customer deposits	(227,000)	(3,588,000)	(537,000)
Prepaid expenses and taxes	(1,578,000)	4,000	(5,846,000)
Other assets	(245,000)	298,000	(311,000)
Accounts and taxes payable	(4,058,000)	85,000	(1,817,000)
Accrued liabilities	6,302,000	13,012,000	(8,259,000)
Net cash provided by operating activities	38,060,000	45,062,000	35,672,000
CASH FLOWS FROM INVESTING ACTIVITIES			
Acquisition of business, net of cash acquired	(600,000)	(1,235,000)	(45,000)
Purchases of property and equipment	(11,668,000)	(18,504,000)	(23,214,000)
Net cash used in investing activities	(12,268,000)	(19,739,000)	(23,259,000)
CASH FLOWS FROM FINANCING ACTIVITIES			
Exercise of employee stock purchase options	333,000	317,000	321,000
Exercise of common stock options	2,732,000	4,728,000	2,241,000
Tax benefits from stock options	729,000	2,267,000	996,000
Purchase of treasury stock	(32,561,000)	(30,608,000)	(21,643,000)
Net cash used in financing activities	(28,767,000)	(23,296,000)	(18,085,000)
Net increase (decrease) in cash and cash equivalents	(2,975,000)	2,027,000	(5,672,000)
Cash and cash equivalents at beginning of year	13,217,000	10,242,000	12,269,000
CASH AND CASH EQUIVALENTS AT END OF YEAR	\$ 10,242,000	\$ 12,269,000	\$ 6,597,000
Supplemental cash flow information			
Income taxes paid	\$ 17,275,000	\$ 13,740,000	\$ 12,935,000
Accrual of legal settlement	\$	\$ 11,100,000	\$
Accrual of software license purchase	\$	\$ 1,700,000	\$
Acquisition earnout	\$ 500,000	\$	\$

See accompanying notes to consolidated financial statements.

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CORVEL CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Fiscal Years Ended March 31, 2010, 2011 and 2012

Note A Summary of Significant Accounting Policies

Organization: CorVel Corporation (CorVel or the Company), incorporated in Delaware in 1987, provides services and programs nationwide that are designed to enable insurance carriers, third party administrators and employers with self-insured programs to administer, manage and control the cost of workers' compensation and other healthcare benefits. The Company provides case management, claims administration, and medical bill review services to these payors.

The Company evaluated all subsequent events or transactions. During the period subsequent to March 31, 2012, the Company repurchased 68,117 shares for \$2.8 million or an average of \$41.71 per share. These shares were repurchased under the Company's ongoing share repurchase program described in Note G.

Basis of Presentation: The consolidated financial statements include the accounts of CorVel and its wholly-owned subsidiaries. Significant intercompany accounts and transactions have been eliminated in consolidation.

Use of Estimates: The preparation of financial statements in compliance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the accompanying financial statements. Actual results could differ from those estimates. Significant estimates include the values assigned to intangible assets, capitalized software development, the allowance for doubtful accounts, accrual for income taxes, purchase price allocation for acquisitions, and accrual for self-insurance reserves.

Cash and Cash Equivalents: Cash and cash equivalents consist of short-term, interest-bearing highly-liquid investment-grade securities with maturities of 90 days or less when purchased.

Fair Value of Financial Instruments: The Company applies ASC 820, Fair Value Measurements and Disclosures with respect to fair value measurements of (a) nonfinancial assets and liabilities that are recognized or disclosed at fair value in the Company's Consolidated Financial Statements on a recurring basis (at least annually) and (b) all financial assets and liabilities. The Company adopted the aspects of ASC 820 relative to nonfinancial assets and liabilities that are measured at fair value, but are recognized and disclosed at fair value on a nonrecurring basis, prospectively effective April 1, 2009. ASC 820 prioritizes the inputs used in measuring fair value into the following hierarchy:

Level 1 Quoted market prices in active markets for identical assets or liabilities;

Level 2 Observable inputs other than those included in Level 1 (for example, quoted prices for similar assets in active markets or quoted prices for identical assets in inactive markets); and

Level 3 Unobservable inputs reflecting management's own assumptions about the inputs used in estimating the value of the asset.

The carrying amount of the Company's financial instruments (i.e. cash, accounts receivable, accounts payable, etc.) are all Level 1 and approximate their fair values at March 31, 2011 and 2012. The Company has no Level 2 or Level 3 assets.

Revenue Recognition: The Company recognizes revenue when there is persuasive evidence of an arrangement, the services have been provided to the customer, the sales price is fixed or determinable, and collectability is reasonably assured. For the Company's services, as the Company's professional staff performs work, they are contractually permitted to bill for fees earned in fraction of an hour increments worked or by units of production. The Company recognizes revenue as the time is worked or as units of production are completed, which is when the revenue is earned and realized. Labor costs are recognized as the costs are incurred. The Company derives the majority of its revenue from the sale of Network Solutions and Patient Management services. Network Solutions and Patient Management services may be sold individually or combined with any of

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CORVEL CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

the services the Company provides. When a sale combines multiple elements, the Company accounts for multiple element arrangements in accordance with the guidance included in ASC 605-25.

In accordance with ASC 605-25, the Company allocates revenue for transactions or collaborations that include multiple elements to each unit of accounting based on its relative fair value, and recognizes revenue for each unit of accounting when the revenue recognition criteria have been met. The price charged when the element is sold separately generally determines fair value. When our customers purchase several products from CorVel, the pricing of the products sold is generally the same as if the product were sold on an individual basis. As a result, the fair value of each product sold in a multiple element arrangement is almost always determinable. In the absence of fair value of a delivered element, the Company would allocate revenue first to the fair value of the undelivered elements and the residual revenue to the delivered elements. The Company recognizes revenue for delivered elements when the delivered elements have standalone value and the Company has objective and reliable evidence of fair value for each undelivered element. If the fair value of any undelivered element included in a multiple element arrangement cannot be objectively determined, revenue is deferred until all elements are delivered and services have been performed, or until fair value can objectively be determined for any remaining undelivered elements. Based upon the nature of the Company's products, bundled products are generally delivered in the same accounting period. The Company recognizes revenue for claims administration services over the life of the contract with its customers. The Company estimates, based upon prior experience in managing claims, the deferral amount from when the claim is received to when the customer contract expires.

Accounts Receivable: The majority of the Company's accounts receivable are due from companies in the property and casualty insurance industries, self-insured employers and governmental entities. Credit is extended based on evaluation of a customer's financial condition and, generally, collateral is not required. Accounts receivable are generally due within 30 days and are stated at amounts due from customers net of an allowance for doubtful accounts. Accounts outstanding longer than the contractual payment terms are considered past due. The Company determines its allowance by considering a number of factors, including the length of time trade accounts receivable are past due, the Company's previous loss history, the customer's current ability to pay its obligation to the Company and the condition of the general economy and the industry as a whole. The Company writes off accounts receivable, along with sales adjustments, to cost of revenues when they become uncollectible. Accounts receivable includes \$4,676,000 and \$5,775,000 of unbilled receivables at March 31, 2011 and 2012, respectively. Unbilled receivables represent the revenue for the work performed which has not yet been invoiced to the customer. Unbilled receivables are generally invoiced within the following month.

Concentrations of Credit Risk: Substantially all of the Company's customers are payors of workers' compensation expense and property and casualty insurance, which include insurance companies, third party administrators, self-insured employers and government entities. Receivables are generally due within 30 days. Credit losses relating to customers in the workers' compensation insurance industry consistently have been within management's expectations. Virtually all of the Company's cash is invested at financial institutions in amounts which exceed the FDIC insurance levels. No customer accounted for 10% or more of revenue for either fiscal 2010, 2011, or 2012. No customer accounted for 10% or more of accounts receivable at either March 31, 2011 or 2012.

Table of Contents**CORVEL CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Property and Equipment: Additions to property and equipment are recorded at cost. The Company provides for depreciation on property and equipment using the straight-line method by charges to operations in amounts that allocate the cost of depreciable assets over their estimated lives as follows:

Asset Classification	Estimated Useful Life
Leasehold Improvements	The shorter of five years or the life of lease
Furniture and Equipment	Five to seven years
Computer Hardware	Three to five years
Computer Software	Three to five years
Mobile Computing Devices	One year

The Company capitalizes software development costs intended for internal use. The Company accounts for internally developed software costs in accordance with ASC 350-40, Internal Use Software. Capitalized software development costs, intended for internal use, totaled \$10,890,000 (net of \$37,345,000 in accumulated amortization) and \$16,598,000 (net of \$41,647,000 in accumulated amortization), as of March 31, 2011 and 2012, respectively. These costs are included in computer software in property and equipment and are amortized over a period of five years.

Long-Lived Assets: The carrying amount of all long-lived assets is evaluated periodically to determine if adjustment to the depreciation and amortization period or to the unamortized balance is warranted. Such evaluation is based principally on the expected utilization of the long-lived assets and the projected, undiscounted cash flows of the operations in which the long-lived assets are deployed.

Goodwill and Long-Lived Assets: Goodwill arising from business combinations represents the excess of the purchase price over the estimated fair value of the net assets of the acquired business. Pursuant to ASC 350-10 through ASC 350-30, Goodwill and Other Intangible Assets, goodwill is tested annually for impairment or more frequently if circumstances indicate the potential for impairment. Also, management tests for impairment of its amortizable intangible assets and long-lived assets annually and whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The Company's impairment is conducted at a regional level. The measurement of fair value is based on an evaluation using a multiple of earnings approach. In projecting the Company's cash flows, management considers industry growth rates and trends and cost structure changes. Based on the Company's tests and reviews, no impairment of its goodwill, intangible assets or other long-lived assets existed at March 31, 2012. However, future events or changes in current circumstances could affect the recoverability of the carrying value of goodwill and long-lived assets. Should an asset be deemed impaired, an impairment loss would be recognized to the extent the carrying value of the asset exceeded its estimated fair value. Goodwill amounted to \$36,769,000 (net of accumulated amortization of \$2,069,000) at March 31, 2011 and \$36,814,000 (net of accumulated amortization of \$2,069,000) at March 31, 2012.

Cost of revenues: Cost of services consists primarily of the compensation and fringe benefits of field personnel, including managers, medical bill analysts, field case managers, telephonic case managers, systems support, administrative support and account managers and account executives and related facility costs including rent, telephone and office supplies. Historically, the costs associated with these additional personnel and facilities have been the most significant factor driving increases in the Company's cost of services.

Income Taxes: Accounting for Income Taxes: The Company provides for income taxes in accordance with provisions specified in ASC 740, Accounting for Income Taxes. Accordingly, deferred income tax assets and liabilities are computed for differences between the financial statement and tax bases of assets and liabilities. These differences will result in taxable or deductible amounts in the future, based on tax laws and rates applicable to the periods in which the differences are expected to affect taxable income. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which temporary differences become deductible. In making an assessment regarding the probability of realizing a benefit from these deductible differences, management considers the Company's current and past performance,

Table of Contents**CORVEL CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

the market environment in which the Company operates, tax-planning strategies and the length of carry-forward periods for loss carry-forwards, if any. Valuation allowances are established when necessary to reduce deferred tax assets to amounts that are more likely than not to be realized. Further, the Company provides for income tax issues not yet resolved with federal, state and local tax authorities.

Share-Based Compensation: The Company accounts for share based compensation in accordance with the provisions of ASC Topic 718 Compensation Stock Compensation. Under ASC 718, share-based compensation cost is measured at the grant date, based on the calculated fair value of the award, and is recognized as an expense over the employee's requisite service period (generally the vesting period of the equity grant). For the fiscal years ended March 31, 2010, 2011, and 2012, the Company recorded share-based compensation expense of \$2,102,000, \$2,544,000, and \$2,276,000, respectively. Share-based compensation expense is based on awards ultimately expected to vest; therefore, it has been reduced for estimated forfeitures. ASC Topic 718 requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates.

Accrual for Self-insurance Costs: The Company self-insures for the group medical costs and workers' compensation costs of its employees. The Company purchases stop loss insurance for large claims. Management believes that the self-insurance reserves are appropriate; however, actual claims costs may differ from the original estimates requiring adjustments to the reserves. The Company determines its estimated self-insurance reserves based upon historical trends along with outstanding claims information provided by its claims paying agents.

Earnings Per Share: Earnings per common share-basic is based on the weighted average number of common shares outstanding during the period. Earnings per common shares-diluted is based on the weighted average number of common shares and common share equivalents outstanding during the period. In calculating earnings per share, earnings are the same for the basic and diluted calculations. Weighted average shares outstanding is greater for diluted earnings per share due to the effect of stock options.

The difference between the basic shares and the diluted shares for each of the three fiscal years ended March 31, 2010, 2011, and 2012 is as follows:

	Fiscal 2010	Fiscal 2011	Fiscal 2012
Basic weighted shares	12,499,000	11,801,000	11,476,000
Treasury stock impact of stock options	173,000	228,000	151,000
Diluted weighted shares	12,672,000	12,029,000	11,627,000

Recently Issued Accounting Standards

In September, 2011, the FASB issued ASU 2011-08, Intangibles Goodwill and Other (Topic 350), Testing Goodwill for Impairment. ASU 2011-08 simplifies how a company is required to test goodwill for impairment. Companies will now have the option to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If after considering the totality of events and 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, performing the two-step impairment test is unnecessary. The amendment was effective for the Company beginning January 1, 2012, with early adoption permitted. The Company will adopt ASU 2011-08 during fiscal year ending March 31, 2013.

Table of Contents**CORVEL CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****Note B Stock Options and Stock-Based Compensation**

Under the Company's Restated Omnibus Incentive Plan (Formerly The Restated 1988 Executive Stock Option Plan) (the Plan) as in effect at March 31, 2012, options for up to 9,682,500 shares of the Company's common stock may be granted over the life of the Plan to key employees, non-employee directors and consultants at exercise prices not less than the fair market value of the stock at the date of grant. Options granted under the Plan are non-statutory stock options and generally vest 25% one year from date of grant and the remaining 75% vesting ratably each month for the next 36 months. The options granted to employees and the board of directors expires at the end of five years and ten years from date of grant, respectively.

All options granted in the three fiscal years ended March 31, 2010, 2011, and 2012 were granted at fair value and are non-statutory stock options. Summarized information for all stock options for the past three fiscal year follows:

	Fiscal 2010	Fiscal 2011	Fiscal 2012
Options outstanding beginning of the year	1,115,171	1,065,403	813,662
Options granted	181,550	207,325	149,075
Options exercised	(200,517)	(371,057)	(173,064)
Options cancelled/forfeited	(30,801)	(88,009)	(38,650)
Options outstanding end of year	1,065,403	813,662	751,023
During the year, weighted average exercise price of:			
Options granted	\$ 27.98	\$ 42.40	\$ 50.43
Options exercised	\$ 15.04	\$ 20.16	\$ 25.00
Options forfeited	\$ 21.79	\$ 17.53	\$ 34.09
At the end of the year			
Price range of outstanding options	\$ 11.00-\$47.70	\$ 11.00-\$47.70	\$ 15.50-\$52.76
Weighted average exercise price per share	\$ 22.57	\$ 29.26	\$ 34.19
Options available for future grants	845,726	726,410	616,026
Exercisable options	448,257	374,141	388,154

For the fiscal years ended March 31, 2010, 2011 and 2012, the Company recorded share-based compensation expense of \$2,102,000, \$2,544,000, and \$2,276,000, respectively. The table below shows the amounts recognized in the financial statements for the fiscal years ended March 31, 2010, 2011 and 2012.

	Fiscal 2010	Fiscal 2011	Fiscal 2012
Cost of revenue	\$ 545,000	\$ 608,000	\$ 484,000
General and administrative	1,557,000	1,936,000	1,792,000
Total cost of stock-based compensation included in income before income tax	2,102,000	2,544,000	2,276,000
Amount of income tax benefit recognized	841,000	986,000	897,000
Amount charged to net income	\$ 1,261,000	\$ 1,558,000	\$ 1,379,000
Effect on basic earnings per share	\$ 0.10	\$ 0.13	\$ 0.12
Effect on diluted earnings per share	\$ 0.10	\$ 0.13	\$ 0.12

Table of Contents**CORVEL CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Included in the above-noted stock option grants and stock compensation expense are performance based stock options whereas vesting occurs only upon the Company achieving certain revenue or earnings per shares targets as determined by the Company's board of directors. The options were valued in the same manner as the time vesting options. However, the Company only recognizes stock compensation to the extent that the targets are determined to be achieved which allow the options to vest. During fiscal years ended March 31, 2010, 2011 and 2012, the Company recognized stock compensation expense in the amount of \$553,000, \$1,144,000, and \$1,002,000, respectively.

The Company records compensation expense for employee stock options based on the estimated fair value of the options on the date of grant using the Black-Scholes option-pricing model with the assumptions included in the table below. The Company uses historical data among other factors to estimate the expected volatility, the expected option life, and the expected forfeiture rate. The risk-free rate is based on the interest rate paid on a U.S. Treasury issue with a term similar to the estimated life of the option. During fiscal 2012, based upon the historical experience of option cancellations, the Company used estimated forfeiture rates ranging from 9.0% to 11.7%. Forfeiture rates will be adjusted over the requisite service period when actual forfeitures differ, or are expected to differ, from the estimate.

The fair value of each grant is estimated on the date of grant using the Black-Scholes option-pricing model. The following weighted average assumptions were used for fiscal years ended March 31, 2010, 2011 and 2012:

	Fiscal 2010	Fiscal 2011	Fiscal 2012
Expected volatility	46% to 47%	46% to 47%	46% to 47%
Risk free interest rate	2.0% to 2.7%	1.5% to 2.2%	0.7% to 1.9%
Dividend yield	0.0%	0.0%	0.0%
Weighted average option life	4.8 to 5.0 years	4.8 to 5.0 years	4.6 to 5.0 years

The following table summarizes the status of stock options outstanding and exercisable at March 31, 2012:

Range of Exercise Prices	Number of Outstanding Options	Weighted Average Remaining Contractual Life	Outstanding Options Weighted Average Exercise Price	Exercisable Options Number of Exercisable Options	Exercisable Options Weighted Average Exercise Price
\$15.55 to \$25.30	185,478	2.11	\$ 20.04	169,118	\$ 20.00
\$25.31 to \$30.00	193,873	2.87	28.03	139,165	28.11
\$30.01 to \$46.00	157,447	3.92	37.92	59,624	35.68
\$46.01 to \$52.76	214,225	3.61	49.27	20,247	46.20
Total	751,023	3.11	\$ 34.19	388,154	\$ 26.68

Table of Contents**CORVEL CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

A summary of the status for all outstanding options at March 31, 2012, and changes during the fiscal year then ended is presented in the table below:

	Number of Options	Weighted Average Exercise Price per Share	Weighted Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value as of March 31, 2012
Options outstanding, March 31, 2011	813,662	\$ 29.26		
Granted	149,075	50.43		
Exercised	(173,064)	25.00		
Cancelled forfeited	(26,314)	38.75		
Cancelled expired	(12,336)	24.39		
Options outstanding, March 31, 2012	751,023	\$ 34.19	3.11	\$ 6,451,086
Options vested and expected to vest	672,434	\$ 32.66	3.03	\$ 6,366,523
Ending exercisable	388,154	\$ 26.68	2.49	\$ 5,270,023

The weighted average fair value of options granted during fiscal 2010, 2011, and 2012 was \$12.07, \$17.41, and \$20.68, respectively. The total intrinsic value of options exercised during fiscal years 2010, 2011, and 2012 were \$2,855,000, \$9,173,000, and \$4,148,000 respectively.

The Company received \$2,732,000, \$4,728,000, and \$2,241,000 of cash receipts from the exercise of stock options during fiscal 2010, 2011, and 2012, respectively. Vested options at March 31, 2012 were 388,154. Unvested options at March 31, 2012 were 362,869. As of March 31, 2012, \$2,433,000 of total unrecognized compensation costs related to stock options is expected to be recognized over a weighted average period of 3.2 years.

Note C Property and Equipment

Property and equipment, net consisted of the following at March 31, 2011 and 2012:

	2011	2012
Computer software	\$ 59,553,000	\$ 71,108,000
Office equipment and computers	57,214,000	62,366,000
Leasehold improvements	4,544,000	4,987,000
	121,311,000	138,461,000
Less: accumulated depreciation and amortization	(82,811,000)	(91,097,000)
	\$ 38,500,000	\$ 47,364,000

Note D Accounts and Taxes Payable and Accrued Liabilities

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Accounts and income taxes payable consisted of the following at March 31, 2011 and 2012:

	2011	2012
Accounts payable	\$ 12,410,000	\$ 11,614,000
Income taxes payable	2,180,000	1,159,000
	\$ 14,598,000	\$ 12,773,000

Table of Contents**CORVEL CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Accrued liabilities consisted of the following at March 31, 2011 and 2012:

	2011	2012
Payroll, payroll taxes and employee benefits	\$ 12,608,000	\$ 13,575,000
Accrued professional service fees	9,039,000	9,473,000
Self-insurance accruals	2,988,000	3,370,000
Deferred revenue	2,591,000	2,779,000
Accrued rent	1,450,000	2,024,000
Accrued legal settlements	11,100,000	408,000
Other	472,000	360,000
	\$ 40,248,000	\$ 31,989,000

Note E Income Taxes

The income tax provision consisted of the following for the three fiscal years ended March 31, 2010, 2011 and 2012:

	2010	2011	2012
Current Federal	\$ 14,333,000	\$ 8,888,000	\$ 5,896,000
Current State	2,746,000	3,228,000	1,938,000
Subtotal	17,079,000	12,116,000	7,834,000
Deferred Federal	750,000	1,136,000	8,104,000
Deferred State	(442,000)	(512,000)	947,000
Subtotal	308,000	624,000	9,051,000
	\$ 17,387,000	\$ 12,740,000	\$ 16,885,000

The following is a reconciliation of the income tax provision from the statutory federal income tax rate to the effective rate for the three fiscal years ended March 31, 2010, 2011 and 2012:

	2010	2011	2012
Income taxes at federal statutory rate (35%)	\$ 15,219,000	\$ 13,091,000	\$ 15,203,000
State income taxes, net of federal benefit	1,826,000	1,772,000	1,615,000
FIN 48 benefit		(1,649,000)	26,000
Other	342,000	(474,000)	41,000
	\$ 17,387,000	\$ 12,740,000	\$ 16,885,000

Income taxes paid totaled \$17,275,000, \$13,740,000, and \$12,935,000 for the fiscal years ended March 31, 2010, 2011, and 2012, respectively.

Table of Contents**CORVEL CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Deferred tax assets and liabilities at March 31, 2011 and 2012 are:

	2011	2012
Deferred income tax assets:		
Accrued liabilities not currently deductible	\$ 8,825,000	\$ 5,123,000
Allowance for doubtful accounts	1,029,000	958,000
FIN 48 income tax benefits	653,000	
Stock-based compensation	1,344,000	1,605,000
Other	903,000	1,760,000
Deferred assets	12,754,000	9,446,000
Deferred income tax liabilities:		
Excess of book over tax basis of fixed assets	(8,828,000)	(14,220,000)
Intangible assets	(3,800,000)	(4,256,000)
Other	(576,000)	(471,000)
Deferred liabilities	(13,204,000)	(18,947,000)
Net deferred tax asset/(liability)	\$ (450,000)	\$ (9,501,000)

Prepaid expenses and taxes include \$2,847,000 and \$7,909,000 at March 31, 2011 and 2012, respectively, for income taxes due in the first quarter of the succeeding fiscal year.

In July 2006, the FASB issued guidance which prescribes a recognition threshold and measurement attributes for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The Company adopted this guidance effective April 1, 2007, and recognized a \$2,700,461 increase in the liability for unrecognized tax benefits. A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

Balance as of March 31, 2011	\$ 1,608,000
Additions based on tax positions related to the current year	146,000
Additions for tax positions of prior years	117,000
Reductions for tax positions of prior years	(888,000)
Balance as of March 31, 2012	\$ 983,000

The Company recognizes interest and penalties related to uncertain tax positions in income tax expense. During the fiscal years ended March 31, 2010, 2011 and 2012, the Company recognized approximately \$96,000, (\$1,270,000) and (\$396,000) in interest and penalties, respectively. As of March 31, 2010, 2011 and 2012, accrued interest and penalties related to uncertain tax positions were \$1,843,000, \$572,000 and \$176,000, respectively.

The Company believes there will be a material reduction in its unrecognized tax benefits within the next 12 months due to settlements with various tax jurisdictions.

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The tax fiscal years 2008-2011 remain open to examination by the major taxing jurisdictions to which the Company is subject.

Table of Contents**CORVEL CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****Note F Employee Stock Purchase Plan**

The Company maintains an Employee Stock Purchase Plan (ESPP) which allows employees of the Company and its subsidiaries to purchase shares of common stock on the last day of two six-month purchase periods (i.e. March 31 and September 30) at a purchase price which is 95% of the closing sale price of shares as quoted on NASDAQ on the last day of such purchase period. Employees are allowed to contribute up to 20% of their gross pay. A maximum of 1,425,000 shares has been authorized for issuance under the ESPP, as amended. As of March 31, 2012, 1,202,229 had been issued pursuant to the ESPP. Summarized ESPP information is as follows:

	2010	2011	2012
Employee contributions	\$ 333,000	\$ 317,000	\$ 321,000
Shares acquired	11,064	7,073	8,215
Average purchase price	\$ 30.12	\$ 44.83	\$ 39.07

Note G Treasury Stock

During each of the three fiscal years in the period ended March 31, 2012, the Company continued to repurchase shares of its common stock under a plan originally approved by the Company's Board of Directors in 1996. Including a 1,000,000 share expansion authorized in February 2012, the total number of shares authorized to be repurchased over the life of the plan is 16,000,000 shares. Purchases may be made from time to time depending on market conditions and other relevant factors. The share repurchases for fiscal years ended March 31, 2010, 2011 and 2012 and cumulatively since inception of the authorization are as follows:

	2010	2011	2012	Cumulative
Shares repurchased	1,092,445	715,975	461,938	14,953,101
Cost	\$ 32,561,000	\$ 30,608,000	\$ 21,643,000	\$ 270,574,000
Average price	\$ 29.80	\$ 42.75	\$ 46.85	\$ 18.09

During the period subsequent to March 31, 2012, the Company repurchased 68,117 shares for \$2.8 million or an average price of \$41.71 per share. The repurchased shares were recorded as treasury stock, at cost, and are available for general corporate purposes. The repurchases were primarily financed from cash generated from operations and from the cash proceeds from the exercise of stock options.

Note H Commitments

The Company leases office facilities under non-cancelable operating leases. Some of these leases contain escalation clauses. Future minimum rental commitments under operating leases at March 31, 2012 are \$12,606,000 in fiscal 2013, \$9,766,000 in fiscal 2014, \$8,666,000 in fiscal 2015, \$6,825,000 in fiscal 2016, \$4,100,000 in fiscal 2017, \$2,439,000 thereafter, and \$44,402,000 in the aggregate. Total rental expense of \$15,114,000, \$14,620,000, and \$14,949,000 was charged to operations for the years ended March 31, 2010, 2011, and 2012, respectively.

Note I Contingencies and Legal Proceedings

On March 25, 2011, George Raymond Williams, MD. (Williams), as plaintiff, individually and on behalf of those similarly situated, filed a First Amended and Restated Petition for Damages and Class Certification in the 27th Judicial District Court, Parish of St. Landry, Louisiana, against CorVel Corporation (CorVel) and its insurance carriers, Homeland Insurance Company of New York and Executive Risk Specialty Insurance Company and several other unrelated parties. Williams alleges that CorVel violated Louisiana's Any Willing Provider Act (the AWPA), which requires a payor accessing a preferred provider contract to give 30 days' advance written notice or point of service notice in the form of a benefit card before the payor accesses the discounted rates in the contract to pay the provider for services rendered to an insured under that payor's health benefit plan.

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CORVEL CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

On March 31, 2011, CorVel entered into a Memorandum of Understanding with attorneys representing the plaintiffs and the class setting forth the terms of settlement of this class action lawsuit. The Memorandum of Understanding provides that subject to the execution of a mutually acceptable settlement agreement and final non-appealable approval of such settlement by the Louisiana state court, CorVel will pay \$9 million to resolve claims for which CorVel recorded a \$9 million pre-tax charge to earnings during the March 2011 quarter. In addition, CorVel will assign to the class certain rights it has to the proceeds of CorVel's insurance policies relating to the claims asserted by the class. The class action arbitration filed with the American Arbitration Association against CorVel in December 2006 by Southwest Louisiana Hospital Association dba Lake Charles Memorial Hospital as previously disclosed by CorVel is encompassed within the settlement terms of the Memorandum of Understanding. Pursuant to the Memorandum of Understanding, the parties have also agreed to request that the appropriate courts stay all related proceedings in State and Federal Court, as well as the Louisiana Office of Workers Compensation and the arbitration proceeding before the American Arbitration Association in which the parties are named, until the settlement agreement is prepared, executed and receives final court approval. The settlement does not constitute an admission of liability.

On June 23, 2011 CorVel and class counsel executed a definitive settlement agreement. The settlement agreement contains the same terms and conditions as were set forth in the Memorandum of Understanding. Accordingly, CorVel made a \$9 million cash payment into escrow on July 6, 2011. As set forth in the settlement agreement, certain contingencies such as preliminary court approval, resolutions of objections filed by class members challenging the fairness of the settlement, class members excluded from the settlement not exceeding a materiality threshold, and final court approval, must be satisfied before the settlement can become final.

On June 23, 2011, the 27th Judicial District Court for the Parish of St. Landry, Louisiana granted preliminary approval of settlement and set a deadline of October 16, 2011 for parties to opt out of or object to the proposed settlement. Notice of the settlement was given to Class Members. The Court gave final approval of the settlement on November 4, 2011. No appeal has been filed since that time, so the judgment became final on January 17, 2012. CorVel has begun to move for dismissal of all claims covered by the settlement in state and federal court.

In exchange for the settlement payment by CorVel, class members will release CorVel and all of its affiliates and clients for any claims relating in any way to re-pricing, payment for, or reimbursement of a workers' compensation bill, including but not limited to claims under the AWP. Plaintiffs have also agreed to a notice procedure that CorVel may follow in the future to comply with the AWP.

In February 2005, Kathleen Roche, D.C., as plaintiff, filed a putative class action in Circuit Court for the 20th Judicial District, St. Clair County, Illinois, against the Company. The case sought unspecified damages based on the Company's alleged failure to direct patients to medical providers who were members of the CorVel CorCare PPO network and also alleged that the Company used biased and arbitrary computer software to review medical providers' bills. The Company denies that its conduct was improper in any way and denied all liability. On October 29, 2010, the Company entered into a settlement agreement providing for the payment of \$2.1 million to class members and up to an additional \$700,000 for attorneys' fees and expenses, and as a result the Company accrued \$2.8 million of estimated liability for this settlement agreement during the quarter ended September 30, 2010. In exchange for the settlement payment by the Company, class members consisting of Illinois medical providers (excluding hospitals) have released the Company and all of its affiliates for claims relating to any PPO or usual and customary reductions recommended by the Company on class members' medical bills. On January 21, 2011, the Circuit Court gave final approval to the settlement and awarded class counsel \$700,000 in attorneys' fees and expenses. A modified final judgment approving the settlement and addressing certain class notice issues was approved on January 20, 2012; the modified judgment did not change the financial terms of the settlement or the release. Initial payments were sent to class members on July 18, 2011 and the remaining payments to class members should be completed by July 2012.

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CORVEL CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The Company is involved in other litigation arising in the normal course of business. Management believes that resolution of these matters will not result in any payment that, in the aggregate, would be material to the financial position or results of the operations of the Company.

Note J Retirement Savings Plan

The Company maintains a retirement savings plan for its employees, which is a qualified plan under Section 401(k) of the Internal Revenue Code. Full-time employees that meet certain requirements are eligible to participate in the plan. Employer contributions are made annually, primarily at the discretion of the Company's Board of Directors. Contributions of \$221,000, \$273,000 and \$347,000, were charged to operations for the fiscal years ended March 31, 2010, 2011, and 2012, respectively.

Note K Shareholder Rights Plan

During fiscal 1997, the Company's Board of Directors approved the adoption of a Shareholder Rights Plan. The Shareholder Rights Plan provides for a dividend distribution to CorVel stockholders of one preferred stock purchase right for each outstanding share of CorVel's common stock under certain circumstances. In April 2002, the Board of Directors of CorVel approved an amendment to the Shareholder Rights Plan to extend the expiration date of the rights to February 10, 2012, set the exercise price of each right at \$118, and enable Fidelity Management & Research Company and its affiliates to purchase up to 18% of the shares of common stock of the Company without triggering the stockholder rights, with the limitations under the Shareholder Rights Plan remaining in effect for all other stockholders of the Company. In November 2008, the Company's Board of Directors approved an amendment to the Shareholder Rights Plan to extend the expiration date of the rights to February 10, 2022, remove the ability of Fidelity Management & Research Company and its affiliates to purchase up to 18% of the shares of common stock of the Company without triggering the stockholder rights, substitute Computershare Trust Company, N.A. as the rights agent and effect certain technical changes to the Shareholder Rights Plan.

Generally, the Shareholder Rights Plan provides that if a person or group acquires 15% or more of the Company's common stock without the approval of the Board, subject to certain exceptions, the holders of the rights, other than the acquiring person or group, would, under certain circumstances, have the right to purchase additional shares of the Company's common stock having a market value equal to two times the then-current exercise price of the right. In addition, if the Company is thereafter merged into another entity, or if 50% or more of the Company's consolidated assets or earning power are sold, then the right will entitle its holder to buy common shares of the acquiring entity having a market value equal to two times the then-current exercise price of the right. The Company's Board of Directors may exchange or redeem the rights under certain conditions.

Note L Acquisition

In November 2010, the Company's wholly owned subsidiary, CorVel Enterprise Comp, Inc., acquired 100% of the stock of Safety Risk Services, LLC (SRS) for \$1.3 million in cash. There are no contingent purchase obligations. SRS is a third-party administrator headquartered in the state of Mississippi. The acquisition is expected to allow the Company to expand its service capabilities as a third-party administrator and provide claims processing services along with patient management services and network solutions services to an increased customer base. The results of SRS have been included in the Company's results from the date of the acquisition through March 31, 2012. For the fiscal year ended March 31, 2011 and 2012, the results of the acquired business increased the Company's revenues by an immaterial amount, approximately 1/10 of 1% and 3/10 of 1%, respectively. The acquisition was also immaterial relative to the Company's net income, total assets, and shareholders' equity.

Table of Contents**CORVEL CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****Note M Line of Credit**

In September 2011, the Company renewed a credit agreement that had been in place throughout fiscal 2012. The line is with a financial institution to provide a revolving credit facility with borrowing capacity of up to \$10 million. Borrowings under this agreement bear interest, at the Company's option, at a fixed LIBOR-based rate plus 1.50% or at a fluctuating rate determined by the financial institution to be 1.50% above the daily one-month LIBOR rate. The loan covenants require the Company to maintain the current assets to liabilities ratio of at least 1.25:1, debt to tangible net worth not greater than 1.25:1 and have positive net income. There were no outstanding revolving loans at any time during fiscal 2012 or as of the date hereof, but letters of credit in the aggregate amount of \$8.0 million have been issued separate from the line of credit and therefore do not reduce the amount of borrowings available under the revolving credit facility. The renewed credit agreement expires in September 2012.

Note N Quarterly Results (Unaudited)

The following is a summary of unaudited quarterly results of operations for each of the quarters in the two fiscal years ended March 31, 2011 and 2012:

	Revenues	Gross Profit	Net Income	Net Income per Basic Common Share	Net Income per Diluted Common Share
Fiscal Year Ended March 31, 2011:					
First Quarter	\$ 91,503,000	\$ 23,803,000	\$ 7,760,000	\$ 0.65	\$ 0.64
Second Quarter	93,392,000	23,239,000	7,533,000	0.64	0.62
Third Quarter	95,282,000	23,821,000	6,724,000	0.57	0.56
Fourth Quarter	100,491,000	25,707,000	2,646,000	0.23	0.22
Fiscal Year Ended March 31, 2012:					
First Quarter	\$ 102,307,000	\$ 25,544,000	\$ 8,198,000	\$ 0.71	\$ 0.70
Second Quarter	104,552,000	25,612,000	7,881,000	0.68	0.68
Third Quarter	101,382,000	21,226,000	5,400,000	0.47	0.47
Fourth Quarter	104,427,000	21,460,000	5,073,000	0.45	0.44

Note O Segment Reporting

The Company derives the majority of its revenues from providing patient management and network solutions services to payors of workers compensation benefits, automobile insurance claims and health insurance benefits. Patient management services include claims administration, utilization review, medical case management, and vocational rehabilitation. Network solutions revenues include fee schedule auditing, hospital bill auditing, coordination of independent medical examinations, diagnostic imaging review services and preferred provider referral services. The percentages of revenues attributable to patient management and network solutions services for the fiscal years ended March 31, 2010, 2011, and 2012 are listed below.

	2010	2011	2012
Patient management services	44.7%	47.0%	49.3%
Network solutions services	55.3%	53.0%	50.7%
	100.0%	100.0%	100.0%

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The Company's management is structured geographically with regional vice-presidents who report to the Executive Vice-President of the Company who reports to the President of the Company. Each of these regional

Table of Contents**CORVEL CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

vice-presidents is responsible for all services provided by the Company in his or her particular region and responsible for the operating results of the Company in multiple states. These regional vice presidents have area and district managers who are also responsible for all services provided by the Company in their given area and district.

Under ASC 280, Segment Reporting, two or more operating segments may be aggregated into a single operating segment for financial reporting purposes if aggregation is consistent with the objective and basic principles of ASC 280, if the segments have similar economic characteristics, and if the segments are similar in each of the following areas: 1) the nature of products and services; 2) the nature of the production processes; 3) the type or class of customer for their products and services; and 4) the methods used to distribute their products or provide their services. The Company believes each of the Company's regions meet these criteria as they provide similar managed care services to similar customers using similar methods of productions and similar methods to distribute their services. All of the Company's regions perform both patient management and network solutions services.

Because the Company believes it meets each of the criteria set forth above and each of the Company's regions has similar economic characteristics, the Company aggregates its results of operations in one reportable operating segment.

Note P Other Intangible Assets

Other intangible assets consist of the following at March 31, 2011:

Item	Life	Cost	Fiscal 2011 Amortization Expense	Accumulated Amortization at March 31, 2011	Cost, Net of Accumulated Amortization at March 31, 2011
Covenant Not to Compete	5 years	\$ 775,000	\$ 147,000	\$ 515,000	\$ 260,000
Customer relationships	18-20 years	7,922,000	410,000	1,607,000	6,315,000
TPA Licenses	15 years	204,000	14,000	50,000	154,000
Total		\$ 8,901,000	\$ 571,000	\$ 2,172,000	\$ 6,729,000

Other intangible assets consist of the following at March 31, 2012:

Item	Life	Cost	Fiscal 2012 Amortization Expense	Accumulated Amortization at March 31, 2012	Cost, Net of Accumulated Amortization at March 31, 2012
Covenant Not to Compete	5 years	\$ 775,000	\$ 147,000	\$ 661,000	\$ 114,000
Customer Relationships	18-20 years	7,922,000	423,000	2,031,000	5,891,000
TPA Licenses	15 years	204,000	14,000	63,000	141,000
Total		\$ 8,901,000	\$ 584,000	\$ 2,755,000	\$ 6,146,000

Amortization expense for the next five fiscal years is expected to be \$542,000 in fiscal 2013, \$451,000 in fiscal 2014, \$437,000 in fiscal 2015, \$437,000 in fiscal 2016, \$437,000 in fiscal 2017, and \$3,827,000 thereafter.

Table of Contents**EXHIBIT INDEX****Exhibit**

No.	Title	Method of Filing
3.1	Amended and Restated Certificate of Incorporation of the Company	Incorporated herein by reference to Exhibit 3.1 to the Current Report on Form 8-K filed on August 10, 2011.
3.2	Amended and Restated Bylaws of the Company	Incorporated herein by reference to Exhibit 3.2 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2006 filed on August 14, 2006.
3.3	Certificate of Designation Increasing the Number of Shares of Series A Junior Participating Preferred Stock	Incorporated herein by reference to Exhibit 3.1 to the Company's Form 8-K filed on November 24, 2008.
4.1	Second Amended and Restated Preferred Shares Rights Agreement, dated as of November 17, 2008, by and between CorVel Corporation and Computershare Trust Company, N.A., including the original Certificate of Designation, the Certificate of Designation Increasing the Number of Shares, the form of Right Certificate (as amended) and the Summary of Rights (as amended) attached thereto as Exhibits A-1, A-2, A-3, B and C, respectively	Incorporated herein by reference to Exhibit 4.1 to the Company's Form 8-K filed on November 24, 2008.
10.1*	Nonqualified Stock Option Agreement between V. Gordon Clemons, the Company and North Star together with all amendments and addendums thereto	Incorporated herein by reference to Exhibit 10.6 to the Company's Registration Statement on Form S-1 Registration No. 33-40629 initially filed on May 16, 1991.
10.2*	Supplementary Agreement between V. Gordon Clemons, the Company and North Star	Incorporated herein by reference to Exhibit 10.7 to the Company's Registration Statement on Form S-1 Registration No. 33-40629 initially filed on May 16, 1991.
10.3*	Amendment to Supplementary Agreement between Mr. Clemons, the Company and North Star	Incorporated herein by reference to Exhibit 10.5 to the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 1992 filed on June 29, 1992.
10.4*	Restated Omnibus Incentive Plan (Formerly The Restated 1988 Executive Stock Option Plan)	Incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on August 10, 2011.
10.5*	Forms of Notice of Grant of Stock Option, Stock Option Agreement and Notice of Exercise Under the Restated Omnibus Incentive Plan (Formerly The Restated 1988 Executive Stock Option)	Incorporated herein by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2006 filed on November 9, 2006, Exhibits 10.7, 10.8 and 10.9 to the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 1994 filed on June 29, 1994, Exhibits 99.2, 99.3, 99.4, 99.5, 99.6, 99.7 and 99.8 to the Company's Registration Statement on Form S-8 (File No. 333-94440) filed on July 10, 1995, and Exhibits 99.3 and 99.5 to the Company's Registration Statement on Form S-8 (File No. 333-58455) filed on July 2, 1998.

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Exhibit	No.	Title	Method of Filing
	10.6*	Employment Agreement of V. Gordon Clemons	Incorporated herein by reference to Exhibit 10.12 to the Company's Registration Statement on Form S-1 Registration No. 33-40629 initially filed on May 16, 1991.
	10.7*	Restated 1991 Employee Stock Purchase Plan, as amended	Incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K/A filed on August 12, 2010.
	10.8	Fidelity Master Plan for Savings and Investment, and amendments	Incorporated herein by reference to Exhibits 10.16 and 10.16A to the Company's Registration Statement on Form S-1 Registration No. 33-40629 initially filed on May 16, 1991.
	10.9	Second Amended and Restated Preferred Shares Rights Agreement, dated as of November 17, 2008, by and between CorVel Corporation and Computershare Trust Company, N.A., including the original Certificate of Designation, the Certificate of Designation Increasing the Number of Shares, the form of Rights Certificate (as amended) and the Summary of Rights (as amended) attached thereto as Exhibits A-1, A-2, A-3, B and C, respectively	Incorporated herein by reference to Exhibit 4.1 to the Company's Form 8-K filed on November 24, 2008.
	10.10*	Employment Agreement effective May 26, 2006 by and between CorVel Corporation and Dan Starck	Incorporated herein by reference to Exhibit 10.1 in the Company's Form 8-K filed on May 30, 2006.
	10.11*	Stock Option Agreement and Acceleration Addendum dated May 26, 2006 by and between CorVel Corporation and Dan Starck, providing for time vesting	Incorporated herein by reference to Exhibit 10.2 in the Company's Form 8-K filed on May 30, 2006.
	10.12 *	Stock Option Agreement and Acceleration Addendum dated May 26, 2006 by and between CorVel Corporation and Dan Starck, providing for performance vesting.	Incorporated herein by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed on May 30, 2006.
	10.13 *	Stock Option Agreement dated May 26, 2006 by and between CorVel Corporation and Scott McCloud, providing for performance vesting.	Incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on June 2, 2006.
	10.14*	Stock Option Agreement dated May 26, 2006 by and between CorVel Corporation and Don McFarlane, providing for performance vesting.	Incorporated herein by reference to Exhibit 10.15 to the Company's Annual Report on Form 10-K/A filed on July 6, 2007.
	10.15	Credit Agreement dated May 28, 2009 by and between CorVel Corporation and Wells Fargo Bank, National Association.	Incorporated herein by reference to Exhibit 10.16 to the Company's Current Report on Form 8-K filed on June 4, 2009.
	10.16	Revolving Line of Credit Note dated May 28, 2009 by CorVel Corporation in favor of Wells Fargo Bank, National Association.	Incorporated herein by reference to Exhibit 10.17 to the Company's Current Report on Form 8-K filed on June 4, 2009.
	10.17	Form of Partial Waiver of Automatic Option Grant executed by Directors	Incorporated herein by reference to Exhibit 10.18 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2007 filed on November 8, 2007.
	10.18*	Stock Option Agreement and Acceleration Addendum dated February 4, 2008 by and between CorVel Corporation and Dan Starck, providing for performance vesting.	Incorporated herein by reference to Exhibit 10.19 to the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2008 filed on June 16, 2008.

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Exhibit		
No.	Title	Method of Filing
10.19*	Stock Option Agreement dated February 4, 2008 by and between CorVel Corporation and Scott McCloud, providing for performance vesting.	Incorporated herein by reference to Exhibit 10.20 to the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2008 filed on June 16, 2008.
10.20*	Stock Option Agreement dated February 4, 2008 by and between CorVel Corporation and Don McFarlane, providing for performance vesting.	Incorporated herein by reference to Exhibit 10.21 to the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2008 filed on June 16, 2008.
10.21	Partial Waiver of Automatic Option Grant by Jean Macino dated February 8, 2008	Incorporated herein by reference to Exhibit 10.22 to the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2008 filed on June 16, 2008.
10.22*	Stock Option Agreement dated February 24, 2009 by and between CorVel Corporation and Daniel J. Starck, providing for performance vesting	Refiled herewith.
10.23*	Stock Option Agreement dated February 24, 2009 by and between CorVel Corporation and Scott R. McCloud, providing for performance vesting	Refiled herewith.
10.24*	Stock Option Agreement dated February 24, 2009 by and between CorVel Corporation and Donald C. McFarlane, providing for performance vesting	Refiled herewith.
10.25*	Stock Option Agreement dated February 5, 2009 by and between CorVel Corporation and Diane J. Blaha, providing for performance vesting	Incorporated herein by reference to Exhibit 10.25 to the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2009 filed on June 12, 2009.
10.26*	Stock Option Agreement dated February 24, 2009 by and between CorVel Corporation and Diane J. Blaha, providing for performance vesting	Refiled herewith.
10.27	Summary of Terms of Oral Agreement to Repurchase Shares of Common Stock held by V. Gordon Clemons.	Incorporated herein by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended December 31, 2009 filed on February 5, 2010.
10.28*	Stock Option Agreement granted November 2, 2009 by and between CorVel Corporation and Daniel J. Starck, providing for performance vesting.	Refiled herewith.
10.29*	Stock Option Agreement granted November 2, 2009 by and between CorVel Corporation and Scott R. McCloud, providing for performance vesting.	Refiled herewith.
10.30*	Stock Option Agreement granted November 2, 2009 by and between CorVel Corporation and Donald C. McFarlane, providing for performance vesting	Refiled herewith.
10.31*	Stock Option Agreement granted November 2, 2009 by and between CorVel Corporation and Diane J. Blaha, providing for performance vesting.	Refiled herewith.

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Exhibit	No.	Title	Method of Filing
	10.32	First Amendment to Credit Agreement dated June 2, 2010 by and between CorVel Corporation and Wells Fargo Bank, National Association.	Incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on June 7, 2010.
	10.33	Revolving Line of Credit Note dated June 2, 2010 by CorVel Corporation in favor of Wells Fargo Bank, National Association.	Incorporated herein by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on June 7, 2010.
	10.34	Settlement Agreement and General Release between Corvel Corporation and Kathleen Roche, D.C., individually and on behalf of others similarly situated, dated October 29, 2010.	Incorporated herein by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2010 filed on November 8, 2010.
	10.35	Summary of Terms of Oral Agreement to Repurchase Shares of Common Stock held by Corstar Holdings, Inc.	Incorporated herein by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2010 filed on November 8, 2010.
	10.36*	Stock Option Agreement dated December 6, 2010 by and between CorVel Corporation and Daniel J. Starck, providing performance vesting.	Refiled herewith.
	10.37*	Stock Option Agreement dated December 6, 2010 by and between CorVel Corporation and Scott R. McCloud, providing performance vesting.	Refiled herewith.
	10.38*	Stock Option Agreement dated December 6, 2010 by and between CorVel Corporation and Donald C. McFarlane, providing performance vesting.	Refiled herewith.
	10.39*	Stock Option Agreement dated December 6, 2010 by and between CorVel Corporation and Diane Blaha, providing performance vesting.	Refiled herewith.
	10.40	Settlement Agreement dated June 23, 2011 by and among CorVel Corporation and counsel for class representatives, George Raymond Williams, M.D., Orthopaedic Surgery, A Profession Medical, L.L.C. and Southwest Louisiana Hospital Association d/b/a Lake Charles Memorial Hospital, and all other class members.	Incorporated herein by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2011 filed on August 5, 2011.
	10.41	Second Amendment to Credit Agreement dated September 1, 2011 by and between CorVel Corporation and Wells Fargo Bank, National Association.	Incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on August 31, 2011.
	10.42	Revolving Line of Credit Note dated September 1, 2011 by CorVel Corporation in favor of Wells Fargo Bank, National Association.	Incorporated herein by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on August 31, 2011.
	10.43*	Stock option agreement dated November 3, 2011, by and between CorVel Corporation and Daniel J. Starck, providing performance vesting.	Incorporated herein by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2011 filed on February 6, 2012.

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Exhibit		
No.	Title	Method of Filing
10.44*	Stock option agreement dated November 3, 2011, by and between CorVel Corporation and Scott R. McCloud, providing performance vesting.	Incorporated herein by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2011 filed on February 6, 2012.
10.45*	Stock option agreement dated November 3, 2011, by and between CorVel Corporation and Donald C. McFarlane, providing performance vesting.	Incorporated herein by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2011 filed on February 6, 2012.
10.46*	Stock option agreement dated November 3, 2011, by and between CorVel Corporation and Diane Blaha, providing performance vesting.	Incorporated herein by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2011 filed on February 6, 2012.
10.47*	Stock option agreement dated November 3, 2011, by and between CorVel Corporation and V. Gordon Clemons, Jr., providing performance vesting.	Incorporated herein by reference to Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2011 filed on February 6, 2012
10.48	Stock option agreement dated February 24, 2009, by and between CorVel Corporation and V. Gordon Clemons, Jr., providing performance vesting.	Filed herewith.
10.49	Stock option agreement dated November 2, 2009, by and between CorVel Corporation and V. Gordon Clemons, Jr., providing performance vesting.	Filed herewith.
10.50	Stock option agreement dated December 6, 2010, by and between CorVel Corporation and V. Gordon Clemons, Jr., providing performance vesting	Filed herewith.
21.1	Subsidiaries of the Company	Filed herewith.
23.1	Consent of Independent Registered Public Accounting Firm, Haskell & White LLP	Filed herewith.
31.1	Certification of the Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	Filed herewith.
31.2	Certification of the Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	Filed herewith.
32.1	Certification of the Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	Furnished herewith.
32.2	Certification of the Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	Furnished herewith.

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Exhibit

No.	Title	Method of Filing
101.0	The following materials from CorVel Corporation's Annual Report on Form 10-K for the fiscal year ended March 31, 2012, formatted in XBRL (eXtensible Business Reporting Language): (i) Consolidated Balance Sheets as of March 31, 2012 and March 31, 2011; (ii) Consolidated Statements of Income for the fiscal years ended March 31, 2012, 2011 and 2010; (iii) Consolidated Statements of Stockholders' Equity for the fiscal years ended March 31, 2012, 2011 and 2010; (iv) Consolidated Statements of Cash Flows for the fiscal years ended March 31, 2012, 2011 and 2010; and (v) Notes to Consolidated Financial Statements(**)	

* Denotes management contract or compensatory plan or arrangement.

** Pursuant to Rule 406T of Regulation S-T, the Interactive Data Files on Exhibit 101.0 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

Confidential treatment has been requested for certain confidential portions of this exhibit pursuant to Rule 24b-2 under the Securities Exchange Act of 1934. In accordance with Rule 24b-2, these confidential portions have been omitted from this exhibit and filed separately with the Securities and Exchange Commission.